

THE MANITOBA SECURITIES COMMISSION
MSC RULE 2007-10
(Section 149.1, *The Securities Act*)

**Consequential and Other Amendments to
Multilateral Instrument 52-110
Audit Committees**

1. *Multilateral Instrument 52-110 Audit Committee is amended by this Instrument.*

2. *Multilateral Instrument 52-110 Audit Committees is amended:*

(a) in section 1.1 by,

(i) *repealing the definition of "AIF" and substituting the following:*

"**AIF**" has the meaning ascribed to it in NI 51-102;

(ii) *repealing the definition of "asset-backed security" and substituting the following:*

"**asset-backed security**" has the meaning ascribed to it in NI 51-102;

(iii) *repealing the definition of "credit support issuer" and substituting the following:*

"**credit support issuer**" has the meaning ascribed to it in section 13.4 of NI 51-102;

(iv) *repealing the definition of "exchangeable security issuer" and substituting the following:*

"**exchangeable security issuer**" has the meaning ascribed to it in section 13.3 of NI 51-102;

(v) *repealing the definition of "investment fund",*

(vi) *repealing the definition of "National Instrument 51-102",*

(vii) *adding the following definition of "NI 51-102":*

"**NI 51-102**" means National Instrument 51-102 *Continuous Disclosure Obligations*;

(viii) *repealing the definition of "venture issuer" and substituting the following:*

"**venture issuer**" means an issuer that, at the end of its most recently completed financial year, did not have any of its securities listed or quoted on any of the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

(b) in section 1.2 by striking out "National Instrument 51-102" and substituting "NI 51-102" wherever it appears.

3. This amendment comes into force December 31, 2007.
4. This Instrument may be cited as MSC Rule 2007-10.