

REGULATION TO AMEND REGULATION 45-102 RESPECTING RESALE OF SECURITIES

Securities Act
(chapter V-1.1, s. 331.1, par. (34))

1. Regulation 45-102 respecting Resale of Securities is amended:

(1) in Appendix D:

(a) by replacing the bulleted item “- section 2.3 [*Accredited investor*];” with the following:

“- section 2.3 [*Accredited investor*] (except in Ontario);”;

(b) by inserting, after the bulleted item “- clauses 77(1)(u) and (w) and subclauses 77(1)(ab)(ii) and (iii) of the Securities Act (Nova Scotia);”, the following:

“- section 73.3 of the Securities Act (Ontario) [*Accredited Investor*];”;

(c) in paragraph (3):

(i) in the definition of the expression “Type 1 trade”:

(A) by inserting, in the part preceding paragraph (a) and after the words “requirement in”, the words “any of the following”;

(B) by deleting, at the end of paragraph (c), the word “or”;

(C) by inserting, after paragraph (d), the following, and making the necessary changes :

“(e) section 2.1 and section 2.2 of the 2009 OSC Rule 45-501; and”;

(ii) by inserting, after subparagraph (a), the following:

“Section 73.5 of the Securities Act (Ontario) [*Government incentive security*];

(a.1) National Instrument 45-106

Section 2.3 of National Instrument 45-106 Prospectus and Registration Exemptions prior to subsection 12(2) of Schedule 26 of the Budget Measures Act, 2009 being proclaimed in force.”;

(iii) by replacing subparagraph (b) with the following:

“(b) 2005 OSC Rule 45-501 and 2009 OSC Rule 45-501

Section 2.1 of the 2005 OSC Rule 45-501 and sections 2.1 and 2.2 of the 2009 OSC Rule 45-501.”;

(2) in Appendix E:

(a) by replacing the bulleted item “- section 2.4 [*Private issuer*];” with the following:

“- section 2.4 [*Private issuer*], except in Ontario;”;

(b) by inserting, after the bulleted item “- Nova Scotia Securities Commission Blanket Order No. 46;”, the following:

“- Section 73.4 of the Securities Act (Ontario) [*Private issuer*];”;

(c) by inserting, after subparagraph (a) of paragraph (3), the following:

“(a.1) National Instrument 45-106

Section 2.4 of National Instrument 45-106 Prospectus and Registration Exemptions prior to subsection 12(2) of Schedule 26 of the Budget Measures Act, 2009 being proclaimed in force.”.

2. Form 45-102F1 of the Regulation is amended by replacing the contact information for the Ontario Securities Commission with the following:

“Ontario Securities Commission

20 Queen Street West

22nd Floor

Toronto, Ontario M5H 3S8

Telephone: (416) 593-8314

Toll free in Canada: 1-877-785-1555

Facsimile: (416) 593-8122

Public official contact regarding indirect collection of information:
Inquiries Officer”.

3. This Regulation comes into force on x.