

REGULATION TO AMEND REGULATION 45-106 RESPECTING PROSPECTUS EXEMPTIONS

Securities Act

(chapter V-1.1, s. 331.1, par. (1), (8), (11) and (34))

1. Paragraph (3) of section 7.1 of Regulation 45-106 respecting Prospectus Exemptions (chapter V-1.1, r. 21) is amended by inserting “Alberta and” before “Ontario”.

2. Form 45-106F1 of the Regulation is amended:

(1) in Item 9, under the heading “**A. General Instructions**”:

(a) by deleting “noon” wherever it occurs;

(b) by replacing “recent closing” with “recent daily”; and

(c) by deleting the second paragraph;

(2) by inserting, under the heading “**B. Terms used in the form**” before the definition of “**permitted client**”, the following definition:

““**NRD**” means National Registration Database;”;

(3) by replacing the portion of the form that follows paragraph (2) under the heading “**B. Terms used in the form**” until the end of “**ITEM 4 – UNDERWRITER INFORMATION**” with the following:

“Form 45-106F1 Report of Exempt Distribution

ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide filing date of report that is being amended. (YYYY-MM-DD)

ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure.

Investment fund issuer

Issuer (other than an investment fund)

Underwriter

ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name

If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of “legal entity identifier”.

Legal entity identifier

ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm NRD number.

Full legal name

Firm NRD number (if applicable)

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Country

Postal code/Zip code

Telephone number

Website (if applicable)

”;

(4) in Item 5:

(a) by deleting, in paragraph (a), “For more information on finding NAICS industry code go to Statistics Canada’s NAICS industry search tool.”;

(b) by replacing, in paragraph (g), “If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.” with “If the issuer is publicly listed, provide the name of the exchange on which the issuer’s securities primarily trade. Only provide the name of an exchange and not a trading facility such as, for example, an automated trading system.”, and “Exchange names” with “Exchange name”;

(5) by replacing, in paragraph (e) of Item 6, “If the investment fund is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the investment fund has applied for and received a listing, which excludes, for example, automated trading systems.” with “If the investment fund is publicly listed, provide the name of the exchange on which the investment fund’s securities primarily trade. Only provide the name of an exchange and not a trading facility such as, for example, an automated trading system.”, and “Exchange names” with “Exchange name”;

(6) in Item 7:

(a) by inserting “in connection with the distribution” after “or finder’s fees”, and replacing “should” with “must”;

(b) by replacing, in paragraph (e), “Security code” with “Convertible/exchangeable security code”;

(7) by replacing, in Item 9, “(select all that apply)” with “(Select the one that applies - if more than one applies, select only one.)”, and inserting “only” before “eligible foreign securities”;

(8) by replacing Item 10 with the following:

“

ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter.

If the individual completing and filing the report is different from the individual certifying the report, provide his or her name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/ investment fund manager/agent	<input type="text"/>		
Full legal name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Family name	First given name	Secondary given names
Title	<input type="text"/>		
Telephone number	<input type="text"/>	Email address	<input type="text"/>
Signature	<input type="text"/>	Date	<input type="text"/>
			YYYY MM DD

”;

(9) in Schedule 1:

(a) by replacing, in paragraph (2) of paragraph (e), “(select only one)” with “(Select only one – if the purchaser is a permitted client that is not an individual, “NIPC” can be selected instead of the paragraph number.)”;

(b) in paragraph (f):

(i) by inserting the following below the heading:

“Paragraphs f)1. and f)2. do not apply if one or more of the following apply:

(a) the issuer is a foreign public issuer;
(b) the issuer is a wholly owned subsidiary of a foreign public issuer;

(c) the issuer is distributing only eligible foreign securities only to permitted clients.”;

(ii) by replacing paragraph (3) with the following:

“3. Full legal name of any person compensated for the distribution to the purchaser. If a person compensated is a registered firm, provide the firm NRD number only. (Note: the names must be consistent with the names of the persons compensated as provided in Item 8.)”;

(10) by replacing the portion entitled “Questions:” with the following:

Questions

Refer any questions to:

Alberta Securities Commission
Suite 600, 250 – 5th Street SW
Calgary, Alberta T2P 0R4
Telephone: 403 297-6454

Toll free in Canada: 1 877 355-0585
Facsimile: 403 297-2082
Public official contact regarding indirect collection of information: FOIP
Coordinator

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Inquiries: 604 899-6854
Toll free in Canada: 1 800 373-6393
Facsimile: 604 899-6581
Email: FOI-privacy@bcsc.bc.ca
Public official contact regarding indirect collection of information: FOI
Inquiries

The Manitoba Securities Commission

500 – 400 St. Mary Avenue
Winnipeg, Manitoba R3C 4K5
Telephone: 204 945-2561
Toll free in Manitoba: 1 800 655-5244
Facsimile: 204 945-0330
Public official contact regarding indirect collection of information: Director

Financial and Consumer Services Commission (New Brunswick)

85 Charlotte Street, Suite 300
Saint John, New Brunswick E2L 2J2
Telephone: 506 658-3060
Toll free in Canada: 1 866 933-2222
Facsimile: 506 658-3059
Email: info@fcnb.ca
Public official contact regarding indirect collection of information: Chief
Executive Officer and Privacy Officer

**Government of Newfoundland and Labrador
Financial Services Regulation Division**

P.O. Box 8700
Confederation Building
2nd Floor, West Block
Prince Philip Drive
St. John's, Newfoundland and Labrador A1B 4J6
Attention: Director of Securities
Telephone: 709 729-4189
Facsimile: 709 729-6187
Public official contact regarding indirect collection of information:
Superintendent of Securities

**Government of the Northwest Territories
Office of the Superintendent of Securities**

P.O. Box 1320
Yellowknife, Northwest Territories X1A 2L9
Telephone: 867 767-9305
Facsimile: 867 873-0243
Public official contact regarding indirect collection of information:
Superintendent of Securities

Nova Scotia Securities Commission

Suite 400, 5251 Duke Street
Duke Tower
P.O. Box 458
Halifax, Nova Scotia B3J 2P8
Telephone: 902 424-7768
Facsimile: 902 424-4625
Public official contact regarding indirect collection of information:
Executive Director

Government of Nunavut**Department of Justice**

Legal Registries Division
P.O. Box 1000, Station 570
1st Floor, Brown Building
Iqaluit, Nunavut X0A 0H0
Telephone: 867 975-6590
Facsimile: 867 975-6594
Public official contact regarding indirect collection of information:
Superintendent of Securities

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
Email: exemptmarketfilings@osc.gov.on.ca
Public official contact regarding indirect collection of information: Inquiries
Officer

Prince Edward Island Securities Office

95 Rochford Street, 4th Floor Shaw Building
P.O. Box 2000
Charlottetown, Prince Edward Island C1A 7N8
Telephone: 902 368-4569
Facsimile: 902 368-5283
Public official contact regarding indirect collection of information:
Superintendent of Securities

Autorité des marchés financiers

800, rue du Square-Victoria, 22^e étage
C.P. 246, tour de la Bourse
Montréal, Québec H4Z 1G3
Telephone: 514 395-0337 or 1 877 525-0337
Facsimile: 514 873-6155 (For filing purposes only)
Facsimile: 514 864-6381 (For privacy requests only)
Email: financementdassocies@lautorite.qc.ca (For corporate finance
issuers); fonds_investissement@lautorite.qc.ca (For investment fund
issuers)
Public official contact regarding indirect collection of information:
Corporate Secretary

Financial and Consumer Affairs Authority of Saskatchewan

Suite 601 - 1919 Saskatchewan Drive
Regina, Saskatchewan S4P 4H2
Telephone: 306 787-5842
Facsimile: 306 787-5899
Public official contact regarding indirect collection of information: Director

**Office of the Superintendent of Securities
Government of Yukon
Department of Community Services**

307 Black Street, 1st Floor

P.O. Box 2703, C-6

Whitehorse, Yukon Y1A 2C6

Telephone: 867 667-5466

Facsimile: 867 393-6251

Email: securities@gov.yk.ca

Public official contact regarding indirect collection of information:
Superintendent of Securities”.

3. This Regulation comes into force on (*indicate the date of coming into force of this Regulation*).