

The Ontario Securities Commission

OSC Bulletin

June 7, 2018

Volume 41, Issue 23

(2018), 41 OSCB

The Ontario Securities Commission administers the *Securities Act* of Ontario (R.S.O. 1990, c. S.5) and the *Commodity Futures Act* of Ontario (R.S.O. 1990, c. C.20)

The Ontario Securities Commission

Cadillac Fairview Tower
22nd Floor, Box 55
20 Queen Street West
Toronto, Ontario
M5H 3S8

416-593-8314 or Toll Free 1-877-785-1555

Contact Centre – Inquiries, Complaints:

Office of the Secretary:

Published under the authority of the Commission by:

Thomson Reuters
One Corporate Plaza
2075 Kennedy Road
Toronto, Ontario
M1T 3V4

416-609-3800 or 1-800-387-5164

Fax: 416-593-8122

Fax: 416-593-2318

TTY: 1-866-827-1295



The OSC Bulletin is published weekly by Thomson Reuters Canada, under the authority of the Ontario Securities Commission.

Thomson Reuters Canada offers every issue of the Bulletin, from 1994 onwards, fully searchable on *SecuritiesSource*[™], Canada's pre-eminent web-based securities resource. *SecuritiesSource*[™] also features comprehensive securities legislation, expert analysis, precedents and a weekly Newsletter. For more information on *SecuritiesSource*[™], as well as ordering information, please go to:

<http://www.westlawecarswell.com/SecuritiesSource/News/default.htm>

or call Thomson Reuters Canada Customer Support at 1-416-609-3800 (Toronto & International) or 1-800-387-5164 (Toll Free Canada & U.S.).

Claims from *bona fide* subscribers for missing issues will be honoured by Thomson Reuters Canada up to one month from publication date.

Space is available in the Ontario Securities Commission Bulletin for advertisements. The publisher will accept advertising aimed at the securities industry or financial community in Canada. Advertisements are limited to tombstone announcements and professional business card announcements by members of, and suppliers to, the financial services industry.

All rights reserved. No part of this publication may be reproduced, stored in a retrieval system, or transmitted in any form or by any means, electronic, mechanical, photocopying, recording, or otherwise without the prior written permission of the publisher.

The publisher is not engaged in rendering legal, accounting or other professional advice. If legal advice or other expert assistance is required, the services of a competent professional should be sought.

© Copyright 2018 Ontario Securities Commission
ISSN 0226-9325
Except Chapter 7 ©CDS INC.



One Corporate Plaza
2075 Kennedy Road
Toronto, Ontario
M1T 3V4

Customer Support
1-416-609-3800 (Toronto & International)
1-800-387-5164 (Toll Free Canada & U.S.)
Fax 1-416-298-5082 (Toronto)
Fax 1-877-750-9041 (Toll Free Canada Only)
Email CustomerSupport.LegalTaxCanada@TR.com

Table of Contents

<p>Chapter 1 Notices / News Releases4481</p> <p>1.1 Notices4481</p> <p>1.1.1 The Mutual Fund Dealers Association of Canada4481</p> <p>1.1.2 The Mutual Fund Dealers Association and John Richard Wolfenden4481</p> <p>1.1.3 Notice of Ministerial Approval of Amendments to Ontario Securities Commission Rule 72-503 Distributions Outside Canada, National Instrument 45-102 Resale of Securities, and National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations.....4482</p> <p>1.1.4 Notice of Ministerial Approval of Amendments to National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, National Instrument 33-109 Registration Information, National Instrument 41-101 General Prospectus Requirements, National Instrument 44-101 Short Form Prospectus Distributions, National Instrument 45-106 Prospectus Exemptions, National Instrument 51-102 Continuous Disclosure Obligations, National Instrument 81-102 Investment Funds, National Instrument 81-106 Investment Fund Continuous Disclosure and OSC Rule 33-506 (Commodity Futures Act) Registration Information4483</p> <p>1.2 Notices of Hearing.....4484</p> <p>1.2.1 Harald Seemann et al. – ss. 127, 127.14484</p> <p>1.2.2 Harald Seemann et al. – ss. 127, 127.14485</p> <p>1.3 Notices of Hearing with Related Statements of Allegations4486</p> <p>1.3.1 IPC Securities Corporation and IPC Investment Corporation – s. 1274486</p> <p>1.4 News Releases (nil)</p> <p>1.5 Notices from the Office of the Secretary4489</p> <p>1.5.1 Harald Seemann et al.4489</p> <p>1.5.2 Harald Seemann et al.4489</p> <p>1.5.3 Omega Securities Inc.4490</p> <p>1.5.4 Omega Securities Inc.4490</p> <p>1.5.5 Dennis L. Meharchand and Valt.X Holdings Inc.4491</p> <p>1.5.6 Harald Seemann et al.4491</p> <p>1.5.7 Harald Seemann et al.4492</p> <p>1.5.8 Harald Seemann et al.4492</p> <p>1.5.9 The Mutual Fund Dealers Association of Canada4493</p> <p>1.5.10 John Richard Wolfenden4493</p>	<p>1.5.11 IPC Securities Corporation and IPC Investment Corporation..... 4494</p> <p>1.6 Notices from the Office of the Secretary with Related Statements of Allegations.....(nil)</p> <p>Chapter 2 Decisions, Orders and Rulings..... 4495</p> <p>2.1 Decisions 4495</p> <p>2.1.1 Bradmer Pharmaceuticals Inc..... 4495</p> <p>2.1.2 NBC Asset Trust™ 4500</p> <p>2.1.3 J.P. Morgan Securities PLC 4505</p> <p>2.1.4 MYM Nutraceuticals Inc.4512</p> <p>2.1.5 Enbridge Gas Distribution Inc. et al.4515</p> <p>2.1.6 Westcoast Energy Inc. and Union Gas Limited 4518</p> <p>2.2 Orders 4520</p> <p>2.2.1 Omega Securities Inc. – s. 127(7) 4520</p> <p>2.2.2 Omega Securities Inc..... 4520</p> <p>2.2.3 U.S. Geothermal Inc.4521</p> <p>2.2.4 Gendis Inc.....4523</p> <p>2.2.5 Leagold Acquisition Corp. II 4524</p> <p>2.2.6 Leagold Acquisition Corp. II – s. 1(6) of the OBCA 4525</p> <p>2.2.7 Dennis L. Meharchand and Valt.X Holdings Inc. – s. 127(1) 4526</p> <p>2.2.8 Harald Seemann et al.4526</p> <p>2.2.9 Potash Corporation of Saskatchewan Inc. 4527</p> <p>2.2.10 Cona Resources Ltd.4532</p> <p>2.3 Orders with Related Settlement Agreements 4534</p> <p>2.3.1 Harald Seemann et al. – s. 127(1) 4534</p> <p>2.3.2 Harald Seemann et al. – s. 127(1) 4540</p> <p>2.4 Rulings.....(nil)</p> <p>Chapter 3 Reasons: Decisions, Orders and Rulings 4547</p> <p>3.1 OSC Decisions 4547</p> <p>3.1.1 Harald Seemann et al. – s. 127 4547</p> <p>3.1.2 Harald Seemann et al. – ss. 127, 127.1 4550</p> <p>3.2 Director’s Decisions 4552</p> <p>3.2.1 Todd Milligan – s. 31 4552</p> <p>3.3 Court Decisions(nil)</p> <p>Chapter 4 Cease Trading Orders 4555</p> <p>4.1.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders..... 4555</p> <p>4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders 4555</p> <p>4.2.2 Outstanding Management & Insider Cease Trading Orders 4555</p>
--	---

Table of Contents

Chapter 5 Rules and Policies.....	4557	Chapter 13 SROs, Marketplaces, Clearing Agencies and Trade Repositories	(nil)
5.1.1 Amendments to Ontario Securities Commission Rule 72-503 Distributions Outside Canada	4557	13.1 SROs	(nil)
5.1.2 Changes to Companion Policy 72-503 Distributions Outside Canada.....	4560	13.2 Marketplaces	(nil)
5.1.3 Amendments to National Instrument 45-102 Resale of Securities	4562	13.3 Clearing Agencies	(nil)
5.1.4 Changes to Companion Policy 45-102 to National Instrument 45-102 Resale of Securities	4564	13.4 Trade Repositories	(nil)
5.1.5 Amendments to National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations	4566	Chapter 25 Other Information	(nil)
5.1.6 Changes to National Policy 11-206 Process for Cease to be a Reporting Issuer Applications	4567	Index.....	4681
5.1.7 Amendments to National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations	4568		
5.1.8 Amendments to National Instrument 33-109 Registration Information	4569		
5.1.9 Amendments to National Instrument 41-101 General Prospectus Requirements	4570		
5.1.10 Amendments to National Instrument 44-101 Short Form Prospectus Distributions.....	4571		
5.1.11 Amendments to National Instrument 44-102 Shelf Distributions	4573		
5.1.12 Amendments to National Instrument 45-106 Prospectus Exemptions.....	4574		
5.1.13 Amendments to National Instrument 51-102 Continuous Disclosure Obligations	4576		
5.1.14 Amendments to National Instrument 81-102 Investment Funds.....	4577		
5.1.15 Amendments to National Instrument 81-106 Investment Fund Continuous Disclosure.....	4578		
5.1.16 Amendments to Ontario Securities Commission Rule 33-506 (Commodity Futures Act) Registration Information.....	4579		
5.1.17 Change to Companion Policy 21-101CP Marketplace Operation	4580		
5.1.18 Change to Companion Policy 81-102CP Investment Funds.....	4581		
Chapter 6 Request for Comments.....	(nil)		
Chapter 7 Insider Reporting.....	4583		
Chapter 9 Legislation	(nil)		
Chapter 11 IPOs, New Issues and Secondary Financings	4665		
Chapter 12 Registrations	4679		
12.1.1 Registrants	4679		

Chapter 1

Notices / News Releases

1.1 Notices

1.1.1 The Mutual Fund Dealers Association of Canada

**IN THE MATTER OF
THE MUTUAL FUND DEALERS
ASSOCIATION OF CANADA**

File No. 2017-75

NOTICE OF WITHDRAWAL

The Mutual Fund Dealers Association of Canada hereby withdraws its Application for a Hearing and Review.

DATED this 4th day of June, 2018.

Mutual Fund Dealers Association of Canada
121 King Street West, Suite 1000
Toronto, ON M5H 3T9

Charles A. Toth
Director, Litigation
Tel: (416) 943-4619
Email: cloth@mfd.ca

Paul Blasiak
Enforcement Counsel
Tel: (416) 943-4618
Email: pblasiak@mfd.ca

1.1.2 The Mutual Fund Dealers Association and John Richard Wolfenden

**IN THE MATTER OF
THE MUTUAL FUND DEALERS ASSOCIATION
AND
JOHN RICHARD WOLFENDEN**

File No. 2017-76

NOTICE OF WITHDRAWAL

John Richard Wolfenden hereby withdraws the application for a hearing and review of the above case.

DATED June 4, 2018

John Richard Wolfenden
1407 London Rd.
Sarnia, Ontario
Email: wolfendenfinancial436@gmail.com

1.1.3 Notice of Ministerial Approval of Amendments to Ontario Securities Commission Rule 72-503 Distributions Outside Canada, National Instrument 45-102 Resale of Securities, and National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations

**NOTICE OF MINISTERIAL APPROVAL OF AMENDMENTS TO
ONTARIO SECURITIES COMMISSION RULE 72-503 *DISTRIBUTIONS OUTSIDE CANADA*,
NATIONAL INSTRUMENT 45-102 *RESALE OF SECURITIES*, AND
NATIONAL INSTRUMENT 31-103 *REGISTRATION REQUIREMENTS, EXEMPTIONS
AND ONGOING REGISTRANT OBLIGATIONS***

On May 1, 2018, the Ontario Minister of Finance approved, pursuant to section 143.3 of the *Securities Act* (Ontario), amendments to the following rules:

- Ontario Securities Commission Rule 72-503 *Distributions Outside Canada*
- National Instrument 45-102 *Resale of Securities*
- National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations (NI 31-103)*

The NI 31-103 amendments included one correction adopted by the Commission: the word “and” is no longer deleted at the end of paragraph 8.16(3)(a).

Other than the correction, these amendments, as well as changes to Companion Policy 72-503 *Distributions Outside Canada*, Companion Policy 45-102 *Resale of Securities*, and National Policy 11-206 *Process for Cease to be a Reporting Issuer Applications*, were published in the Bulletin on March 29, 2018. The corrected amendments and the changes are being published today in Chapter 5 of this Bulletin.

These amendments and changes become effective on June 12, 2018.

1.1.4 Notice of Ministerial Approval of Amendments to National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, National Instrument 33-109 Registration Information, National Instrument 41-101 General Prospectus Requirements, National Instrument 44-101 Short Form Prospectus Distributions, National Instrument 44-102 Shelf Distributions, National Instrument 45-106 Prospectus Exemptions, National Instrument 51-102 Continuous Disclosure Obligations, National Instrument 81-102 Investment Funds, National Instrument 81-106 Investment Fund Continuous Disclosure and OSC Rule 33-506 (Commodity Futures Act) Registration Information

**NOTICE OF MINISTERIAL APPROVAL OF AMENDMENTS TO
NATIONAL INSTRUMENT 31-103
REGISTRATION REQUIREMENTS, EXEMPTIONS AND ONGOING REGISTRANT OBLIGATIONS,
NATIONAL INSTRUMENT 33-109 REGISTRATION INFORMATION,
NATIONAL INSTRUMENT 41-101 GENERAL PROSPECTUS REQUIREMENTS,
NATIONAL INSTRUMENT 44-101 SHORT FORM PROSPECTUS DISTRIBUTIONS,
NATIONAL INSTRUMENT 44-102 SHELF DISTRIBUTIONS,
NATIONAL INSTRUMENT 45-106 PROSPECTUS EXEMPTIONS,
NATIONAL INSTRUMENT 51-102 CONTINUOUS DISCLOSURE OBLIGATIONS,
NATIONAL INSTRUMENT 81-102 INVESTMENT FUNDS,
NATIONAL INSTRUMENT 81-106 INVESTMENT FUND CONTINUOUS DISCLOSURE
AND
OSC RULE 33-506 (COMMODITY FUTURES ACT) REGISTRATION INFORMATION**

June 7, 2018

On May 2, 2018, the Minister of Finance approved amendments (the **Rule Amendments**) made by the Ontario Securities Commission to the following rules:

- National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*,
- National Instrument 33-109 *Registration Information*,
- National Instrument 41-101 *General Prospectus Requirements*,
- National Instrument 44-101 *Short Form Prospectus Distributions*,
- National Instrument 44-102 *Shelf Distributions*,
- National Instrument 45-106 *Prospectus Exemptions*,
- National Instrument 51-102 *Continuous Disclosure Obligations*,
- National Instrument 81-102 *Investment Funds*,
- National Instrument 81-106 *Investment Fund Continuous Disclosure*, and
- OSC Rule 33-506 (Commodity Futures Act) *Registration Information*.

In connection with the Rule Amendments, the Commission also adopted changes (the **Policy Changes**) to the following policies:

- Companion Policy 21-101CP *Marketplace Operation*, and
- Companion Policy 81-102CP *Investment Funds*.

The Rule Amendments and the Policy Changes were published in the Bulletin on March 29, 2018. They are reproduced in Chapter 5 of this Bulletin.

1.2 Notices of Hearing

1.2.1 Harald Seemann et al. – ss. 127, 127.1

FILE NO.: 2018-19

**IN THE MATTER OF
HARALD SEEMANN,
JENS BRANDT AND
KARL PAWLOWICZ**

NOTICE OF HEARING
Sections 127 and 127.1 of the
Securities Act, RSO 1990, c S.5

PROCEEDING TYPE: Public Settlement Hearing

HEARING DATE AND TIME: June 1, 2018 at 10:00 a.m.

LOCATION: 20 Queen Street West, 17th Floor, Toronto, Ontario

PURPOSE

The purpose of this hearing is to consider whether it is in the public interest for the Commission to approve the Settlement Agreement dated May 29, 2018 between Staff of the Commission and Karl Pawlowicz in respect of the Statement of Allegations filed by Staff of the Commission dated May 3, 2018.

REPRESENTATION

Any party to the proceeding may be represented by a representative at the hearing.

FAILURE TO ATTEND

IF A PARTY DOES NOT ATTEND, THE HEARING MAY PROCEED IN THE PARTY'S ABSENCE AND THE PARTY WILL NOT BE ENTITLED TO ANY FURTHER NOTICE IN THE PROCEEDING.

FRENCH HEARING

This Notice of Hearing is also available in French on request of a party. Participation may be in either French or English. Participants must notify the Secretary's Office in writing as soon as possible if the participant is requesting a proceeding be conducted wholly or partly in French.

AVIS EN FRANÇAIS

L'avis d'audience est disponible en français sur demande d'une partie, que la participation à l'audience peut se faire en français ou en anglais et que les participants doivent aviser le Bureau du secrétaire par écrit le plus tôt si le participant demande qu'une instance soit tenue entièrement ou partiellement en français.

Dated at Toronto this 29th day of May, 2018

"Grace Knakowski"
Secretary to the Commission

For more information

Please visit www.osc.gov.on.ca or contact the Registrar at registrar@osc.gov.on.ca.

1.2.2 Harald Seemann et al. – ss. 127, 127.1

FILE NO.: 2018-19

**IN THE MATTER OF
HARALD SEEMANN,
JENS BRANDT, and
KARL PAWLOWICZ**

NOTICE OF HEARING
Sections 127 and 127.1 of the
Securities Act, RSO 1990, c S.5

PROCEEDING TYPE: Public Settlement Hearing

HEARING DATE AND TIME: June 1, 2018 at 12:00 p.m.

LOCATION: 20 Queen Street West, 17th Floor, Toronto, Ontario

PURPOSE

The purpose of this hearing is to consider whether it is in the public interest for the Commission to approve the Settlement Agreement dated May 29, 2018, between Staff of the Commission and Jens Brandt in respect of the Statement of Allegations filed by Staff of the Commission dated May 3, 2018.

REPRESENTATION

Any party to the proceeding may be represented by a representative at the hearing.

FAILURE TO ATTEND

IF A PARTY DOES NOT ATTEND, THE HEARING MAY PROCEED IN THE PARTY'S ABSENCE AND THE PARTY WILL NOT BE ENTITLED TO ANY FURTHER NOTICE IN THE PROCEEDING.

FRENCH HEARING

This Notice of Hearing is also available in French on request of a party. Participation may be in either French or English. Participants must notify the Secretary's Office in writing as soon as possible if the participant is requesting a proceeding be conducted wholly or partly in French.

AVIS EN FRANÇAIS

L'avis d'audience est disponible en français sur demande d'une partie, que la participation à l'audience peut se faire en français ou en anglais et que les participants doivent aviser le Bureau du secrétaire par écrit le plus tôt si le participant demande qu'une instance soit tenue entièrement ou partiellement en français.

Dated at Toronto this 30th day of May, 2018

"Grace Knakowski"
Secretary to the Commission

For more information

Please visit www.osc.gov.on.ca or contact the Registrar at registrar@osc.gov.on.ca.

1.3 Notices of Hearing with Related Statements of Allegations

1.3.1 IPC Securities Corporation and IPC Investment Corporation – s. 127

FILE NO.: 2018-32

**IN THE MATTER OF
IPC SECURITIES CORPORATION and
IPC INVESTMENT CORPORATION**

NOTICE OF HEARING
Section 127 of the
Securities Act, RSO 1990, c S.5

PROCEEDING TYPE: Public Settlement Hearing

HEARING DATE AND TIME: Thursday, June 7, 2018 at 2:00 p.m.

LOCATION: 20 Queen Street West, 17th Floor, Toronto, Ontario

PURPOSE

The purpose of this hearing is to consider whether it is in the public interest for the Commission to approve the Settlement Agreement dated June 5, 2018, on a no-contest basis, between Staff of the Commission and the respondents in respect of the Statement of Allegations filed by Staff of the Commission dated June 5, 2018.

REPRESENTATION

Any party to the proceeding may be represented by a representative at the hearing.

FAILURE TO ATTEND

IF A PARTY DOES NOT ATTEND, THE HEARING MAY PROCEED IN THE PARTY'S ABSENCE AND THE PARTY WILL NOT BE ENTITLED TO ANY FURTHER NOTICE IN THE PROCEEDING.

FRENCH HEARING

This Notice of Hearing is also available in French on request of a party. Participation may be in either French or English. Participants must notify the Secretary's Office in writing as soon as possible if the participant is requesting a proceeding be conducted wholly or partly in French.

AVIS EN FRANÇAIS

L'avis d'audience est disponible en français sur demande d'une partie, que la participation à l'audience peut se faire en français ou en anglais et que les participants doivent aviser le Bureau du secrétaire par écrit le plus tôt si le participant demande qu'une instance soit tenue entièrement ou partiellement en français.

Dated at Toronto this 5th day of June, 2018

"Grace Knakowski"
Secretary to the Commission

For more information

Please visit www.osc.gov.on.ca or contact the Registrar at registrar@osc.gov.on.ca.

**IN THE MATTER OF
IPC SECURITIES CORPORATION and
IPC INVESTMENT CORPORATION**

STATEMENT OF ALLEGATIONS
(Section 127 of the
Securities Act, R.S.O. 1990, c. S.5)

A. ORDER SOUGHT

Staff of the Enforcement Branch (**Commission Staff**) of the Ontario Securities Commission (the **Commission**) requests that the Commission make an order pursuant to section 127 of the *Securities Act* to approve the settlement agreement dated June 5, 2018 (the **Settlement Agreement**), on a no-contest basis, between Commission Staff and IPC Securities Corporation (**IPCSC**) and IPC Investment Corporation (**IPCIC**) (collectively, the **IPC Dealers**).

B. FACTS

Commission Staff make the following allegations of fact:

(a) THE RESPONDENTS

1. IPCSC is a corporation incorporated pursuant to the laws of Ontario. IPCSC is a member of the Investment Industry Regulatory Organization of Canada (**IIROC**) and is registered with the Commission as an investment dealer.
2. IPCIC is a corporation incorporated pursuant to the laws of Ontario. IPCIC is a member of the Mutual Fund Dealers Association of Canada (**MFDA**) and is registered with the Commission as a mutual fund dealer and an exempt market dealer.
3. Each of the IPC Dealers is a subsidiary of Investment Planning Counsel Inc., which is a subsidiary of IGM Financial Inc.
4. Counsel Portfolio Services Inc. (**Counsel**) is also a subsidiary of Investment Planning Counsel Inc. and is the manager of the Counsel mutual funds (**Counsel Funds**).

(b) BACKGROUND

5. In March 2015, IPCSC self-reported to IIROC Staff and IPCIC self-reported to MFDA Staff certain inadequacies in their systems of controls and supervision which formed part of their compliance systems and, in May 2015 and thereafter, the IPC Dealers met with Commission Staff to discuss these matters which resulted in the identification and reporting of an additional control and supervision inadequacy (collectively the **Control and Supervision Inadequacies**). These Control and Supervision Inadequacies resulted in certain clients of the IPC Dealers paying, directly or indirectly, excess fees that were not detected or corrected by the IPC Dealers in a timely manner.
6. Commission Staff do not allege, and have found no evidence of dishonest conduct by any of the IPC Dealers.
7. When the IPC Dealers met with Commission Staff regarding the Control and Supervision Inadequacies, the IPC Dealers had formulated an intention to pay appropriate compensation to eligible clients and former clients.
8. The IPC Dealers have taken corrective action, including implementing additional controls, supervisory and monitoring systems designed to prevent the re-occurrence of the Control and Supervision Inadequacies in the future.
9. Some clients of the IPC Dealers have fee-based accounts and are charged a fee for investment services received in respect of assets held in the account (the **Fee-Based Accounts**). The investment services fee is either a flat fee or based on the client's assets under management (the **Account Fee**).
10. Counsel, an affiliate of the IPC Dealers, manages the Counsel Funds, some of which are available in different series. For certain of the Counsel Funds, there were two series (Premium and Non-Premium) of the same mutual fund which differed solely in that the Management Expense Ratio (**MER**) of the Premium series, which had a higher minimum investment threshold, was lower than the MER of the Non-Premium series.

(c) THE IPC DEALERS' CONDUCT

11. The Control and Supervision Inadequacies are summarized as follows:
- a. for some clients of the IPC Dealers with Fee-Based Accounts, assets held in their Fee-Based Accounts included certain mutual funds, exchange traded funds, and structured products with embedded trailer fees (collectively **Trailer-Paying Assets**) and/or certain Counsel Funds with negotiable advisory fees resulting in some clients paying excess fees because the IPC Dealers received: trailer fees during the period (i) January 1, 2009 to September 30, 2016 for IPCSC clients and (ii) January 1, 2009 to March 31, 2017 for IPCIC clients; and, negotiable advisory fees during the period January 1, 2009 to December 31, 2017 for clients of the IPC Dealers, in addition to the Account Fee;
 - b. for some clients of the IPC Dealers with Fee-Based Accounts under programs which classify assets for fee-billing purposes, assets held in their Fee-Based Accounts included certain Trailer-Paying Assets which were incorrectly included in Account Fee calculations, resulting in some clients paying excess fees for the period (i) July 1, 2013 to April 30, 2016 for IPCSC clients and (ii) May 1, 2015 to April 30, 2018 for IPCIC clients; and
 - c. some clients of the IPC Dealers were not advised that they qualified for a lower MER series of a Counsel Fund, the Premium series, and indirectly paid excess fees when they invested in the higher MER series of the same mutual fund, the Non-Premium series, during the period November 1, 2009 to October 31, 2016.

C. BREACHES OF ONTARIO SECURITIES LAW AND CONDUCT CONTRARY TO THE PUBLIC INTEREST

Commission Staff allege the following breaches of Ontario securities law and conduct contrary to the public interest:

1. With respect to the Control and Supervision Inadequacies, the IPC Dealers failed to establish, maintain and apply procedures to establish controls and supervision:
 - a. sufficient to provide reasonable assurance that the IPC Dealers, and each individual acting on behalf of the IPC Dealers, complied with securities legislation, including the requirement to deal fairly with clients with regard to fees; and
 - b. that were reasonably likely to identify the non-compliance described in a. above at an early stage and that would have allowed the IPC Dealers to correct the non-compliant conduct in a timely manner.
2. As a result, these instances of Control and Supervision Inadequacies constituted a breach of section 11.1 of National Instrument 31-103 – *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. In addition, the failures in the IPC Dealers' systems of controls and supervision associated with the Control and Supervision Inadequacies were contrary to the public interest.

DATED at Toronto, June 5, 2018

Michelle Vaillancourt
Senior Litigation Counsel
Enforcement Branch
Tel: (416) 593-3654
Fax: (416) 593-8321

Lawyer for Staff of the Ontario Securities Commission

1.5 Notices from the Office of the Secretary

1.5.1 Harald Seemann et al.

**FOR IMMEDIATE RELEASE
May 29, 2018**

**HARALD SEEMANN,
JENS BRANDT AND
KARL PAWLOWICZ,
File No. 2018-19**

TORONTO – The Office of the Secretary issued a Notice of Hearing for a hearing to consider whether it is in the public interest to approve a settlement agreement entered into by Staff of the Commission and Karl Pawlowicz in the above named matter.

The hearing will be held on June 1, 2018 at 10:00 a.m. on the 17th floor of the Commission's offices located at 20 Queen Street West, Toronto.

A copy of the Notice of Hearing dated May 29, 2018 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.5.2 Harald Seemann et al.

**FOR IMMEDIATE RELEASE
May 30, 2018**

**HARALD SEEMANN,
JENS BRANDT AND
KARL PAWLOWICZ,
File No. 2018-19**

TORONTO – The Office of the Secretary issued a Notice of Hearing for a hearing to consider whether it is in the public interest to approve a settlement agreement entered into by Staff of the Commission and Jens Brandt in the above named matter.

The hearing will be held on June 1, 2018 at 12:00 p.m. on the 17th floor of the Commission's offices located at 20 Queen Street West, Toronto.

A copy of the Notice of Hearing dated May 30, 2018 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.5.3 Omega Securities Inc.

**FOR IMMEDIATE RELEASE
May 30, 2018**

**OMEGA SECURITIES INC.,
File No. 2017-64**

TORONTO – The Commission issued an Order in the above named matter.

A copy of the Order dated May 30, 2018 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.5.4 Omega Securities Inc.

**FOR IMMEDIATE RELEASE
May 30, 2018**

**OMEGA SECURITIES INC.,
File No. 2017-66**

TORONTO – The Commission issued an Order in the above named matter.

A copy of the Order dated May 30, 2018 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.5.5 Dennis L. Meharchand and Valt.X Holdings Inc.

FOR IMMEDIATE RELEASE
June 1, 2018

**DENNIS L. MEHARCHAND and
VALT.X HOLDINGS INC.**

TORONTO – The Commission issued an Order in the above named matter.

A copy of the Order dated May 31, 2018 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.5.6 Harald Seemann et al.

FOR IMMEDIATE RELEASE
June 1, 2018

**HARALD SEEMANN,
JENS BRANDT AND
KARL PAWLOWICZ,
File No. 2018-19**

TORONTO – The Commission issued an Order approving the Settlement Agreement reached between Staff of the Commission and Karl Pawlowicz in the above named matter.

A copy of the Order dated June 1, 2018, Settlement Agreement dated May 29, 2018 and Oral Reasons for Approval of a Settlement dated June 1, 2018 are available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.5.7 Harald Seemann et al.

FOR IMMEDIATE RELEASE
June 1, 2018

**HARALD SEEMANN, J
ENS BRANDT AND
KARL PAWLOWICZ,
File No. 2018-19**

TORONTO – The Commission issued an Order approving the Settlement Agreement reached between Staff of the Commission and Jens Brandt in the above named matter.

A copy of the Order dated June 1, 2018, Settlement Agreement dated May 29, 2018 and Oral Reasons for Approval of Settlement dated June 1, 2018 are available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.5.8 Harald Seemann et al.

FOR IMMEDIATE RELEASE
June 1, 2018

**HARALD SEEMANN,
JENS BRANDT AND
KARL PAWLOWICZ,
File No. 2018-19**

TORONTO – The Commission issued an Order in the above named matter.

A copy of the Order dated June 1, 2018 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

**1.5.9 The Mutual Fund Dealers Association of
Canada**

**FOR IMMEDIATE RELEASE
June 4, 2018**

**THE MUTUAL FUND DEALERS
ASSOCIATION OF CANADA,
File No. 2017-75**

TORONTO – The Application dated November 1, 2017, made by the party named above to review a decision of Mutual Fund Dealers Association of Canada dated October 2, 2017 has been withdrawn.

A copy of the Notice of Withdrawal dated June 4, 2018 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.5.10 John Richard Wolfenden

**FOR IMMEDIATE RELEASE
June 4, 2018**

**JOHN RICHARD WOLFENDEN,
File No. 2017-76**

TORONTO – The Application dated November 22, 2017, made by the party named above to review a decision of Mutual Fund Dealers Association of Canada dated January 5, 2017 has been withdrawn.

A copy of the Notice of Withdrawal dated June 4, 2018 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.5.11 IPC Securities Corporation and IPC Investment Corporation

FOR IMMEDIATE RELEASE
June 5, 2018

**IPC SECURITIES CORPORATION and
IPC INVESTMENT CORPORATION,
File No. 2018-32**

TORONTO – The Office of the Secretary issued a Notice of Hearing for a hearing to consider whether it is in the public interest to approve a settlement agreement entered into by Staff of the Commission and the respondents in the above named matter.

The hearing will be held on June 7, 2018 at 2:00 p.m. on the 17th floor of the Commission's offices located at 20 Queen Street West, Toronto.

A copy of the Notice of Hearing dated June 5, 2018 and Statement of Allegations dated June 5, 2018 are available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Bradmer Pharmaceuticals Inc.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – issuer granted relief from the requirement to include audited financial statements of an acquired business in an information circular in connection with a reverse take-over transaction by way of a plan of arrangement. Historical accounting records necessary to prepare audited historical financial statements were not maintained, as assets were not treated nor accounted for as a distinct business. Relief granted, subject to certain conditions including that audited interim financial statements are filed on SEDAR prior to the completion of the transaction and the listing of the issuer's shares on an exchange.

Applicable Legislative Provisions

National Instrument 51-102 Continuous Disclosure Obligations. s. 13.1.
Form 51-102F5 Information Circular, Item 14.2.

May 14, 2018

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
BRADMER PHARMACEUTICALS INC.
(the Filer)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer (the **Application**) for a decision under the securities legislation of the Jurisdiction (the **Legislation**) exempting the Filer from the requirement in item 14.2 of Form 51-102F5 to include the Required Statements (as defined below) in an information circular to be sent to current holders (**Shareholders**) of common shares of the Filer in connection with the solicitation by or on behalf of the management of the Filer of proxies for the annual general and special meeting (the **Meeting**) of the Filer to be held on or about June 11, 2018, to consider, among other things, a special resolution approving a plan of arrangement (the **Arrangement**) involving the Filer, First Coin Capital Corp. (**First Coin**), Galaxy Digital LP (**Galaxy LP**) and Galaxy Digital GP LLC (**Galaxy GP**).

The Filer has also requested related exemptions from the requirements in subsection 4.10(2)(a)(ii) of National Instrument 51-102 *Continuous Disclosure Obligations* (**NI 51-102**) to file the Required Statements (collectively, the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- (a) the Ontario Securities Commission (**OSC**) is the principal regulator for this application, and

- (b) the Filer has provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in each of Alberta, British Columbia, Manitoba and Quebec (the **Passport Jurisdictions** and together with the Jurisdiction, the **Jurisdictions**).

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision unless otherwise defined.

Representations

This Decision is based on the following facts represented by the Filer:

1. The Filer is a corporation existing under the *Business Corporations Act* (Ontario) with its head office located in Toronto, Ontario.
2. The Filer is a reporting issuer in Alberta, British Columbia, Manitoba, Ontario and Quebec and is not in default of any requirement of Canadian securities laws.
3. The Filer is a shell company with no business, no material assets other than cash, and no material liabilities or anticipated spending.
4. The common shares (**Shares**) of the Filer are listed on the NEX board of the TSX Venture Exchange (**TSXV**). Trading of the Shares has been halted on the NEX board of the TSXV since October 11, 2017, pending completion of the Arrangement.
5. First Coin is a corporation existing under the *Business Corporations Act* (British Columbia) with its head office located in Vancouver, British Columbia.
6. The principal business carried on and intended to be carried on by First Coin is the provision of services and technology support to help companies, as clients of First Coin, to raise money in the new digital economy through strategic technology development combined with marketing and advisory services.
7. Galaxy LP is a limited partnership formed on November 30, 2017, under the laws of the Cayman Islands, and did not carry on any substantial business activities prior to January 9, 2018.
8. The general partner of Galaxy LP, Galaxy GP, is a limited liability company existing under the laws of the Cayman Islands.
9. On January 9, 2018, the Filer, First Coin and Galaxy LP entered into a letter of intent, pursuant to which they would combine their respective assets (the **Combined Assets**) by forming an operating partnership that would be managed by the principals of Galaxy LP. The combination would take place under a plan of arrangement and would constitute a reverse take-over transaction of the Filer under the policies of the TSXV. Upon the completion of the Arrangement, the Filer would acquire and indirectly hold a minority investment in an operating partnership, would change its name to Galaxy Digital Holdings Ltd. (**Galaxy Digital**) and resume an active listing on the TSXV.
10. In conjunction with this intention, on January 9, 2018, approximately US\$300 million of assets (**Contributed Assets**) were contributed to Galaxy LP by Galaxy Group Investments LLC (**Galaxy Group**), a New York-based family office investment vehicle owned by Michael Novogratz and related family trusts. The Contributed Assets consisted of direct holdings in bitcoin and other cryptocurrencies, equities of companies in businesses relating to blockchain or cryptocurrency, digital token mining and joint ventures, and interests in third-party-managed fund limited partnerships previously acquired by Mr. Novogratz through his family office.
11. On January 9, 2018, the Filer, First Coin and Galaxy LP also entered into an engagement agreement with GMP Securities L.P., an investment dealer, to conduct an offering of subscription receipts (the **Private Placement**). The net proceeds of the Private Placement were intended to be used by the Filer to acquire a minority equity interest in a to-be-formed operating partnership that would hold the Combined Assets.
12. During the period of January to February 2018, the Filer undertook the Private Placement of subscription receipts (the **Subscription Receipts**) for gross proceeds of approximately \$305 million. Also during this period, management and advisors of the parties continued to negotiate the terms of the Arrangement, conduct due diligence and prepare relevant documentation including the Arrangement Agreement.

13. On February 14, 2018, the Filer, First Coin, Galaxy LP and Galaxy GP entered into an arrangement agreement (the **Arrangement Agreement**) to give effect to the Arrangement.
14. Following completion of the Arrangement, the Filer will own a minority equity interest in Galaxy Digital Holdings LP (**GDH LP**), a Cayman Islands exempted limited partnership that will be created in connection with the Arrangement and which itself will own, directly or indirectly, all of the Combined Assets, and the general partner of GDH LP will manage the Combined Assets and future business related thereto.
15. As a result of the Arrangement, in respect of the economic interest in GDH LP, (i) the Filer's Shareholders (excluding the former holders of Subscription Receipts) shall, in the aggregate, hold an economic interest percentage equal to approximately 0.05%, (ii) the former holders of Subscription Receipts shall, in the aggregate, hold an economic interest percentage equal to approximately 17.77%, (iii) the current holders of First Coin shares and options shall, in the aggregate, hold approximately 1.60% of the economic interest, (iv) the employees and founders of Galaxy LP shall, in the aggregate, hold approximately 9.03% of the economic interest, (v) an aggregate of approximately 9.07% of the economic interest will be reserved for Galaxy Digital shares issued upon exercise of options, (vi) Galaxy Group Investments LLC shall, in the aggregate, hold approximately 62.27% of the economic interest, and (vii) others will hold approximately 0.22% of the economic interest in GDH LP.
16. The board of directors (the **Board**) of the Filer has unanimously determined that the Arrangement is fair and reasonable to the Shareholders and that the Arrangement is in the best interests of the Filer.
17. The Arrangement is subject to customary conditions for a transaction of this nature, which include court approvals and the approval of a special resolution approving the Arrangement by at least 66⅔% of the votes cast by Shareholders, voting as a single class, present in person or represented by proxy and entitled to vote at the Meeting.
18. In order to obtain such approval, the Filer must prepare and send an information circular prepared in accordance with Form 51-102F5 (the **Circular**) to all of its Shareholders in connection with the Meeting.
19. If the Subscription Receipts' escrow release conditions are not satisfied by 5:00 p.m. (Toronto time) on a prescribed date, currently June 14, 2018, the escrowed proceeds of the Subscription Receipts must be returned to the holders thereof. On or about May 14, 2018, the Filer will send a consent solicitation to holders of Subscription Receipts for approval of an extension such that the escrow release conditions will need to be satisfied by August 13, 2018.
20. Among the escrow release conditions for the Subscription Receipts are that (i) all regulatory approvals (including stock exchange approvals) required for and in connection with the Arrangement will have been received; and (ii) all conditions precedent to the listing of the Shares on the TSXV, other than the release of the escrowed proceeds of the Subscription Receipts, will have been satisfied or waived.
21. In April 20, 2018, the TSXV provided its conditional acceptance of the Filer's reverse take-over transaction. One of the conditions of acceptance is that the Exemption Sought is granted.
22. In order to achieve the necessary timing for completion of the Arrangement, including the satisfaction of the escrow release conditions for the Subscription Receipts, it is critical that the Circular be sent without delay. The Meeting was called pursuant to an interim order of the Ontario Court of Justice (Commercial List) (the **Court**) dated April 13, 2018, as amended on May 11, 2018.
23. The TSXV conditional acceptance, the Arrangement Agreement and the associated orders of the Court contemplate the convening of the Meeting in order for Shareholders to consider the Arrangement, and the associated solicitation of proxies for voting at the Meeting.
24. Section 14.2 of Form 51-102F5 provides that if the action to be taken is in respect of a restructuring transaction under which securities are to be changed, exchanged, issued or distributed, the information circular must include disclosure for the company (including financial statements) as prescribed under securities legislation and described in a prospectus that the company would be eligible to use immediately prior to the sending and filing of the information circular.
25. Section 14.5 of Form 51-102F5 provides that a company satisfies section 14.2 if it prepares an information circular in connection with a reverse take-over (as defined in the TSXV policies) provided that the company complies with the policies and requirements of the TSXV in respect of that reverse take-over.
26. TSXV Policy 5.2 *Changes of Business and Reverse Takeovers* (**TSXV Policy 5.2**) prescribes certain financial statement disclosure, for which the Filer seeks relief from certain elements of those disclosure requirements (as set out herein). According to section 11.2 of TSXV Policy 5.2, the TSXV cannot waive financial statement requirements in

respect of any information circular filed in connection with a reverse takeover. As such the Filer is seeking the Exemption Sought.

27. The financial statement requirements for a prospectus are found in National Instrument 41-101 *General Prospectus Requirements (NI 41-101)*. Item 32 of Form 41-101F1 *Information Required in a Prospectus (Form 41-101F1)* requires a prospectus of an issuer to include financial statements of a business acquired by an issuer within three years before the date of the prospectus if a reasonable investor reading the prospectus would regard the primary business of the issuer to be the business acquired. Specifically, the Filer is required to provide the same financial statements as would otherwise be required in a prospectus for an issuer, namely audited financial statements for the two most recently completed financial years of the Contributed Assets on the basis that the Filer's holdings in the GDH LP will be its sole asset upon completion of the Arrangement and that a reasonable investor would regard the business of the GDH LP as the primary business of the Filer. Item 32 of Form 41-101F1 also requires the Filer to include the audited financial statements for Galaxy LP for the period commencing on November 30, 2017 and ending on December 31, 2017 (collectively, the **Required Statements**).
28. Subsection 4.10(2)(a)(ii) of NI 51-102 provides that if a reporting issuer completes a reverse takeover, it must file the financial statements prescribed under securities legislation and described in the form of prospectus that the reverse takeover acquirer was eligible to use prior to the reverse takeover for a distribution of securities in the jurisdiction, if the reporting issuer filed a document that did not include the financial statements for the reverse takeover acquirer that would be required to be included in a prospectus, which would include the Required Statements.
29. The Filer is not including the Required Statements in the Circular for the following reasons:
 - (a) The Contributed Assets comprised different cryptocurrency- and blockchain-related investments, including cryptocurrency holdings with a liquid trading value, restricted holdings of pre-sold digital tokens, investments in cryptocurrency and blockchain-related funds, venture capital investments and commodity futures positions with a liquid trading value. Most of the Contributed Assets were acquired during 2017 and were held through various branches of the Novogratz family office, including some held personally by Mr. Novogratz, and were not held separately from his other family office assets and investments.
 - (b) The contribution by Galaxy Group to Galaxy LP on January 9, 2018, was the first time that the Contributed Assets have been aggregated, and this aggregation was undertaken specifically in contemplation of undertaking the reverse take-over transaction and Arrangement in order to create the business described in the Circular.
 - (c) Galaxy Group, as a family-owned privately held corporation, did not maintain the historical accounting records necessary to prepare audited historical financial statements for or in respect of the Contributed Assets apart from the other family office assets, since historically they were not treated nor accounted for as a distinct business and since the intention to contribute such investments to a public vehicle was not formed until late 2017, the family office did not undertake record keeping activities sufficient to support an audit. The Circular will provide information in respect of the Filer, First Coin, Galaxy LP and the proposed Arrangement that is sufficient to enable a Shareholder of the Filer to make an informed decision regarding the Arrangement. For greater certainty, holders of Subscription Receipts are not entitled to vote on the Proposed Arrangement at the Meeting.
 - (d) Galaxy LP did not carry on any substantial business activities prior to January 1, 2018.
30. Galaxy LP has prepared an audited statement of assets contributed less liabilities assumed as at January 9, 2018 (the **Audited Statement**) reflecting the assignment of the Contributed Assets on January 9, 2018, which will be included in the Circular. The Audited Statement provides a description of each asset class and for each material investment position of Galaxy LP, discloses the name of the investment, the number of units and the fair value constituting such material positions.
31. The Circular will include disclosure of the fair value, as at March 31, 2018, of the Contributed Assets (including the proceeds realized from the sale of any Contributed Assets and the value of any assets purchased with any such proceeds), unaudited, estimated by management, and verified by an independent valuator.
32. Galaxy LP will prepare audited interim financial statements for the period from January 1, 2018, to and including March 31, 2018 (the **Audited Interim Statements**), and after completion of the Arrangement, Galaxy Digital (or GDH LP, as contemplated in condition (vii) below) will henceforth prepare annual and interim financial statements, which will, in each case, include the following:

Decisions, Orders and Rulings

- (a) a description of each asset class;
 - (b) in the note pertaining to the investment line item in the balance sheet, the fair value of each asset class;
 - (c) in the fair value note, the fair value hierarchy by asset class;
 - (d) in the segment note, the fair value of each asset class for each business segment; and
 - (e) the MD&A associated with such financial statements will include disclosure regarding the trading activities of the operating entity of sufficient specificity to satisfy the general objectives of MD&A as discussed in Part 1 of Form 51-102F1, which may in some circumstances include disclosure of specific material investment positions, including for any such material positions the name of the investment, the number of units and the fair value constituting such material positions.
33. The Filer will issue a news release concurrently with the filing of the Circular, describing this exemptive relief decision, its conditions and undertakings.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted so long as the completion of the Arrangement and the listing and trading of the Shares of Galaxy Digital on the TSXV shall not occur unless and until:

- (i) Galaxy LP has prepared the Audited Statement as at January 9, 2018, which will be included in the Circular;
- (ii) the Audited Statement includes an unqualified audit opinion from Davidson & Company LLP;
- (iii) Galaxy LP has prepared the Audited Interim Statements;
- (iv) The Audited Interim Statements include an unqualified audit opinion from Davidson & Company LLP;
- (v) The Audited Interim Statements shall have been generally disclosed by (a) being issued in summary form as part of a news release and (b) being part of a material change report filed by or on behalf of the Filer on SEDAR on or prior to July 27, 2018;
- (vi) the completion of the Arrangement and the listing and trading of Galaxy Digital on the TSXV occurs on or before September 28, 2018; and
- (vii) GDH LP will have provided and filed on SEDAR an undertaking to each Securities Regulatory Authority in the Jurisdictions, in form and substance satisfactory and acceptable to the Director that, (a) in complying with its reporting issuer obligations, the Filer will treat GDH LP as a subsidiary of the Filer; however, if generally accepted accounting principles (**GAAP**) used by the Filer prohibit the consolidation of financial information of GDH LP and the Filer, then for as long as GDH LP (including any of its significant business interests) represents a significant asset of the Filer, the Filer will provide separate audited annual financial statements and interim financial reports, prepared in accordance with the same GAAP as the Filer's financial statements, and related management's discussion and analysis, prepared in accordance with NI 51-102 or its successor, for GDH LP (including information about any of its significant business interests); (b) GDH LP will require its insiders to file insider trading reports in respect of securities of the Filer; (c) GDH LP will issue a news release and deliver to the Filer for filing a material change report in accordance with applicable securities laws with respect to any material change in GDH LP that would reasonably be expected to have a significant effect on the market price or value of any securities of the Filer, if the Filer does not issue such press release and file such material change report; and (d) GDH LP will annually certify that it has complied with such undertaking and file the certificate on SEDAR concurrently with the filing by the Filer of its annual financial statements.

"Winnie Sanjoto"
Manager, Corporate Finance
Ontario Securities Commission

2.1.2 NBC Asset Trust™

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Dual application – Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions – Minority approval of a related party transaction – Application for relief from requirement to require minority approval – Securities are technically equity securities but are akin to preferred shares – Sale of trust assets to redeem securities – OSFI approval is required.

Applicable Legislative Provisions

Securities Act (Québec), s. 263

Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions, ss. 5.6, 9.1.

[TRANSLATION]

May 22, 2018

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
QUÉBEC AND ONTARIO
(the “Jurisdictions”)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
NBC ASSET TRUST™
(the “Filer”)

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (each a “**Decision Maker**”) has received an application (the “**Application**”) from the Filer for a decision under the securities legislation of the Jurisdictions (the “**Legislation**”) for an exemption from the requirement to obtain minority approval from every class of affected securities as set out in *Regulation 61-101 respecting Protection of Minority Security Holders in Special Transactions* (“**Regulation 61-101**”) in connection with a proposed related party transaction (as defined in Regulation 61-101) in connection with the proposed Sale of Trust Assets (as defined below) to National Bank of Canada (the “**Exemption Sought**”).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

- (a) the *Autorité des marchés financiers* is the principal regulator for this Application;
- (b) the Filer has provided notice that Subsection 4.7(1) of *Regulation 11-102 respecting Passport System* (“**Regulation 11-102**”) is intended to be relied upon by the Filer in Alberta, Manitoba and New Brunswick; and
- (c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in *Regulation 14-101 respecting Definitions*, Regulation 11-102 and Regulation 61-101 have the same meaning if used in this decision, unless otherwise defined.

Representations

This decision is based on the following facts represented by the Filer:

1. The Filer is a closed-end trust established under the laws of the Province of Ontario pursuant to a declaration of trust dated as of December 17, 2007, as amended and restated by an amended and restated declaration of trust dated January 22, 2008 as further amended by a first supplemental declaration of trust dated as of June 30, 2008 and a second supplemental declaration of trust dated as of July 14, 2010.
2. Natcan Trust Company is the trustee of the Filer (the “**Trustee**”).
3. The Filer’s head office is located at the National Bank Tower, 600 de La Gauchetière Street West, 4th Floor, Montréal, Québec, H3B 4L2.
4. The Filer was established solely for effecting offerings of securities to provide National Bank of Canada (the “**Bank**”) with a cost-effective means of raising capital for regulatory purposes under the *Bank Act* (Canada) (the “**Bank Act**”). The Bank is the administrative agent (“**Administrative Agent**”) of the Filer pursuant to an administrative and advisory agreement (“**Administrative and Advisory Agreement**”) entered into between the Trustee and the Bank on December 17, 2007 and as such administers the affairs of the Filer. The Filer issued to investors in all provinces of Canada (the “**Offerings**”), by way of prospectuses dated January 16, 2008 and June 25, 2008, respectively (collectively, the “**Prospectuses**”), transferable trust units called Trust Capital Securities – Series 1 or “**NBC CapS II – Series 1**” and Trust Capital Securities – Series 2 or “**NBC CapS II – Series 2**” (collectively, the “**NBC CapS II**”).
5. The Filer is a reporting issuer in each of the provinces of Canada and is not in default of any requirement of the securities legislation in the jurisdictions in which it is a reporting issuer.
6. The capital of the Filer consists of special trust securities (the “**Special Trust Securities**”) and the NBC CapS II (together, the “**Trust Securities**”). The NBC CapS II are held by the public and all outstanding Special Trust Securities are held by the Bank. The Trust Securities are not listed and posted for trading on any stock exchange.
7. There are currently \$400 million of NBC CapS II – Series 1, \$350 million of NBC CapS II – Series 2 and \$1,350 million of Special Trust Securities issued and outstanding.
8. The NBC CapS II have the attributes described below. The Special Trust Securities are the only voting securities of the Filer.
9. The objective of the Filer is to acquire, with the proceeds of offerings of securities, and hold assets (“**Trust Assets**”) primarily from the Bank or its affiliates, generally on a fully-serviced basis, which consist of: residential mortgages, mortgage co-ownership interests, mortgage-backed securities and eligible investments (as defined in the Prospectuses). The Bank and its affiliates are responsible for the servicing of the Trust Assets, including reporting on the performance of the Trust Assets and investment of the proceeds of the Trust Assets. The Trust Assets will generate income for distribution to holders of Trust Securities. The Filer does not, and will not, carry on any operating activity other than in connection with offerings of Trust Securities.
10. The Bank is a chartered bank subject to the provisions of the Bank Act.
11. The Bank’s head office is located at the National Bank Tower, 600 de La Gauchetière Street West, 4th Floor, Montréal, Québec, H3B 4L2.
12. The Bank maintains offices and provides services in each of the Canadian provinces, offering a full range of financial services to individuals, commercial enterprises, financial institutions and governments both in Canada and abroad.
13. The Bank is a reporting issuer in each of the provinces of Canada and is not in default of any requirement of the securities legislation in the jurisdictions in which it is a reporting issuer.
14. The NBC CapS II qualified as Tier 1 capital of the Bank under the Innovative Capital Guidelines, as amended, issued by the Office of the Superintendent of Financial Institutions (Canada) (the “**Superintendent**”) pursuant to the Bank Act.
15. The terms of the NBC CapS II include the following:
 - (a) The NBC CapS II pay a fixed non-cumulative distribution (the “**Indicated Distribution**”) on the last day of June and December in each year. Each semi-annual payment date for the Indicated Distribution in respect of the NBC CapS II (a “**Distribution Date**”) will be either a “Regular Distribution Date” or a “Distribution Diversion

Date". A Distribution Date will be a "Distribution Diversion Date" with the result that the Indicated Distribution will not be paid in respect of the NBC CapS II but, instead, the Filer will pay the net distributable funds of the Filer to the Bank as holder of the Special Trust Securities if: (i) the Bank has failed in the period described in the Prospectuses to declare regular dividends on the Bank preferred shares of any series; or (ii) if no Bank preferred shares are then outstanding, the Bank has failed in the period described in the Prospectuses to declare regular dividends on the Bank common shares. In all other cases, a Distribution Date will be a "Regular Distribution Date" (the "**Regular Distribution Date**"). The Bank preferred shares and common shares are hereinafter collectively referred to as the "Dividend Restricted Shares".

- (b) Under the Bank Share Exchange Agreements dated January 22, 2008 and June 30, 2008 entered into among the Bank, the Filer and a party acting as exchange trustee (the "**Bank Share Exchange Agreements**"), the Bank agreed, for the benefit of the holders of NBC CapS II, that in the event that the Filer fails on any Regular Distribution Date to pay the Indicated Distribution on the NBC CapS II in full, the Bank will not pay dividends on the Dividend Restricted Shares until a specified period of time has elapsed, unless the Filer first pays such Indicated Distribution (or the unpaid portion thereof) to holders of NBC CapS II (the "**Dividend Stopper Undertaking**"). Accordingly, it is in the interest of the Bank to ensure that the Filer complies with the obligation to pay the Indicated Distribution on each Regular Distribution Date.
 - (c) The NBC CapS II will be automatically exchanged, without the consent of the holder, for newly issued First Preferred Shares Series 19 or First Preferred Shares Series 23 of the Bank (the "**Bank Preferred Shares**") upon the occurrence of certain circumstances (an "**Automatic Exchange**").
 - (d) The Filer may, subject to the approval of the Superintendent, on June 30, 2013 or July 31, 2013, and on each Distribution Date thereafter, redeem the NBC CapS II – Series 1 or the NBC CapS – Series 2, as the case may be. The price payable in respect of any such redemption will include an early redemption compensation component (the "**Early Redemption Price**") in the event of a redemption prior to June 30, 2018 (in respect of NBC CapS II – Series 1) or June 30, 2020 (in respect of NBC CapS II – Series 2) (the "**Early Redemption Date**"). The price payable in all other cases will be \$1,000 per NBC CapS II together with any unpaid Indicated Distribution thereon (the "**Redemption Price**").
 - (e) Upon the occurrence of certain regulatory or tax events affecting the Bank or the Filer (a "**Special Event**"), in each case prior to the Early Redemption Date, the Filer may, subject to approval of the Superintendent, redeem all but not less than all of the NBC CapS II – Series 1 or NBC CapS II – Series II, as the case may be, at the Early Redemption Price.
 - (f) The Bank has covenanted that all of the outstanding Special Trust Securities will be held by it at all times. Except for the initial \$140 million of Special Trust Securities issued to the Bank in January 2008, all other Special Trust Securities held by the Bank are redeemable, in whole or in part, at any time or from time to time, at the option of the Bank, subject to Superintendent approval.
 - (g) As long as any NBC CapS II are outstanding and are held by any person other than the Bank, the Filer may only be terminated with the approval of the Bank as the sole holder of the Special Trust Securities and with the approval of the Superintendent: (i) upon the occurrence of a Special Event prior to July 31, 2013; or (ii) for any reason on July 31, 2013 or any Distribution Date thereafter. Holders of each series of outstanding Trust Securities will rank *pari passu* in the distribution of the property of the Filer in the event of a termination of the Filer after the discharge of any creditor claims. As long as any NBC CapS II are outstanding and held by any person other than the Bank, the Bank will not approve the termination of the Filer unless the Filer has sufficient funds to pay the Early Redemption Price in the case of a termination prior to the Early Redemption Date, or the Redemption Price in the case of a termination at any other time.
 - (h) The NBC CapS II are non-voting except in limited circumstances.
 - (i) Except to the extent that the Indicated Distribution is payable to holders of NBC CapS II, and other than in the event of a termination of the Filer, the NBC CapS II holders have no claim or entitlement to the income of the Filer or the assets held by the Filer.
16. Pursuant to the Administrative and Advisory Agreement, the Trustee has delegated to the Bank certain of its obligations in relation to the administration of the Filer. The Bank, as advisor and Administrative Agent, provides advice and counsel with respect to the management of the Trust Assets and administers the day-to-day operations of the Filer and provides other advice or counsel as may be requested by the Trustee from time to time.

17. The Filer intends, upon providing notice, no later than May 31, 2018, to the holders of the NBC CapS II – Series 1, to redeem on June 30, 2018 all the \$400 million outstanding NBC CapS II– Series 1 (the “**Redemption of Series 1**”) at the Redemption Price in accordance with their terms.
18. The Filer intends to redeem the NBC CapS II– Series 1 as these instruments no longer qualify as additional Tier 1 capital instruments, are being phased-out and excluded from the Bank’s additional Tier 1 and total capital.
19. In connection with the Redemption of Series 1, and to allow the Filer to have sufficient funds to proceed with the Redemption of Series 1, the Filer is proposing to sell Trust Assets to the Bank at fair market value for an aggregate amount equivalent to the Redemption Price plus any related expenses of the Filer (the “**Redemption of Series 1 Sale of Trust Assets**”).
20. The Bank and the Filer undertook to the Superintendent that the book value of the net assets of the Filer, less (i) undistributed income of the Filer and (ii) contributed surplus (if any) arising from the difference in the book values and tax values of assets acquired by the Filer, will not at any time exceed the aggregate issue price of all series of NBC CapS II issued by the Filer (namely \$750 million) by more than 200% without the Superintendent’s approval (the “**Ratio**”). The Ratio is currently at approximately 180%.
21. In order to maintain the Ratio at 180%, the Bank also intends to require the Filer to redeem, concurrently with the Redemption of Series 1, subject to Superintendent approval, approximately \$720 million of Special Trust Securities held by the Bank in accordance with the terms of such securities (the “**Redemption of Special Trust Securities**”), and the Filer is proposing to sell Trust Assets to the Bank at fair market value for an aggregate amount equivalent to approximately \$720 million to proceed with such redemption (the “**Special Trust Securities Redemption Sale of Trust Assets**”).
22. If following the Redemption of Series 1 and Redemption of Special Trust Securities, the Ratio were to increase above 200%, the Filer may be required from time to time to sell additional Trust Assets to the Bank if required by the Superintendent to satisfy the 200% Ratio limitation (together with the Redemption of Series 1 Sale of Trust Assets and Special Trust Securities Redemption Sale of Trust Assets, the “**Sale of Trust Assets**”).
23. The Bank is a related party of the Filer under Regulation 61-101 as the sole holder of voting Special Trust Securities and as Administrative Agent of the Filer under the Administration and Advisory Agreement.
24. The Sale of Trust Assets by the Filer to the Bank would constitute a related party transaction under Regulation 61-101, which may be greater than 25% of the market capitalization of the Filer.
25. Pursuant to subsection 5.5(b) of Regulation 61-101, the Filer is exempt from the formal valuation requirement for the Sale of Trust Assets under subsection 5.4(1) of Regulation 61-101 since none of the Filer’s securities are listed on specified markets.
26. Absent exemptive relief, the Filer will be required to obtain minority approval for the Sale of Trust Assets from holders of NBC CapS II since even if they have all of the attributes of preferred shares, the NBC CapS II may constitute “equity securities” within the meaning of Regulation 61-101 because they are entitled to a residual right to participate in the assets of the Filer upon its termination.
27. The only purpose of the Sale of Trust Assets is to raise sufficient funds to allow the Filer to proceed with the Redemption of Series 1 and Redemption of Special Trust Securities in accordance with the terms of such securities and to allow the Filer to comply with the Ratio.
28. The holders of NBC CapS II – Series 1 will have their shares redeemed in accordance with their terms on June 30, 2018, following the Sale of Trust Assets. Such holders will receive the same consideration for their securities regardless of whether the Trust Assets are sold to the Bank or a third party.
29. The payment of the Indicated Distribution on the NBC CapS II – Series 2 will be entirely dependent on the income stream generated by the Trust Assets held by the Filer. It is in the Bank’s interest to ensure that, on any Regular Distribution Date, holders of NBC CapS II – Series 2 receive the Indicated Distribution since, if the Filer fails to pay the Indicated Distribution on such date, the Dividend Stopper Undertaking will preclude the Bank from paying dividends on the Dividend Restricted Shares for a specified period of time. Accordingly, the Bank would have an incentive to provide support to the Filer if the Filer is unable to pay the Indicated Distribution since such a failure would have a significant adverse effect on the price of the Dividend Restricted Shares as well as the Bank’s ability to raise capital.
30. The Redemption of Series 1 and Redemption of Special Trust Securities will only be exercised with the approval of the Superintendent. The Superintendent granted its approval on May 18, 2018.

Decisions, Orders and Rulings

31. Given that the Bank has an incentive to provide support to the Filer in the event that the Filer is unable to pay the Indicated Distribution, that the Superintendent authorized the Redemption of Series 1 and Redemption of Special Trust Securities and taking into account the terms of the NBC CapS II – Series 2, the rights and economic interests of the holders of NBC CapS II – Series 2 are protected.
32. The policy objectives of Regulation 61-101 are not served by imposing the vote of minority NBC CapS II holders in the context of the Sale of Trust Assets.

Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemption Sought is granted.

“Lucy J. Roy”
Directrice principale du financement des sociétés
Autorité des marchés financiers

2.1.3 J.P. Morgan Securities PLC

Headnote

U.K. regulated firm exempted from dealer registration under paragraph 25(1) of the Act for provision of prime brokerage services – relief limited to trades in Canadian securities for institutional permitted clients – relief is subject to sunset clause.

Applicable Legislative Provisions

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 25(1), 74(1).

Instruments Cited

Multilateral Instrument 11-102 Passport System, s. 4.7.

National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, s. 8.5, 8.18, 8.21.

National Instrument 81-102 Investment Funds.

May 15, 2018

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)**

AND

**IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS**

AND

**IN THE MATTER OF
J.P. MORGAN SECURITIES PLC
(the Filer)**

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer (the **Application**) for a decision under the securities legislation of the Jurisdiction (the **Legislation**) exempting the Filer from dealer registration under section 25(1) of the *Securities Act* (Ontario) (the **Act**) in respect of the provision to Institutional Permitted Clients (as defined below) of Prime Services (as defined below) relating to securities of Canadian issuers (the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- (a) the Ontario Securities Commission (OSC) is the principal regulator for this Application, and
- (b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in each of the other provinces and territories of Canada in which the Filer relies on the exemption found in section 8.18 [*International dealer*] of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**) other than the province of Alberta (the **Passport Jurisdictions** and together with the Jurisdiction, the **Jurisdictions**).

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

For the purposes of this decision, the following term has the following meaning:

“Institutional Permitted Client” shall mean a “permitted client” as defined in section 1.1 of NI 31-103, except for: (a) an individual, (b) a person or company acting on behalf of a managed account of an individual, (c) a person or company referred to in paragraph (p) of that definition unless that person or company qualifies as an Institutional Permitted Client under another paragraph of that definition, or (d) a person or company referred to in paragraph (q) of that definition unless that person or company has net assets of at least \$100 million as shown on its most recently prepared financial statements or qualifies as an Institutional Permitted Client under another paragraph of that definition.

Representations

This decision is based on the following facts represented by the Filer:

1. The Filer is a public limited company registered in England and Wales having its registered office at 25 Bank Street, Canary Wharf, London, E14 5JP, United Kingdom (**U.K.**). The Filer is a wholly-owned subsidiary of JPMorgan Chase Bank, N.A., a U.S. national banking association, and an indirect wholly owned subsidiary of JPMorgan Chase & Co. (**JPMChase**).
2. The Filer is authorized by the Prudential Regulation Authority in the United Kingdom (**PRA**) under the U.K. *Financial Services and Markets Act 2000* (as amended, including those amendments introduced by the *Financial Services Act 2012*) (the **FSMA**) to carry on a range of regulated activities within the U.K. and is subject to “dual regulation” by the Financial Conduct Authority in the United Kingdom (**FCA**) and the PRA. The Filer is currently licensed in the U.K. to deal with eligible counterparties, professional clients and retail clients with respect to its permitted activities. The Filer is currently authorized to carry on certain regulated activities in the U.K. in relation to certain specified investments, including the following: (a) dealing in investments as principal; (b) arranging (bringing about) deals in investments and making arrangements with a view to transactions in investments; and (c) safeguarding and administering investments. As is the case with all firms authorized in the U.K., the Filer’s current U.K. regulatory status remains subject to variation and the possible imposition of regulatory limitations or requirements and is described as at the date of the Application.
3. The Filer has “passported” its U.K. registration into the European Economic Area (**EEA**) Member States. In relation to the Filer’s provision of prime services, the Filer utilizes its EEA passport to the extent that it may provide prime services in other EEA Member States, and currently provides such prime services out of its head office in London.
4. The Filer is a member of major international securities and commodity futures exchanges and clearing houses, including but not limited to the London Stock Exchange, the London Metal Exchange, the Eurex Exchange, ICE Futures Europe, LCH.Clearnet S.A., LCH Clearnet Ltd. and ICE Clear Europe.
5. **“Prime Services”** provided by the Filer principally consists of the following: (a) settlement, clearing and custody of trades; (b) financing of long inventory; (c) securities borrowing and/or lending pursuant to a securities lending agreement or delivering securities on behalf of a client pursuant to a margin agreement, in each case, to facilitate client short sales; and (d) reporting of positions, margin and other balances and activity. For greater clarity, Prime Services do not include execution of trades in securities.
6. The Filer wishes to provide Prime Services in the Jurisdictions to Institutional Permitted Clients (the **Prime Services Clients**).
7. In the case of a Prime Services Client that is an investment fund subject to Part 6 of National Instrument 81-102 *Investment Funds* (**NI 81-102**), the custodianship requirements in Part 6 of NI 81-102 would only permit the Filer to provide the Prime Services to the investment fund as a sub-custodian of the investment fund in respect of portfolio assets held outside Canada, and the Filer would provide Prime Services to an investment fund in compliance with the securities law applicable to the investment fund, including Part 6 of NI 81-102 and the custody requirements set out in NI 31-103.
8. Prime Services Clients seek Prime Services from the Filer to enable the separation of the execution of a trade from the clearing, settlement, custody and financing of a trade. This allows the Prime Services Client to use many executing brokers, without maintaining an active, ongoing custody account with each executing broker. It also allows the Prime Services Client to consolidate settlement, clearing, custody and financing of securities in an account with the Filer.
9. The Filer’s Prime Services Clients directly select their executing brokers. The Filer does not require their Prime Services Clients to use specific executing brokers through which Prime Services Clients must execute trades. Prime Services Clients send trade orders to the executing broker who carries out the trade. The executing broker will be an appropriately registered dealer or a person or company relying on an exemption from dealer registration that permits such executing broker to execute the trade for Prime Services Clients.

10. The Filer provides the Prime Services after the execution of the trade, but any commitment to provide financing or to lend or borrow securities in relation to a trade may be made prior to the execution of the trade. The executing broker will communicate the trade details to a Prime Services Client and the Filer or the Filer's clearing agent, as applicable. A Prime Services Client will also communicate the trade details to the Filer. For trades executed on a Canadian marketplace, the Filer will typically need to clear and settle the trades through a participant of the Canadian depository, clearing and settlement hub, CDS Clearing and Depository Services Inc.
11. The Filer exchanges money or securities and holds the money or securities in an account for each Prime Services Client. If the Filer is clearing and settling the trade through a clearing agent, the Filer's clearing agent exchanges money or securities and holds the money or securities in an omnibus account for the Filer, which in turn maintains a record of the position held for the Prime Services Client on its books and records.
12. On or following settlement, the Filer provides the other Prime Services as set out in paragraph 5.
13. The Filer enters into written agreements with all of its Prime Services Clients for the provision of Prime Services.
14. On September 2, 2011, in CSA Staff Notice 31-327 *Broker-Dealer Registration in the Exempt Market Dealer Category, the Canadian Securities Administrators (CSA)* stated that they had concerns with firms applying for registration in and with firms registered in the category of exempt market dealer (**EMD**) who were carrying on brokerage activities, including trading listed securities. In light of these regulatory concerns, firms applying for registration were instead registered in the restricted dealer category with terms and conditions. The interim restricted dealer registrations were time limited and were intended to allow applicants to engage in limited activities while the CSA reviewed the activities of firms registered in the category of EMD and restricted dealer.
15. On February 7, 2013, in CSA Staff Notice 31-333 *Follow-up to Broker-Dealer Registration in the Exempt Market Dealer Category*, the CSA stated that they would be publishing amendments to NI 31-103 that would prohibit exempt market dealers from trading in a security if the security is listed, quoted or traded on a marketplace and if the trade in the security does not require reliance on a further exemption from the prospectus requirement (the **Rule Amendments**). The CSA stated that restricted dealers conducting brokerage activities in accordance with the terms and conditions of their registration would have their registration and any related exemptive relief extended to the date the Rule Amendments came into effect.
16. The Rule Amendments came into effect on July 11, 2015. Since the implementation of the Rule Amendments, only investment dealers that are dealer members of the Investment Industry Regulatory Organization of Canada (**IIROC**) or firms relying on an applicable exemption from the dealer registration requirement are permitted to engage in trading in a security if the security is listed, quoted or traded on a marketplace and if the trade in the security does not require reliance on a further exemption from the prospectus requirement in the Jurisdictions.
17. The Filer is relying on the "international dealer exemption" under section 8.18 [*International dealer*] of NI 31-103 in Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland and Labrador, Nova Scotia, Ontario, Prince Edward Island, Québec and Saskatchewan.
18. The Filer is not registered under NI 31-103, is in the business of trading in securities, and in the absence of the Exemption Sought, would not be able to provide the full range of Prime Services in the Jurisdictions in respect of securities of Canadian issuers without registration, except as permitted under section 8.5 [*Trades through or to a registered dealer*], under the exemptions found in paragraphs (a), (b) and (f) of subsection 8.18(2) [*International dealer*], and under section 8.21 [*Specified debt*] of NI 31-103.
19. The Filer is subject to regulatory capital requirements under the European Union Capital Requirements Directive and Regulation and PRA capital rules, which implement Basel III (**UK Capital Requirements**).
20. The UK Capital Requirements require that the Filer account for any guarantee of a debt of a third party through the credit risk element of its capital calculations. Broadly, the exposure value of a guarantee of a debt of a third party will be its accounting value remaining after certain adjustments are made as set out in the UK Capital Requirements. Where a guarantee is an off-balance sheet item, the UK Capital Requirements also specify how the exposure value of that guarantee is to be calculated.
21. The UK Capital Requirements are designed to provide protections that are substantially similar to the protections provided by the capital formula requirements and specifically risk adjusted capital to which dealer members of IIROC are subject. If the Filer's net capital declines below the minimum amount required, the Filer is required to notify the PRA under Rule 2.4 of the PRA's "General Notification Requirements" Rulebook chapter. The Filer's capital ratios exceed the minimum standards imposed by the UK Capital Requirements.

22. The Filer is required to prepare and submit capital solvency, leverage and large exposures data to the PRA on a quarterly basis. The disclosures are made in compliance with the Common Reporting (**COREP**) framework and are ultimately remitted to the European Banking Authority. The COREP framework provides a more comprehensive description of the business activities of the Filer, and more accurately reflects those activities including client lending activity, than would be provided by Form 31-103F1 *Calculation of Excess Working Capital (Form 31-103F1)*. The COREP reports cover the capital requirements and own funds reporting of a credit institution including, amongst other elements, capital adequacy, leverage, liquidity coverage, large exposures, stable funding and asset encumbrance. In contrast, the Form 31-103F1 is a calculation of excess working capital, which is a computation based primarily on the current assets and current liabilities on the books and records of the dealer. The Filer is up-to-date in its submissions of COREP reporting.
23. When carrying out the financing activities set out in the definition of Prime Services in paragraph 5, above, the Filer is subject to regulations of both the PRA and the FCA. These regulations are designed to provide protections that are substantially similar to the protections provided by the requirements regarding the lending of money, extension of credit and provision of margin to clients to which dealer members of IIROC are subject.
24. The Filer holds customer assets in accordance with the FCA's Client Assets Sourcebook (**CASS Rules**). CASS Rules require the Filer to segregate and keep segregated all custody assets of its clients from its proprietary assets. The requirement to maintain segregated securities is designed to ensure that the Filer has sufficient assets to cover all net equity claims of its customers and provide protections that are substantially similar to the protections provided by the requirements applicable to dealer members of IIROC. The Filer is in material compliance with the possession and control requirements of the CASS Rules.
25. The deposit insurance organization in the U.K. is the Financial Services Compensation Scheme, and the existing compensation limit on deposits is £85,000 per person per firm and on investments is £50,000 per person per firm, in both cases available to eligible claimants.
26. The Filer is in compliance in all material respects with U.K. securities laws. The Filer is not in default of securities legislation in any jurisdiction in Canada.
27. The Filer submits that the Exemption Sought would not be prejudicial to the public interest because:
 - (a) the Filer is a regulated firm under the securities legislation of the U.K. and is subject to the requirements listed in paragraphs 19 to 25,
 - (b) the availability of and access to Prime Services is important to Canadian institutional investors who are active participants in the international marketplace,
 - (c) the Filer will provide Prime Services in the Jurisdictions only to Institutional Permitted Clients, and
 - (d) the OSC has entered into a memorandum of understanding with the FCA regarding mutual assistance in the supervision and oversight of regulated entities that operate on a cross-border basis in the U.K. and Canada.
28. At the request of the Alberta Securities Commission, the Filer will not rely on subsection 4.7(1) of MI 11-102 to passport this decision into Alberta.
29. The Filer is a "market participant" as defined under subsection 1(1) of the Act. As a market participant, among other requirements, the Filer is required to comply with the record keeping and provision of information provisions under section 19 of the Act, which include the requirement to keep such books, records and other documents as are necessary for the proper recording of business transactions and financial affairs and the transactions executed on behalf of others, and to deliver such records to the OSC if required.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted so long as the Filer:

- (a) has its head office or principal place of business in the U.K.;
- (b) is authorised by the PRA and regulated by the PRA and the FCA in the U.K. and permitted to deal with eligible counterparties, professional and retail clients with respect to its permitted activities;

- (c) engages in the business of clearing securities and exchange-traded derivatives in the U.K. and, as permitted by the passport regime set out in the second Markets in Financial Instruments Directive (and any other successor legislation) in the EEA;
- (d) is subject to requirements over regulatory capital, lending of money, extension of credit and provision of margin, financial reporting to the PRA and/or the FCA, and segregation and custody of assets which provide protections that are substantially similar to the protections provided by the rules to which dealer members of IROC are subject;
- (e) limits its provision of Prime Services in the Jurisdictions in respect of securities of Canadian issuers to Institutional Permitted Clients;
- (f) does not execute trades in securities of Canadian issuers with or for Prime Services Clients, except as permitted under applicable Canadian securities laws;
- (g) does not require its Prime Services Clients to use specific executing brokers through which Prime Services Clients must execute trades;
- (h) notifies the Commission of any regulatory action initiated after the date of this ruling in respect of the Filer, or any predecessors or specified affiliates of the Filer, by completing and filing with the Commission Appendix "B" hereto within ten days of the commencement of such action; provided that the Filer may also satisfy this condition by filing with the Commission within ten days of the date of this Decision a notice making reference to and incorporating by reference the disclosure made relating to the Filer pursuant to U.S. federal securities laws, and any updates to such disclosure that may be made from time to time, and by providing a copy, in a manner reasonably acceptable to the Director, of any Form BD "Regulatory Action Disclosure Reporting Page" relating to the Filer;
- (i) submits audited financial statements to the OSC on an annual basis, within 90 days of the Filer's financial year end;
- (j) submits to the OSC immediately a copy of any notice filed with the PRA in relation to the Filer's capital ratios having breached the minimum standards imposed by the U.K. Capital Requirements;
- (k) complies with the filing and fee payment requirements applicable to a registrant under OSC Rule 13-502 Fees;
- (l) files in an electronic and searchable format with the OSC such reports as to any or all of its trading activities in Canada as the OSC may, upon notice, require from time to time; and
- (m) pays the increased compliance and case assessment costs of the principal regulator due to the Filer's location outside Ontario, including, as required, the reasonable cost of hiring a third party to perform a compliance review on behalf of the principal regulator.

This decision shall expire five years after the date hereof.

This decision may be amended by the OSC from time to time upon prior written notice to the Filer.

"Grant Vingoe"
Vice-Chair
Ontario Securities Commission

"Tim Moseley"
Vice-Chair
Ontario Securities Commission

APPENDIX "A"

NOTICE OF REGULATORY ACTION

1. Has the firm, or any predecessors or specified affiliates¹ of the firm entered into a settlement agreement with any financial services regulator, securities or derivatives exchange, SRO or similar agreement with any financial services regulator, securities or derivatives exchange, SRO or similar organization?

Yes _____ No _____

If yes, provide the following information for each settlement agreement:

Name of entity
Regulator/organization
Date of settlement (yyyy/mm/dd)
Details of settlement
Jurisdiction

2. Has any financial services regulator, securities or derivatives exchange, SRO or similar organization:

	Yes	No
a) Determined that the firm, or any predecessors or specified affiliates of the firm violated any securities regulations or any rules of a securities or derivatives exchange, SRO or similar organization?	___	___
(b) Determined that the firm, or any predecessors or specified affiliates of the firm made a false statement or omission?	___	___
(c) Issued a warning or requested an undertaking by the firm, or any predecessors or specified affiliates of the firm?	___	___
(d) Suspended or terminated any registration, licensing or membership of the firm, or any predecessors or specified affiliates of the firm?	___	___
(e) Imposed terms or conditions on any registration or membership of the firm, or predecessors or specified affiliates of the firm?	___	___
(f) Conducted a proceeding or investigation involving the firm, or any predecessors or specified affiliates of the firm?	___	___
(g) Issued an order (other than an exemption order) or a sanction to the firm, or any predecessors or specified affiliates of the firm for securities or derivatives-related activity (e.g. cease trade order)?	___	___

If yes, provide the following information for each action:

Name of entity	
Type of action	
Regulator/organization	
Date of action (yyyy/mm/dd)	Reason for action
Jurisdiction	

¹ In this Appendix, the term "specified affiliate" has the meaning ascribed to that term in Form 33-109F6 to National Instrument 33-109 *Registration Information*.

Decisions, Orders and Rulings

3. Is the firm aware of any ongoing investigation of which the firm or any of its specified affiliates is the subject?

Yes ____ No ____

If yes, provide the following information for each investigation:

Name of entity
Reason or purpose of investigation
Regulator/organization
Date investigation commenced (yyyy/mm/dd)
Jurisdiction

Name of firm:
Name of firm's authorized signing officer or partner
Title of firm's authorized signing officer or partner
Signature
Date (yyyy/mm/dd)

Witness

The witness must be a lawyer, notary public or commissioner of oaths.

Name of witness
Title of witness
Signature
Date (yyyy/mm/dd)

This form is to be submitted through the Ontario Securities Commission's Electronic Filing Portal:

<https://www.osc.gov.on.ca/filings>

2.1.4 MYM Nutraceuticals Inc.

Headnote

Multilateral Instrument 11-102 Passport System and National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – relief granted from section 3.3 of NI 55-104 and subsection 107(2) of the Securities Act (Ontario) – insider reporting obligations – An issuer wants relief from the requirement to file insider reports for its insiders – The insider does not make a discrete investment decision for the disposition; participating insiders do not control or influence the timing of the dispositions of the underlying shares under the automatic plan; dispositions of the underlying shares occur automatically at pre-determined regular intervals; the disposition is not a specified disposition of securities.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 107(2).

National Instrument 55-104 Insider Reporting Requirements and Exemptions, s. 3.3.

May 2, 2018

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA AND ONTARIO
(the Jurisdictions)**

AND

**IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS**

AND

**IN THE MATTER OF
MYM NUTRACEUTICALS INC.
(the Filer)**

DECISION

Background

1 The securities regulatory authority or regulator in each of the Jurisdictions (the Decision Maker) has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation) that certain “reporting insiders” (the Insiders), as defined in National Instrument 55-104 *Insider Reporting Requirements and Exemptions* (NI 55-104), be exempt from the requirements in section 3.3 of NI 55-104 and subsection 107(2) of the *Securities Act* (Ontario) (Ontario Act) to file an insider report within five days following the disposition of securities of the Filer under an automatic share disposition plan (ASDP), subject to certain conditions (the Exemption Sought).

Under the Process of Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

- (a) the British Columbia Securities Commission is the principal regulator for this application;
- (b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in Alberta; and,
- (c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

2 Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

- 3 This decision is based on the following facts represented by the Filer:
1. the Filer is a corporation incorporated in British Columbia and is a reporting issuer in British Columbia, Alberta and Ontario;
 2. the Filer is not in default of the securities legislation in any of the jurisdictions in which it is reporting;
 3. the Filer's head office is located at Suite 1500 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2;
 4. the authorized share capital of the Filer consists of an unlimited number of common shares without par value and an unlimited number of preferred shares; as of April 23, 2018, there were 108,886,801 common shares (Common Shares) outstanding and no preferred shares outstanding; the Common Shares are listed for trading on the Canadian Stock Exchange;
 5. the Filer has adopted a policy (the Policy) which outlines, among other things, the terms upon which the Insiders may establish an ASDP (through enrollment under the Policy and an automatic securities disposition administration agreement (the Administration Agreement) which the Filer is a party to) for selling Common Shares; the Policy is designed to facilitate sales of Common Shares by the Insiders; without automatic disposition processes, the Insiders have limited opportunities to dispose of Common Shares due to insider trading restrictions under applicable securities laws and the Filer's insider trading policy restrictions;
 6. the parameters of an ASDP are set out in the Policy, which outlines the restrictions on sales of Common Shares; the Policy also outlines the mechanics of transfer and sale of Common Shares by a Filer-selected independent third-party broker administrator (the Administrator) which is arm's length from the Filer and the Insiders; neither the Filer nor any of its directors, officers or employees may disclose any material undisclosed information to the Administrator; the Administrator does not otherwise act for the Insider and does not communicate with any other broker involved in a disposition of securities of the Filer for the Insider outside of the ASDP; and no Insider participating in an ASDP may disclose to the Administrator any information that is intended to or could influence the timing of the sale of Common Shares;
 7. an ASDP is an automatic plan and the Insiders cannot make investment decisions through the ASDP; the ASDP under the Policy has been structured to comply with applicable securities legislation and guidance, including section 57.4(3) of the *Securities Act* (British Columbia) (BC Act), section 175(2)(b) of Regulation 1015 under the Ontario Act, Ontario Commission Staff Notice 55-701 *Automatic Securities Disposition Plans and Automatic Securities Purchase Plans* (OSC Notice 55-701) and paragraph 147(7)(c) of the *Securities Act* (Alberta) (Alberta Act), and accordingly, with the intent that sales under such ASDPs will be exempt from section 76(1) of the Ontario Act and from liability under section 134 of the Ontario Act, from section 57.2 of the BC Act and from liability under section 136 of the BC Act, and from section 147(3) of the Alberta Act and from liability under section 194(4) of the Alberta Act; any material change in the terms of any securities of the Filer deposited into an ASDP under the Policy will be disclosed or reported in accordance with applicable securities laws;
 8. Insiders are required to complete an enrollment form (Enrollment Form) to participate in an ASDP, including making representations that they are not in possession of material undisclosed information about the Filer and that they are not entering the ASDP as part of a plan to evade the prohibitions against trading with material undisclosed information contained in applicable Canadian securities law;
 9. the Insider must complete an Enrollment Form agreed to and acknowledged by the Filer and the Administrator specifying the number of Common Shares that are subject to the ASDP during the period (the Intention Period); the Insider must set a minimum price below which the Administrator will not sell the Common Shares; the Insider must also specify in the Enrollment Form the period when the Common Shares are to be sold and a maximum monthly limit on the number of Common Shares that may be sold under the ASDP;
 10. the Administrator will, during the Intention Period and in accordance with the instructions provided in the Enrollment Form, but without any further input or instructions from the Insider or the Filer, attempt to sell the Insider's Common Shares;
 11. the Filer will issue a news release disclosing certain terms of the Insiders' enrollment under the ASDP in accordance with the terms and conditions of the Policy; the Intention Period for the disposition of Common Shares will commence on the date which is 30 days after such news release;

12. the ASDP is an automatic plan and once an Enrollment Form has been approved by the Filer, the Administrator has acknowledged the instructions, the Administrator's Agreement has been completed and the public has been notified by news release, the Insider is prohibited from making another discrete investment decision with respect to the automatic plan during the Intention Period, unless the Insider terminates the Enrollment Form in accordance with the terms of the Policy;
13. if the Filer is not in a blackout period and the Insider is not in possession of any undisclosed material information, the Insider may elect to terminate the ASDP by completing a voluntary termination form, which termination must be approved by the Filer; under such circumstances the termination will become effective and sales by the Administrator under an ADSP will cease on the date that is 30 days after the Administrator receives written notice of the election to terminate; subsequent enrollment in a new ASDP or re-enrollment in the existing ASDP cannot have an Intention Period starting less than sixty calendar days after such original notice to the Administrator of termination; other than terminating the ASDP and enrolling in a new ASDP under these requirements, the Insider has no ability to amend the trading instructions or trading parameters under an ASDP or to vary or suspend the ASDP;
14. the Policy requires that the ASDP contain meaningful restrictions on the ability of the Insider to enroll, terminate or modify participation in the ASDP as recommended by OSC Notice 55-701 and any participant's ASDP accepted by the Filer and approved under the Policy will contain such meaningful restrictions; and
15. any transactions not completed by the Administrator during the Intention Period cannot be processed after the Intention Period.

Decision

- 4 Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemption Sought is granted provided that each Insider shall file a report, in the form prescribed for insider reports under the Legislation, disclosing on a transaction-by-transaction basis or "in acceptable summary form" (as such term is defined in NI 55-104) all dispositions of Common Shares under the ASDP that have not been previously disclosed by or on behalf of the Insider during a calendar year, on or before March 31 of the next calendar year.

"John Hinze"
Director, Corporate Finance
British Columbia Securities Commission

2.1.5 Enbridge Gas Distribution Inc. et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – National Instrument 52-107 Acceptable Accounting Principles and Auditing Standards (NI 52-107), s. 5.1 – the Filers request relief from the requirements under section 3.2 of NI 52-107 that financial statements be prepared in accordance with Canadian GAAP applicable to publicly accountable enterprises to permit the Filers to prepare financial statements in accordance with U.S. GAAP.

Applicable Legislative Provisions

National Instrument 52-107 Acceptable Accounting Principles and Auditing Standards, ss. 3.2, 5.1.

Citation: *Re Enbridge Gas Distribution Inc.*, 2018 ABASC 81

May 25, 2018

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA AND ONTARIO
(the Jurisdictions)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
ENBRIDGE GAS DISTRIBUTION INC.,
ENBRIDGE PIPELINES INC. AND
ENBRIDGE INCOME FUND
(the Filers)

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (each a **Decision Maker**) has received an application from the Filers for a decision under the securities legislation (the **Legislation**) of the Jurisdictions exempting the Filers (the **Exemption Sought**) from the requirements under section 3.2 of National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards (NI 52-107)* that financial statements (a) be prepared in accordance with Canadian GAAP applicable to publicly accountable enterprises and (b) disclose an unreserved statement of compliance with IFRS in the case of annual financial statements and an unreserved statement of compliance with IAS 34 in the case of an interim financial report.

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

- (a) the Alberta Securities Commission is the principal regulator for this application;
- (b) the Filers have provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System (MI 11-102)* is intended to be relied upon in British Columbia, Saskatchewan, Manitoba, Québec, Nova Scotia, New Brunswick, Prince Edward Island and Newfoundland and Labrador (**Passport Jurisdictions**); and
- (c) this decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

In this decision:

- (a) unless otherwise defined herein, terms defined in National Instrument 14-101 *Definitions*, MI 11-102 or NI 52-107 have the same meaning; and
- (b) “activities subject to rate regulation” has the meaning ascribed in the Handbook.

Representations

This decision is based on the following facts represented by the Filers:

1. Enbridge Inc. (**EI**) and Enbridge Pipelines Inc. are continued under the *Canada Business Corporations Act* and each of their head offices is located in Calgary, Alberta.
2. Enbridge Gas Distribution Inc. is governed by the *Business Corporations Act* (Ontario) and its head office is located in Toronto, Ontario.
3. Enbridge Income Fund is an unincorporated open-ended trust established under the laws of Alberta and its head office is located in Calgary, Alberta.
4. Each of the Filers is a reporting issuer in the Jurisdictions and each of the Passport Jurisdictions and is not in default of securities legislation in any jurisdiction in Canada.
5. Each of the Filers has “activities subject to rate regulation”.
6. Each of the Filers are indirect subsidiaries of EI.
7. The financial statements of each of the Filers are consolidated into the financial statements of EI.
8. EI is an SEC issuer and relies on section 3.7 of NI 52-107 to file its financial statements prepared in accordance with U.S. GAAP.
9. The Filers are not SEC issuers and, therefore, cannot rely on that provision.
10. By order cited as *Re Enbridge Gas Distribution Inc.*, 2013 ABASC 567, each of the Filers have been granted relief substantially similar to the Exemption Sought (the **Existing Relief**).
11. The Existing Relief will expire not later than January 1, 2019.
12. The International Accounting Standards Board (**IASB**) continues to work on a project focusing on accounting specific to activities subject to rate regulation. It is not yet known when this project will be completed or whether IFRS will include a specific standard that is mandatory for entities with activities subject to rate regulation.

Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that:

- (a) the Existing Relief is revoked;
- (b) the Exemption Sought is granted to each Filer in respect of each Filer’s financial statements required to be filed on or after the date of this decision, provided that the Filer prepares those financial statements in accordance with U.S. GAAP; and
- (c) the Exemption Sought will terminate in respect of each Filer on the earliest of the following:
 - (i) January 1, 2024;

- (ii) if the Filer ceases to have activities subject to rate regulation, the first day of the Filer's financial year that commences after the Filer ceases to have activities subject to rate regulation; and
- (iii) the effective date prescribed by the IASB for the mandatory application of a standard within IFRS specific to entities with activities subject to rate regulation.

For the Commission:

"Tom Cotter"
Vice-Chair

"Kari Horn"
Vice-Chair

2.1.6 Westcoast Energy Inc. and Union Gas Limited

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – National Instrument 52-107 Acceptable Accounting Principles and Auditing Standards (NI 52-107), s. 5.1 – the Filers request relief from the requirements under section 3.2 of NI 52-107 that financial statements be prepared in accordance with Canadian GAAP applicable to publicly accountable enterprises to permit the Filers to prepare financial statements in accordance with U.S. GAAP.

Applicable Legislative Provisions

National Instrument 52-107 Acceptable Accounting Principles and Auditing Standards, ss. 3.2, 5.1.

Citation: *Re Westcoast Energy Inc.*, 2018 ABASC 82

May 25, 2018

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA AND ONTARIO
(the Jurisdictions)**

AND

**IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS**

AND

**IN THE MATTER OF
WESTCOAST ENERGY INC. AND
UNION GAS LIMITED
(the Filers)**

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (each a **Decision Maker**) has received an application from the Filers for a decision under the securities legislation (the **Legislation**) of the Jurisdictions exempting the Filers (the **Exemption Sought**) from the requirements under section 3.2 of National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards (NI 52-107)* that financial statements (a) be prepared in accordance with Canadian GAAP applicable to publicly accountable enterprises and (b) disclose an unreserved statement of compliance with IFRS in the case of annual financial statements and an unreserved statement of compliance with IAS 34 in the case of an interim financial report.

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

- (a) the Alberta Securities Commission is the principal regulator for this application;
- (b) the Filers have provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System (MI 11-102)* is intended to be relied upon in British Columbia, Saskatchewan, Manitoba, Québec, Nova Scotia, New Brunswick, Prince Edward Island and Newfoundland and Labrador (**Passport Jurisdictions**); and
- (c) this decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

In this decision:

- (a) unless otherwise defined herein, terms defined in National Instrument 14-101 *Definitions*, MI 11-102 or NI 52-107 have the same meaning; and
- (b) “activities subject to rate regulation” has the meaning ascribed in the Handbook.

Representations

This decision is based on the following facts represented by the Filers:

1. Enbridge Inc. (EI) is continued under the *Canada Business Corporations Act* and its head office is located in Calgary, Alberta.
2. Westcoast Energy Inc. is a corporation existing under the *Canada Business Corporations Act* and its head office is located in Calgary, Alberta.
3. Union Gas Limited is a corporation existing under the *Business Corporations Act* (Ontario) and its head office is located in Chatham, Ontario.
4. Each of the Filers is a reporting issuer in the Jurisdictions and each of the Passport Jurisdictions and is not in default of securities legislation in any jurisdiction in Canada.
5. Each of the Filers has “activities subject to rate regulation”.
6. Each of the Filers are indirect subsidiaries of EI.
7. The financial statements of each of the Filers are consolidated into the financial statements of EI.
8. EI is an SEC issuer and relies on section 3.7 of NI 52-107 to file its financial statements prepared in accordance with U.S. GAAP.
9. The Filers are not SEC issuers and, therefore, cannot rely on that provision.
10. By order cited as *In the Matter of Westcoast Energy Inc. and Union Gas Limited*, 2014 BCSECCOM 54, each of the Filers have been granted relief substantially similar to the Exemption Sought (the **Existing Relief**).
11. The Existing Relief will expire not later than January 1, 2019.
12. The International Accounting Standards Board (IASB) continues to work on a project focusing on accounting specific to activities subject to rate regulation. It is not yet known when this project will be completed or whether IFRS will include a specific standard that is mandatory for entities with activities subject to rate regulation.

Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that:

- (a) the Exemption Sought is granted effective January 1, 2019;
- (b) the Exemption Sought is granted to each Filer in respect of each Filer’s financial statements required to be filed on or after the date of this decision, provided that the Filer prepares those financial statements in accordance with U.S. GAAP; and
- (c) the Exemption Sought will terminate in respect of each Filer on the earliest of the following:
 - (i) January 1, 2024;
 - (ii) if the Filer ceases to have activities subject to rate regulation, the first day of the Filer’s financial year that commences after the Filer ceases to have activities subject to rate regulation; and
 - (iii) the effective date prescribed by the IASB for the mandatory application of a standard within IFRS specific to entities with activities subject to rate regulation.

For the Commission:

“Tom Cotter”
Vice-Chair

“Kari Horn”
Vice-Chair

2.2 Orders

2.2.1 Omega Securities Inc. – s. 127(7)

File No.: 2017-64

**IN THE MATTER OF
OMEGA SECURITIES INC.**

Mark J. Sandler, Commissioner and Chair of the Panel

May 30, 2018

ORDER

(Subsection 127(7) of the
Securities Act, RSO 1990, c S.5)

WHEREAS on May 30, 2018, the Ontario Securities Commission conducted a hearing in writing, to consider whether to extend the temporary order of the Commission issued on November 23, 2017 in this matter (the **Temporary Order**) and extended on December 5, 2017, January 26, 2018, February 27, 2018, March 28, 2018, April 12, 2018 and May 14, 2018;

ON READING the material filed by Staff of the Commission, and considering Omega Securities Inc.'s consent to the making of this Order;

IT IS ORDERED THAT:

1. Pursuant to section 5.1 of the *Statutory Powers Procedure Act*, RSO 1990, c S.22 and Rule 23(2) of the Ontario Securities Commission *Rules of Procedure and Forms* (2017), 40 OSCB 8988, the hearing be conducted in writing; and
2. Pursuant to subsection 127(7) of the *Securities Act*, RSO 1990, c S.5, the Temporary Order is extended until July 31, 2018.

“Mark J. Sandler”

2.2.2 Omega Securities Inc.

File No.: 2017-66

**IN THE MATTER OF
OMEGA SECURITIES INC.**

Mark J. Sandler, Commissioner and Chair of the Panel

May 30, 2018

ORDER

WHEREAS on May 30, 2018, the Ontario Securities Commission conducted a hearing in writing, to consider a motion by Staff of the Commission;

ON READING the motion of Staff of the Commission, and considering the consent of Omega Securities Inc. to the making of this Order;

IT IS ORDERED THAT:

1. This motion is heard in writing in accordance with Rule 23(2) of the Ontario Securities Commission *Rules of Procedure and Forms* (2017), 40 OSCB 8988 and section 5.1 of the *Statutory Powers Procedure Act*, RSO 1990, c S.22;
2. The Second Appearance in this matter scheduled for June 14, 2018, is vacated;
3. The Second Appearance in this matter will be heard on July 31, 2018, at 10:00 a.m., or such other date as may be agreed to by the parties and set by the Office of the Secretary;
4. By no later than July 20, 2018, the respondent shall serve and file any motions regarding Staff's disclosure or seeking disclosure of additional documents; and
5. By no later than July 26, 2018, Staff shall provide preliminary witness lists and statements to the respondent and shall indicate any intent to call an expert witness, including the name of the expert and the issue on which the expert will be giving evidence.

“Mark J. Sandler”

2.2.3 U.S. Geothermal Inc.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – The securities of the issuer are beneficially owned by not more than 50 persons and are not traded through any exchange or market – The issuer is not an OTC reporting issuer; the securities of the issuer are beneficially owned by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders worldwide; no securities of the issuer are traded on a market in Canada or another country; the issuer is not in default of securities legislation except it has not filed certain continuous disclosure documents.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10)(a)(ii).

May 29, 2018

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA AND ONTARIO
(the Jurisdictions)**

AND

**IN THE MATTER OF
THE PROCESS FOR CEASE TO BE
A REPORTING ISSUER APPLICATIONS**

AND

**IN THE MATTER OF
U.S. GEOTHERMAL INC.
(the Filer)**

ORDER

Background

1. The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer for an order under the securities legislation of the Jurisdictions (the Legislation) that the Filer has ceased to be a reporting issuer in all jurisdictions of Canada in which it is a reporting issuer (the Order Sought).

Under the Process for Cease to be a Reporting Issuer Applications (for a dual application):

- (a) the British Columbia Securities Commission is the principal regulator for this application;
- (b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in Alberta; and
- (c) this order is the order of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

2. Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this order, unless otherwise defined.

Representations

3. This order is based on the following facts represented by the Filer:
 1. the Filer is incorporated under the laws of the State of Delaware, United States of America;

Decisions, Orders and Rulings

2. the authorized share capital of the Filer prior to the Merger was 250,000,000 shares of common stock, (Common Stock), with \$0.001 par value per share;
3. the issued and outstanding securities of the Filer immediately prior to the Merger consisted of 19,494,566 shares of Common Stock, options representing the right to acquire Common Stock, and notes and other indebtedness;
4. on April 24, 2018, pursuant to an agreement and plan of merger among Ormat Nevada Inc. (the Parent), its wholly owned subsidiary, OGP Holding Corp. (the Subsidiary) and the Filer, the Subsidiary merged with and into the Filer as the surviving corporation; as a result, the Filer became a wholly owned direct subsidiary of the Parent (the Merger);
5. following completion of the Merger, the Filer has no securities issued and outstanding other than 100 shares of Common Stock, all of which are owned by the Parent;
6. on April 24, 2018, NYSE American LLC filed with the United States Securities and Exchange Commission a Form 25 to delist the Common Stock of the Filer, and that delisting became automatically effective the opening of business on May 7, 2018;
7. the Filer is not an OTC reporting issuer under Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets*;
8. the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders in total worldwide;
9. no securities of the Filer, including debt securities, are traded in Canada or another country on a marketplace as defined in National Instrument 21-101 *Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported;
10. the Filer is applying for an order that the Filer has ceased to be a reporting issuer in all of the jurisdictions of Canada in which it is a reporting issuer;
11. the Filer is not in default of securities legislation in any jurisdiction, other than the obligation of the Filer to file on or before May 15, 2018 its interim financial statements and related management's discussion and analysis for the interim period ended March 31, 2018, as required under National Instrument 51-102 *Continuous Disclosure Obligations* and the related certificates as required under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (collectively, the Filings); and
12. the Filer is not eligible to use the simplified procedure under National Policy 11-206 *Process for Cease to be a Reporting Issuer Applications* as it is in default for failure to file the Filings.

Order

4. Each of the Decision Makers is satisfied that the order meets the test set out in the Legislation for the Decision Maker to make the order.

The decision of the Decision Makers under the Legislation is that the Order Sought is granted.

"John Hinze"
Director, Corporate Finance
British Columbia Securities Commission

2.2.4 Gendis Inc.

Headnote

National Policy 11-206 Process for Cease to be a Reporting Issuer Applications – The issuer ceases to be a reporting issuer under securities legislation.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10)(a)(ii).

April 26, 2018

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
MANITOBA AND ONTARIO
(the “Jurisdictions”)**

AND

**IN THE MATTER OF
THE PROCESS FOR CEASE TO BE
A REPORTING ISSUER APPLICATIONS**

AND

**IN THE MATTER OF
GENDIS INC.
(the “Filer”)**

ORDER

Background

The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer for an order under the securities legislation of the Jurisdictions (the Legislation) that the Filer has ceased to be a reporting issuer in all jurisdictions of Canada in which it is a reporting issuer (the Order Sought).

Under the Process for Cease to be a Reporting Issuer Applications (for a dual application):

- (a) The Manitoba Securities Commission is the principal regulator for this application;
- (b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in Alberta and Quebec, and
- (c) this order is the order of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and Multilateral Instrument 11-102 *Passport System* have

the same meaning if used in this order, unless otherwise defined.

Representations

This order is based on the following facts represented by the Filer:

1. the Filer is not an OTC reporting issuer under Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets*.
2. the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders in total worldwide;
3. no securities of the Filer, including debt securities, are traded in Canada or another country on a marketplace as defined in National Instrument 21-101 *Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported;
4. the Filer is applying for an order that the Filer has ceased to be a reporting issuer in all of the jurisdictions of Canada in which it is a reporting issuer; and
5. the Filer is not in default of securities legislation in any jurisdiction.

Order

Each of the Decision Makers is satisfied that the order meets the tests set out in the Legislation for the Decision Makers to make the order.

The decision of the Decision Makers under the Legislation is that the Order Sought is granted.

“Chris Besko”
Director and General Counsel
The Manitoba Securities Commission

2.2.5 Leagold Acquisition Corp. II

Headnote

National Policy 11-206 Process for Cease to be a Reporting Issuer Applications – issuer deemed to be no longer a reporting issuer under securities legislation.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10)(a)(ii).

May 28, 2018

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)**
AND
**IN THE MATTER OF
THE PROCESS FOR CEASE TO BE
A REPORTING ISSUER APPLICATIONS**
AND
**IN THE MATTER OF
LEAGOLD ACQUISITION CORP. II
(the Filer)**
ORDER

Background

The principal regulator in the Jurisdiction has received an application from the Filer for an order under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) that the Filer has ceased to be a reporting issuer in all jurisdictions of Canada in which it is a reporting issuer (the **Order Sought**).

Under the Process for Cease to be a Reporting Issuer Applications (for a passport application):

- a) the Ontario Securities Commission is the principal regulator for this application, and
- b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System (MI 11-102)* is intended to be relied upon in Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Nunavut, Prince Edward Island, Québec, Saskatchewan and Yukon.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this order, unless otherwise defined.

Representations

This decision is based on the following facts represented by the Filer:

1. The Filer is a corporation existing under the *Business Corporations Act* (Ontario) (the **OBCA**) and its head office is located at 22 Adelaide Street West, Suite 2020, Toronto, Ontario, M5H 4E3.
2. Following a plan of arrangement completed by Brio Gold Inc. (**Brio**) pursuant to section 182 of the OBCA on May 24, 2018 (the **Arrangement**), the Filer was formed by way of an amalgamation between Leagold Acquisition Corp. II and Brio.
3. By virtue of Brio being a reporting issuer in each province and territory of Canada, the Filer is a reporting issuer in each province and territory of Canada.
4. Following the Arrangement, the outstanding securities of Brio were cancelled and the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and less than 51 securityholders in total worldwide.
5. No securities of the Filer, including debt securities, are traded in Canada or another country on any marketplace as such term is defined in National Instrument 21-101 *Marketplace Operation* or any other facility bringing together buyers and sellers of securities where trading data is publicly reported.
6. The Filer is not an OTC reporting issuer under Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets*.
7. The Filer is not in default of securities legislation in any jurisdiction of Canada.

Order

The principal regulator is satisfied that the order meets the test set out in the Legislation for the principal regulator to make the order.

The decision of the principal regulator under the Legislation is that the Order Sought is granted.

“Winnie Sanjoto”
Manager, Corporate Finance
Ontario Securities Commission

2.2.6 Leagold Acquisition Corp. II – s. 1(6) of the OBCA

Headnote

Applicant deemed to have ceased to be offering its securities to the public under the Business Corporations Act (Ontario).

Applicable Legislative Provisions

Business Corporations Act, R.S.O. 1990, c. B.16 as am., s. 1(6).

**IN THE MATTER OF
THE BUSINESS CORPORATIONS ACT (ONTARIO),
R.S.O. 1990, c. B.16, AS AMENDED
(the OBCA)**

AND

**IN THE MATTER OF
LEAGOLD ACQUISITION CORP. II (the Applicant)**

**ORDER
(Subsection 1(6) of the OBCA)**

UPON the application of the Applicant to the Ontario Securities Commission (the **Commission**) for an order pursuant to subsection 1(6) of the OBCA to be deemed to have ceased to be offering its securities to the public;

AND UPON the Applicant representing to the Commission that:

1. The Applicant is a corporation existing under the OBCA.
2. Following a plan of arrangement completed by Brio Gold Inc. (**Brio**) pursuant to section 182 of the OBCA on May 24, 2018 (the **Arrangement**), the Applicant was formed by way of an amalgamation between Leagold Acquisition Corp. II and Brio.
3. By virtue of Brio being an “offering corporation” as defined in the OBCA at the time of the Arrangement, the Applicant is an “offering corporation” as defined in the OBCA, and has an authorized capital consisting of an unlimited number of common shares, of which 2 Common Shares are issued and outstanding as of the date hereof.
4. The head office of the Applicant is located at 22 Adelaide Street West, Suite 2020, Toronto, Ontario, M5H 4E3.
5. Following the Arrangement, the outstanding securities of Brio were cancelled and the outstanding securities of the Applicant, are beneficially owned, directly or indirectly, by

Leagold Mining Corporation and no other securities of the Applicant are outstanding.

6. The Arrangement was approved by the shareholders of the Applicant at a special meeting of shareholders of the Applicant held on April 12, 2018.
7. The Arrangement was approved by the Ontario Superior Court of Justice (Commercial List) on April 17, 2018.
8. The common shares of Brio (the **Common Shares**) of which 117,556,100 Common Shares were issued and outstanding immediately prior to the Arrangement, had been listed and posted for trading on the Toronto Stock Exchange (the **TSX**) under the symbol “BRIO”.
9. The Common Shares were delisted from the TSX effective May 25, 2018.
10. The Applicant has no intention to seek public financing by way of an offering of securities.
11. The Applicant was a reporting issuer in each province and territory of Canada (the **Jurisdictions**) and applied to the Commission, as principal regulator, for an order under the securities legislation of Ontario that the Applicant ceased to be a reporting issuer (the **Reporting Issuer Relief**). The Reporting Issuer Relief was granted on May 28, 2018 and, as a result, the Applicant is not a reporting issuer or equivalent in any of the Jurisdictions.

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS HEREBY ORDERED by the Commission pursuant to subsection 1(6) of the OBCA that the Applicant be deemed to have ceased to be offering its securities to the public.

DATED at Toronto this 29th day of May, 2018.

“Garnet Fenn”
Commissioner
Ontario Securities Commission

“Robert Hutchison”
Commissioner
Ontario Securities Commission

2.2.7 Dennis L. Meharchand and Valt.X Holdings Inc.
– s. 127(1)

**IN THE MATTER OF
DENNIS L. MEHARCHAND and
VALT.X HOLDINGS INC.**

Timothy Moseley, Vice-Chair and Chair of the Panel

May 31, 2018

ORDER

Subsection 127(1) of the
Securities Act, RSO 1990, c S.5

WHEREAS on May 31, 2018, the Ontario Securities Commission held a hearing on the merits at the offices of the Commission, located at 20 Queen Street West, 17th Floor, Toronto, Ontario; and

ON HEARING the submissions of Dennis L. Meharchand and Valt.X Holdings Inc. and the representative for Staff of the Commission;

IT IS ORDERED THAT the hearing date on June 6, 2018 is vacated.

“Timothy Moseley”

2.2.8 Harald Seemann et al.

File No.: 2018-19

**IN THE MATTER OF
HARALD SEEMANN,
JENS BRANDT and
KARL PAWLOWICZ**

Janet Leiper, Commissioner and Chair of the Panel

June 1, 2018

ORDER

WHEREAS on June 1, 2018, the Ontario Securities Commission (the **Commission**) approved settlement agreements between Staff of the Commission and the Respondents, Jens Brandt and Karl Pawlowicz;

ON HEARING a request from Staff of the Commission that the date scheduled for the First Attendance be vacated;

IT IS ORDERED THAT the First Attendance date of June 4, 2018 is vacated.

“Janet Leiper”

2.2.9 Potash Corporation of Saskatchewan Inc.

Headnote

National Policy 11-206 Process for Cease to be a Reporting Issuer Applications – Application for an order that the issuer is not a reporting issuer under applicable securities laws – Issuer is a wholly-owned subsidiary of a reporting issuer subsequent to a plan of arrangement – More than 15 security holders in any jurisdiction of Canada and more than 50 security holders worldwide – Order granted.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10)(a)(ii).

May 15, 2018

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
SASKATCHEWAN AND ONTARIO
(the Jurisdictions)**

AND

**IN THE MATTER OF
THE PROCESS FOR CEASE TO BE
A REPORTING ISSUER APPLICATIONS**

AND

**IN THE MATTER OF
POTASH CORPORATION OF SASKATCHEWAN INC.
(the Filer)**

ORDER

Background

The securities regulatory authority or regulator in Saskatchewan and Ontario (each a **Dual Exemptive Relief Decision Maker**) has received an application from the Filer for an order under the securities legislation of the Jurisdictions (the **Legislation**) that the Filer has ceased to be a reporting issuer in all jurisdictions of Canada in which it is a reporting issuer (the **Reporting Issuer Relief**).

The securities regulatory authority or regulator in Saskatchewan (the **OTC Relief Decision Maker**) has received an application from the Filer for an order under the securities legislation of Saskatchewan that it is exempt from being designated a reporting issuer under section 3 of Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets (MI 51-105)* (the **OTC Relief**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a hybrid application):

- (a) the Financial and Consumer Affairs Authority of Saskatchewan is the principal regulator for this application,
- (b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System (MI 11-102)* is intended to be relied upon in British Columbia, Alberta, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador in respect of the Reporting Issuer Relief,
- (c) this order is the order of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario in respect of the Reporting Issuer Relief, and
- (d) this order evidences the decision of the securities regulatory authority or regulator in Saskatchewan in respect of the OTC Relief.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this order, unless otherwise defined.

Representations

This order is based on the following facts represented by the Filer:

1. The Filer is a corporation governed by the *Canada Business Corporations Act* (the **CBCA**). The head office of the Filer is located in Saskatoon, Saskatchewan.
2. The Filer is currently a reporting issuer in each of the Jurisdictions and in British Columbia, Alberta, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland Labrador (collectively with the Jurisdictions, the **Reporting Jurisdictions**) and is not in default of its obligations under the securities laws of the Reporting Jurisdictions.
3. Effective January 1, 2018, the Filer and Agrium Inc. (**Agrium**) completed a merger of equals pursuant to a plan of arrangement (the **Arrangement**) under Section 192 of the CBCA. Pursuant to the Arrangement, all of the issued and outstanding common shares of the Filer (the **PotashCorp Shares**) and Agrium were acquired, directly or indirectly, by Nutrien Ltd. (**Nutrien**). As a result, the Filer is an indirect wholly-owned subsidiary of Nutrien.
4. Following completion of the Arrangement, the PotashCorp Shares were delisted from the Toronto Stock Exchange (the **TSX**) and the New York Stock Exchange (the **NYSE**) and the Filer ceased to have any statutory reporting obligations in the United States with the United States Securities and Exchange Commission (the **SEC**) (with the exception of certain post-closing filings in respect of financial year ended December 31, 2017 which have since been made by the Filer).
5. In connection with the Arrangement, each equity incentive award of the Filer was assumed or replaced by Nutrien based upon the applicable exchange ratio under the Arrangement. Nutrien also assumed the obligations in respect of awards under the Filer's non-equity based incentive compensation plans. As a result, there are no incentive awards that are convertible or exchangeable into, or based on the price of, securities of the Filer.
6. Nutrien is a corporation governed by the CBCA. The head office of Nutrien is located in Saskatoon, Saskatchewan.
7. Nutrien is a reporting issuer in each of the Reporting Jurisdictions. Nutrien is a registrant with the SEC under the securities laws of the United States.
8. The common shares of Nutrien are listed and posted for trading on the TSX and the NYSE under the symbol "NTR".
9. The authorized capital of the Filer consists of an unlimited number of PotashCorp Shares and an unlimited number of first preferred shares. As of the date hereof, Nutrien is the sole beneficial holder of all of the issued and outstanding PotashCorp Shares and no preferred shares are outstanding.
10. Prior to the Exchange Offers (as defined below), the Filer had the following principal amounts of senior unsecured notes outstanding (collectively, the **Notes**):
 - (a) US\$500 million principal amount of 6.500% Senior Notes due 2019 (the **2019 Notes**);
 - (b) US\$500 million principal amount of 4.875% Senior Notes due 2020 (the **2020 Notes**);
 - (c) US\$750 million principal amount of 3.625% Senior Notes due 2024 (the **2024 Notes**);
 - (d) US\$500 million principal amount of 3.000% Senior Notes due 2025 (the **2025 Notes**);
 - (e) US\$500 million principal amount of 4.000% Senior Notes due 2026 (the **2026 Notes**);
 - (f) US\$500 million principal amount of 5.875% Senior Notes due 2036 (the **2036 Notes**); and
 - (g) US\$500 million principal amount of 5.625% Senior Notes due 2040 (the **2040 Notes**).
11. All of the Notes were issued pursuant to, and are subject to the terms of, the indenture between the Filer and U.S. Bank National Association, as successor trustee (the **Trustee**), dated as of February 27, 2003, as amended or supplemented (the **PotashCorp Indenture**). Under the PotashCorp Indenture, the Filer was subject to certain contractual disclosure obligations (the **Reporting Covenants**), however, notwithstanding the foregoing, the

PotashCorp Indenture does not contain any obligation or covenant for the Filer to maintain its status as a reporting issuer or the equivalent in any of the Reporting Jurisdictions or to file financial statements or any other continuous disclosure documentation on SEDAR.

12. The Notes are not convertible or exchangeable into PotashCorp Shares and are not listed on any stock exchange.
13. The Notes were issued in the United States pursuant to shelf registration statements in the United States and, to the Filer's knowledge, were not issued in Canada.
14. The Filer has commercial paper (**Commercial Paper**) outstanding in the United States. The Commercial Paper was distributed in the United States to predominantly institutional investors and, as of the date hereof, none of the Commercial Paper has been distributed in Canada. No new Commercial Paper is expected to be issued by the Filer subsequent to the date hereof and the outstanding Commercial Paper expires in June 2018. Nutrien adopted a commercial paper program on or around April 12, 2018.
15. The Notes and the Commercial Paper may, without the involvement of the Filer, be traded from time to time in a customary manner for investment grade debt securities in the United States which may constitute a "marketplace" for purposes of National Instrument 21-101 – *Marketplace Operation (NI 21-101)*. In addition, the Notes have been assigned a ticker symbol (the **OTC Ticker Symbol**) by the U.S. Financial Industry Regulatory Authority (**FINRA**). Because the PotashCorp Shares no longer trade on the TSX, the Filer constitutes an "OTC Issuer" and an "OTC reporting issuer" under MI 51-105. The assignment of the OTC Ticker Symbols has occurred without the Filer's involvement. The Filer does not carry on activities that would constitute promotional activities under MI 51-105.
16. On March 12, 2018, Nutrien, the Filer's parent company, announced offers to exchange (the **Exchange Offers**) and solicitations of consents (the **Consent Solicitations**) to the holders of the Notes to exchange the Notes for senior unsecured notes to be issued by Nutrien (**Nutrien Notes**). As part of the Consent Solicitations, Nutrien sought consents to certain amendments to the PotashCorp Indenture, including removal of the Reporting Covenants.
17. On April 9, 2018, Nutrien announced the results of the Exchange Offers and Consent Solicitations. Each Exchange Offer and related Consent Solicitation was successful and Nutrien Notes were issued in exchange for the Notes validly tendered to the Exchange Offers on April 10, 2018. The aggregate principal amount of each series of Notes validly tendered and not withdrawn to the applicable Exchange Offer and related Consent Solicitation were as follows: (i) 2019 Notes – 91.05% (US\$455,260,000); (ii) 2020 Notes – 92.18% (US\$460,905,000); (iii) 2024 Notes – 94.39% (US\$707,940,000); (iv) 2025 Notes – 90.27% (\$451,344,000); (v) 2026 Notes – 82.35% (US\$411,749,000); (vi) 2036 Notes – 96.23% (US\$481,152,000); and (vii) 2040 Notes – 90.41% (US\$452,073,000).
18. On April 10, 2018, the Filer and the Trustee entered into Supplemental Indenture No. 1 (the **Supplemental Indenture**) which amended and supplemented the PotashCorp Indenture to implement the amendments sought by the Filer under the Consent Solicitations, including removal of the Reporting Covenants. Any Notes that were not exchanged for Nutrien Notes under the Exchange Offers continue to be governed by the PotashCorp Indenture as amended and supplemented by the Supplemental Indenture.
19. The distribution of the Nutrien Notes issued upon completion of the Exchange Offers was qualified under a prospectus supplement to the short form base shelf prospectus of Nutrien dated March 12, 2018, in Canada, and under a registration statement, in the United States (collectively, the **Prospectus**). The Prospectus contained a notice to the holders of the Notes that the Filer would be applying to cease to be a reporting issuer in the Reporting Jurisdictions.
20. The Notes are issued in book-entry form and are represented by global certificates registered in a nominee name of The Depositary Trust Company (**DTC**), with beneficial interests therein recorded in records maintained by DTC and its participants as financial intermediaries that hold securities on behalf of their clients. In accordance with industry practice and custom, the Filer has engaged D.F. King Ltd. (**D.F. King**) to ascertain the beneficial ownership of the Notes, including the number of beneficial holders in Canada and their province of location following the completion of the Exchange Offers.
21. The Filer engaged D.F. King as D.F. King is considered a leading provider of bondholder identification services. D.F. King prepared its report to the Filer respecting the holders of the Notes (the **Securityholder Report**) following a review of the depositary positions identified by DTC and through a geographical analysis report prepared by Broadridge Financial Services Inc. (**Broadridge**) as to the beneficial holders of the Notes. The Securityholder Report provides proprietary information on the various constituencies holding the Notes as of April 10, 2018. D.F. King has confirmed that its searches and searches through Broadridge have reported on approximately 100% of the geographic ownership of the Notes.

22. Based on the information contained in the Securityholder Report, it is the Filer's understanding that the Notes are held by investors outside of Canada, except for:

Series of Notes	Principal Amount and Number of Holders in the Reporting Jurisdictions
6.500% Senior Notes due 2019	Nil.
4.875% Senior Notes due 2020	US\$534,000 principal amount held by 27 holders in the Reporting Jurisdictions (two in Alberta holding US\$9,000 principal amount, four in British Columbia holding US\$24,000 principal amount, one in Manitoba holding US\$28,000 principal amount, 17 in Ontario holding US\$444,000 principal amount and three in Québec holding US\$29,000 principal amount).
3.625% Senior Notes due 2024	US\$243,000 principal amount held by one holder in Québec.
3.000% Senior Notes due 2025	US\$315,000 principal amount held by two holders in the Reporting Jurisdictions (one in Ontario holding US\$15,000 principal amount and one in Québec holding US\$300,000 principal amount).
4.000% Senior Notes due 2026	US\$300,000 principal amount held by one holder in Québec.
5.875% Senior Notes due 2036	US\$2,657,000 principal amount held by seven holders in the Reporting Jurisdictions (all in Ontario).
5.625% Senior Notes due 2040	Nil.

23. As a result, based on the information contained in the Securityholder Report, it is the Filer's understanding that following the Exchange Offers the Notes are held beneficially by 38 holders in Canada (25 in Ontario, six in Québec, four in British Columbia, two in Alberta and one in Manitoba) representing approximately 1.23% (Ontario: 0.95%; Québec: 0.26%; British Columbia: 0.008%; Alberta: 0.002%; and Manitoba: 0.008%) of the aggregate principal amount of the outstanding Notes (or US\$4,049,000 of the US\$329,577,000 aggregate principal amount of the outstanding Notes). Based on the information in the Securityholder Report, the 38 holders of the Notes in Canada represent approximately 1.06% of the total number of holders of the Notes worldwide (approximately 0.70% in Ontario, 0.17% in Québec, 0.11% in British Columbia, 0.06% in Alberta and 0.03% in Manitoba).
24. The Filer is applying for a decision from each of the Jurisdictions that it cease to be a reporting issuer in that Jurisdiction. If each of the Dual Exemptive Relief Decision Makers grants the Order Sought, the Filer will no longer be a reporting issuer in any jurisdiction of Canada.
25. The Filer has no intention to seek a financing by way of an offering of securities.
26. The Filer is not eligible to file under the simplified procedure in section 19 of National Policy 11-206 *Process for Cease to be a Reporting Issuer Applications* because the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by more than 15 securityholders in Ontario and more than 51 securityholders in total worldwide.
27. The Filer has no securities outstanding other than the PotashCorp Shares, the Notes and the Commercial Paper. The Notes and the Commercial Paper are not convertible or exchangeable into PotashCorp Shares and are not listed on any stock exchange. The Notes and the outstanding Commercial Paper were issued in the United States and, to the Filer's knowledge, were not issued in Canada.
28. Except as set forth in paragraph 15, no securities of the Filer, including debt securities, are traded in Canada or another country on a marketplace or any other facility for bringing together buyers and sellers of securities, where trading data is publicly reported.

Order

Each of the Dual Exemptive Relief Decision Makers and the OTC Relief Decision Maker is satisfied that the order meets the test set out in the applicable Legislation for the relevant regulator or securities regulatory authority to make the order.

Decisions, Orders and Rulings

The decision of the Dual Exemptive Relief Decision Makers under the applicable Legislation is that the Reporting Issuer Relief is granted.

The decision of the OTC Relief Decision Maker under the applicable Legislation is that the OTC Relief is granted provided that the Filer does not do either of the following:

- (a) carry on activities that would constitute promotional activities under MI 51-105; or
- (b) request an OTC Ticker Symbol or request that any class of its securities be quoted or listed for trading on the OTC Markets or any marketplace as defined in NI 21-101 or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported.

“Dean Murrison”
Director, Securities Division
Financial and Consumer Affairs Authority of Saskatchewan

2.2.10 Cona Resources Ltd.

Headnote

National Policy 11-206 Process for Cease to be a Reporting Issuer Applications – The issuer ceases to be a reporting issuer under securities legislation.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10)(a)(ii).

Citation: *Re Cona Resources Ltd.*, 2018 ABASC 89

June 1, 2018

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA AND ONTARIO
(the Jurisdictions)**

AND

**IN THE MATTER OF
THE PROCESS FOR CEASE TO BE
A REPORTING ISSUER APPLICATIONS**

AND

**IN THE MATTER OF
CONA RESOURCES LTD.
(the Filer)**

ORDER

Background

The securities regulatory authority or regulator in each of the Jurisdictions (the **Decision Maker**) has received an application from the Filer for an order under the securities legislation of the Jurisdictions (the **Legislation**) that the Filer has ceased to be a reporting issuer in all jurisdictions of Canada in which it is a reporting issuer (the **Order Sought**).

Under the Process for Cease to be a Reporting Issuer Applications (for a dual application):

- (a) the Alberta Securities Commission is the principal regulator for this application;
- (b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in British Columbia, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador; and
- (c) this order is the order of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* or MI 11-102 have the same meaning if used in this order, unless otherwise defined herein.

Representations

This order is based on the following facts represented by the Filer:

1. the Filer is not an OTC reporting issuer under Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets*;

Decisions, Orders and Rulings

2. the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders in total worldwide;
3. no securities of the Filer, including debt securities, are traded in Canada or another country on a marketplace as defined in National Instrument 21-101 *Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported;
4. the Filer is applying for an order that the Filer has ceased to be a reporting issuer in all of the jurisdictions of Canada in which it is a reporting issuer; and
5. the Filer is not in default of securities legislation in any jurisdiction.

Order

Each of the Decision Makers is satisfied that the order meets the test set out in the Legislation for the Decision Maker to make the order.

The decision of the Decision Makers under the Legislation is that the Order Sought is granted.

“Denise Weeres”
Manager, Legal
Corporate Finance

2.3 Orders with Related Settlement Agreements

2.3.1 Harald Seemann et al. – s. 127(1)

File No.: 2018-19

IN THE MATTER OF
HARALD SEEMANN,
JENS BRANDT and
KARL PAWLOWICZ

Mark J. Sandler, Commissioner and Chair of the Panel

June 1, 2018

ORDER
(Section 127(1) of the
Securities Act, RSO 1990, c S.5)

WHEREAS on June 1, 2018, the Ontario Securities Commission (the **Commission**) held a hearing at the offices of the Commission, located at 20 Queen Street West, 17th Floor, Toronto, Ontario, to consider the approval of a settlement agreement dated May 29, 2018 (the **Settlement Agreement**) between Karl Pawlowicz (the **Respondent**) and Staff of the Commission (**Staff**);

ON READING the Statement of Allegations dated May 3, 2018 and the Settlement Agreement and on hearing the submissions of representatives of Staff and the Respondent;

IT IS ORDERED THAT:

1. the Settlement Agreement is approved;
2. the Respondent be reprimanded, pursuant to paragraph 6 of subsection 127(1) of the *Securities Act*, RSO 1990, c S.5 (the **Act**);
3. the Respondent pay an administrative penalty of \$12,500, pursuant to paragraph 9 of subsection 127(1) of the Act, which amount is designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b)(i) or (ii) of the Act;
4. trading by the Respondent in any securities and derivatives cease for a period of 2 years commencing on the date of the Order pursuant to paragraph 2 of subsection 127(1) of the Act, except that trading shall be permitted in mutual fund, exchange-traded fund or index fund securities for the account of any registered retirement savings plans, registered education saving plans, tax-free savings accounts and self-directed retirement savings plans (as defined in the *Income Tax Act* (Canada)) in which the Respondent has legal and beneficial ownership, and such trading is carried out through a registered dealer in Canada to whom he must give a copy of this Order at the time he opens or modifies these accounts;
5. the acquisition of any securities by the Respondent is prohibited for a period of 2 years commencing on the date of the Commission's order approving this Settlement Agreement pursuant to paragraph 2.1 of subsection 127(1) of the Act, except that the acquisition of securities shall be permitted in mutual fund, exchange-traded fund or index fund securities for the account of any registered retirement savings plans, registered education saving plans, tax-free savings accounts and self-directed retirement savings plans (as defined by the *Income Tax Act* (Canada)) in which the Respondent has sole legal and beneficial ownership, and such trading is carried out through a registered dealer in Canada to whom he must give a copy of this Order at the time he opens or modifies these accounts;
6. any exemptions contained in Ontario securities law do not apply to the Respondent for a period of 2 years, pursuant to paragraph 3 of subsection 127(1) of the Act; and
7. the Respondent be prohibited from becoming or acting as a director or officer of any reporting issuer for a period of 2 years commencing on the date of the Commission's order approving this Settlement Agreement, pursuant to paragraph 8 of subsection 127(1) of the Act.

"Mark J. Sandler"

**IN THE MATTER OF
HARALD SEEMANN,
JENS BRANDT and
KARL PAWLOWICZ**

**SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION and
KARL PAWLOWICZ**

PART I – INTRODUCTION

1. This matter is about the Chief Executive Officer (“CEO”) and director of a public company participating in and facilitating manipulative trading in shares of Big Rock Labs Inc. (“BLA”). Karl Pawlowicz (“Pawlowicz” or “the Respondent”), provided access to and allowed Harald Seemann (“Seemann”) to engage in manipulative trading of BLA shares in his trading accounts for a one year period. The conduct of Pawlowicz completely failed to meet the standard expected of a director and officer participating in Ontario’s capital market and is contrary to the purposes of the *Securities Act*, RSO 1990, c. S.5 (the “Act”) of protecting investors from unfair, improper or fraudulent practices and fostering fair and efficient markets and confidence in capital markets.
2. The parties will jointly file a request that the Ontario Securities Commission (the “Commission”) issue a Notice of Hearing (the “Notice of Hearing”) to announce that it will hold a hearing (the “Settlement Hearing”) to consider whether, pursuant to sections 127 and 127.1 of the Act, it is in the public interest for the Commission to make certain orders against Pawlowicz.

PART II – JOINT SETTLEMENT RECOMMENDATION

3. Staff of the Commission (“Staff”) recommend settlement of the proceeding (the “Proceeding”) against the Respondent commenced by the Notice of Hearing, in accordance with the terms and conditions set out in Part V of this Settlement Agreement. Staff and the Respondent consent to the making of an order (the “Order”) in the form attached as Schedule “A” to this Settlement Agreement based on the facts set out herein.
4. For the purposes of the Proceeding, and any other regulatory proceeding commenced by a securities regulatory authority, the Respondent agrees with the facts set out in Part III of this Settlement Agreement and the conclusion in Part IV of this Settlement Agreement.

PART III – AGREED FACTS

A. Overview

5. From June 2014 to June 2015 (the “Material Time”), Pawlowicz participated in the manipulative trading of BLA shares by providing Seemann with access to, and allowing him to trade, BLA shares in his two Questrade accounts. Pawlowicz also engaged in manipulative trading by placing a bid for BLA shares in his Toronto Dominion Bank (“TD”) trading account as directed by Seemann as Seemann did not have access to Pawlowicz’s TD account. By engaging in such behaviour, Pawlowicz interfered with the free and fair operation of the market.

B. The Respondent

6. Pawlowicz is a resident of Ontario. Pawlowicz was the CEO and a director of BLA from June 2014 to August 2015. Pawlowicz has never been registered with the Commission in any capacity.
7. BLA is a public company which was incorporated in British Columbia in April 2014. Its shares are listed on the Canadian Securities Exchange and the Frankfurt Stock Exchange. BLA is a reporting issuer in Ontario with its registered address in Toronto. In 2014, BLA was a technology company which specialized in digital product research and development. BLA did not earn any revenue during the Material Time.
8. Seemann was the founder, Chief Financial Officer and a director of BLA. He was the directing mind of the company.

C. Pawlowicz’s Participation in the Manipulative Trading in BLA Shares

9. Pawlowicz was directed by Seemann to and did open two trading accounts at Questrade (the “Questrade accounts”) in May 2014. Pawlowicz then provided Seemann with his log-in information and consent to conduct trading activity in his Questrade accounts. Pawlowicz was also aware that Seemann held the log-in information to the trading accounts of four other insiders at BLA (“Other Insiders”).

10. Seemann used his access to Pawlowicz's Questrade accounts, as well as his access to the accounts of the Other Insiders, to engage in manipulative trading of BLA shares from June 2014 to June 2015. Pawlowicz was aware that Seemann was trading BLA shares in his Questrade accounts, as well as through the accounts of the Other Insiders.
11. Pawlowicz also held a cash trading account at TD. Seemann did not have access to Pawlowicz's TD account. In July 2014, Seemann instructed Pawlowicz to place a bid for BLA shares on the market through his TD account and then to advise Seemann that the bid had been made. As instructed by Seemann, Pawlowicz placed the bid for BLA shares. Seemann told Pawlowicz to place bids in an attempt to show that there was an interest in buying BLA shares. Pawlowicz followed Seemann's instructions.

D. Pawlowicz Failed To Meet The Standard Expected of an Officer and Director

12. As the CEO and a director of BLA, Pawlowicz was also responsible for BLA's compliance with Ontario securities legislation. Pawlowicz's conduct of: (i) participating in manipulative trading of BLA shares by providing Seemann with access to and use of his trading accounts; and (ii) placing a bid for BLA shares in his TD account at the direction of Seemann, completely failed to meet the standard expected of an officer and director participating in Ontario's capital markets.
13. Pawlowicz was not advised by Seemann or others that Seemann's trading practices were representative of improper or manipulative trading under the Act.
14. Staff do not allege that the Respondent earned a profit as a result of his manipulative activity described in paragraphs 9 to 11 of this Settlement Agreement.

E. Mitigating Factors

15. Pawlowicz has not previously been the subject of OSC disciplinary proceedings.
16. Pawlowicz has cooperated with Staff throughout the course of Staff's investigation and these proceedings.
17. Pawlowicz has expressed remorse for his actions and saved the OSC significant time and resources associated with conducting a fully contested hearing on the merits.

PART IV – CONTRAVENTIONS OF ONTARIO SECURITIES LAW AND CONDUCT CONTRARY TO THE PUBLIC INTEREST

18. By engaging in the conduct described above, Pawlowicz admits and acknowledges that he has breached Ontario securities law by contravening subsection 126.1(1)(a) of the Act and engaged in conduct contrary to the public interest.

PART V – TERMS OF SETTLEMENT

19. The Respondent agrees to the terms of settlement set out below.
20. The Respondent consents to the Order, pursuant to which it is ordered that:
 - (a) this Settlement Agreement be approved;
 - (b) the Respondent be reprimanded, pursuant to paragraph 6 of subsection 127(1) of the Act;
 - (c) the Respondent pay an administrative penalty of \$12,500, pursuant to paragraph 9 of subsection 127(1) of the Act, which amount is designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b)(i) or (ii) of the Act;
 - (d) trading by the Respondent in any securities and derivatives cease for a period of 2 years commencing on the date of the Order pursuant to paragraph 2 of subsection 127(1) of the Act, except that trading shall be permitted in mutual fund, exchange-traded fund or index fund securities for the account of any registered retirement savings plans, registered education saving plans, tax-free savings accounts and self-directed retirement savings plans (as defined in the *Income Tax Act* (Canada)) in which the Respondent has legal and beneficial ownership, and such trading is carried out through a registered dealer in Canada to whom he must give a copy of this Order at the time he opens or modifies these accounts;
 - (e) the acquisition of any securities by the Respondent is prohibited for a period of 2 years commencing on the date of the Commission's order approving this Settlement Agreement pursuant to paragraph 2.1 of subsection 127(1) of the Act, except that the acquisition of securities shall be permitted in mutual fund, exchange-traded

fund or index fund securities for the account of any registered retirement savings plans, registered education saving plans, tax-free savings accounts and self-directed retirement savings plans (as defined by the *Income Tax Act* (Canada)) in which the Respondent has sole legal and beneficial ownership, and such trading is carried out through a registered dealer in Canada to whom he must give a copy of this Order at the time he opens or modifies these accounts;

- (f) any exemptions contained in Ontario securities law do not apply to the Respondent for a period of 2 years, commencing on the date of the Commission's order approving this Settlement Agreement, pursuant to paragraph 3 of subsection 127(1) of the Act; and
 - (g) the Respondent be prohibited from becoming or acting as a director or officer of any reporting issuer for a period of 2 years commencing on the date of the Commission's order approving this Settlement Agreement, pursuant to paragraph 8 of subsection 127(1) of the Act.
21. The amount set out in sub-paragraph 20(c) shall be paid by the Respondent by the date of the Commission's Order approving this Settlement Agreement, by way of certified cheque payable to "the Ontario Securities Commission".
22. The Respondent acknowledges that this Settlement Agreement and the Order may form the basis for orders of parallel effect in other jurisdictions in Canada. The securities laws of some other Canadian jurisdictions allow orders made in this matter to take effect in those other jurisdictions automatically, without further notice to the Respondent. The Respondent should contact the securities regulator of any other jurisdiction in which the Respondent intends to engage in any securities – or derivatives – related activities, prior to undertaking such activities.
23. The Respondent undertakes to consent to a regulatory Order made by any provincial or territorial securities regulatory authority in Canada containing any or all of the prohibitions set out in sub-paragraphs 20(d), (e), (f) and (g) above. These sanctions may be modified to reflect the provisions of the relevant provincial or territorial law.

PART VI – FURTHER PROCEEDINGS

24. If the Commission approves this Settlement Agreement, Staff will not commence or continue any proceeding against the Respondent under Ontario securities law based on the misconduct described in Part III of this Settlement Agreement, unless the Respondent fails to comply with any term in this Settlement Agreement, in which case Staff may bring proceedings under Ontario securities law against the Respondent that may be based on, among other things, the facts set out in Part III of this Settlement Agreement as well as the breach of this Settlement Agreement.
25. The Respondent acknowledges that, if the Commission approves this Settlement Agreement and the Respondent fails to comply with any term in it, the Commission is entitled to bring any proceedings necessary.
26. The Respondent waives any defences to a proceeding that are based on the limitation period in the Act, provided that no such proceeding shall be commenced later than six years from the date of the occurrence of the last failure to comply with this Settlement Agreement.

PART VII – PROCEDURE FOR APPROVAL OF SETTLEMENT

27. The parties will seek approval of this Settlement Agreement at the Settlement Hearing before the Commission, which shall be held on a date determined by the Secretary to the Commission in accordance with this Settlement Agreement and the Commission's Rules of Procedure, adopted October 31, 2017.
28. The Respondent will attend the Settlement Hearing in person.
29. The parties confirm that this Settlement Agreement sets forth all of the agreed facts that will be submitted at the Settlement Hearing, unless the parties agree that additional facts should be submitted at the Settlement Hearing.
30. If the Commission approves this Settlement Agreement:
- (a) the Respondent irrevocably waives all rights to a full hearing, judicial review or appeal of this matter under the Act; and
 - (b) the parties will not make any public statement that is inconsistent with this Settlement Agreement or with any additional agreed facts submitted at the Settlement Hearing.
31. Whether or not the Commission approves this Settlement Agreement, the Respondent will not use, in any proceeding, this Settlement Agreement or the negotiation or process of approval of this Settlement Agreement as the basis for any

attack on the Commission's jurisdiction, alleged bias, alleged unfairness or any other remedies or challenges that may be available.

PART VIII – DISCLOSURE OF SETTLEMENT AGREEMENT

32. If the Commission does not make the Order:
- (a) this Settlement Agreement and all discussions and negotiations between Staff and the Respondent before the Settlement Hearing will be without prejudice to Staff and the Respondent; and
 - (b) Staff and the Respondent will each be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing on the merits of the allegations contained in the Statement of Allegations in respect of the Proceeding. Any such proceedings, remedies and challenges will not be affected by this Settlement Agreement, or by any discussions or negotiations relating to this Settlement Agreement.
33. The parties will keep the terms of this Settlement Agreement confidential until the Settlement Hearing, unless they agree in writing not to do so or unless otherwise required by law.

PART IX – EXECUTION OF SETTLEMENT AGREEMENT

34. This Settlement Agreement may be signed in one or more counterparts which together constitute a binding agreement.
35. A facsimile copy or other electronic copy of any signature will be as effective as an original signature.

DATED at Toronto, this “29th” day of “May”, 2018.

“Bill R. Michelson”
Witness: (print name):

“Karl Pawlowicz”
Karl Pawlowicz

DATED at Toronto, Ontario, this “29th” day of “May”, 2018.

STAFF OF THE ONTARIO SECURITIES COMMISSION

By: “Jeff Kehoe”
Jeff Kehoe
Director, Enforcement Branch

Schedule "A"

IN THE MATTER OF
HARALD SEEMANN,
JENS BRANDT and
KARL PAWLOWICZ

[INSERT COMMISSIONERS OF THE PANEL]

____, 2018

ORDER

Sections 127 and 127.1 of the *Securities Act*, RSO 1990, c S.5

WHEREAS on ____, 2018, the Ontario Securities Commission held a hearing at the offices of the Commission, located at 20 Queen Street West, 17th Floor, Toronto, Ontario, to consider the approval of a settlement agreement dated ____, 2018 (the **Settlement Agreement**) between Karl Pawlowicz (the **Respondent**) and Staff of the Commission (**Staff**);

ON READING the Statement of Allegations dated May 3, 2018 and the Settlement Agreement and on hearing the submissions of representatives of Staff and the Respondent;

IT IS ORDERED THAT:

1. the Settlement Agreement is approved;
2. the Respondent be reprimanded, pursuant to paragraph 6 of subsection 127(1) of the *Securities Act*, RSO 1990, c S.5 (the Act);
3. the Respondent pay an administrative penalty of \$12,500, pursuant to paragraph 9 of subsection 127(1) of the Act, which amount is designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b)(i) or (ii) of the Act;
4. trading by the Respondent in any securities and derivatives cease for a period of 2 years commencing on the date of the Order pursuant to paragraph 2 of subsection 127(1) of the Act, except that trading shall be permitted in mutual fund, exchange-traded fund or index fund securities for the account of any registered retirement savings plans, registered education saving plans, tax-free savings accounts and self-directed retirement savings plans (as defined in the *Income Tax Act* (Canada)) in which the Respondent has legal and beneficial ownership, and such trading is carried out through a registered dealer in Canada to whom he must give a copy of this Order at the time he opens or modifies these accounts;
5. the acquisition of any securities by the Respondent is prohibited for a period of 2 years commencing on the date of the Commission's order approving this Settlement Agreement pursuant to paragraph 2.1 of subsection 127(1) of the Act, except that the acquisition of securities shall be permitted in mutual fund, exchange-traded fund or index fund securities for the account of any registered retirement savings plans, registered education saving plans, tax-free savings accounts and self-directed retirement savings plans (as defined by the *Income Tax Act* (Canada)) in which the Respondent has sole legal and beneficial ownership, and such trading is carried out through a registered dealer in Canada to whom he must give a copy of this Order at the time he opens or modifies these accounts;
6. any exemptions contained in Ontario securities law do not apply to the Respondent for a period of 2 years, pursuant to paragraph 3 of subsection 127(1) of the Act; and
7. the Respondent be prohibited from becoming or acting as a director or officer of any reporting issuer for a period of 2 years commencing on the date of the Commission's order approving this Settlement Agreement, pursuant to paragraph 8 of subsection 127(1) of the Act.

2.3.2 Harald Seemann et al. – s. 127(1)

File No.: 2018-19

**IN THE MATTER OF
HARALD SEEMANN,
JENS BRANDT and
KARL PAWLOWICZ**

Janet Leiper, Commissioner and Chair of the Panel

June 1, 2018

ORDER

(Subsection 127(1) of the *Securities Act*, RSO 1990, c S.5)

WHEREAS on June 1, 2018, the Ontario Securities Commission (the **Commission**) held a hearing at the offices of the Commission, located at 20 Queen Street West, 17th Floor, Toronto, Ontario, to consider the approval of a settlement agreement dated May 29, 2018 (the **Settlement Agreement**) between Jens Brandt (the **Respondent**) and Staff of the Commission (**Staff**);

ON READING the Statement of Allegations dated May 3, 2018 and the Settlement Agreement and on hearing the submissions of representatives of Staff and the Respondent;

IT IS ORDERED THAT:

1. the Settlement Agreement is approved;
2. the Respondent be reprimanded, pursuant to paragraph 6 of subsection 127(1) of the *Securities Act*, RSO 1990, c S.5 (the **Act**);
3. trading by the Respondent in any securities and derivatives cease for a period of 1 year commencing on the date of the Order pursuant to paragraph 2 of subsection 127(1) of the Act, except that trading shall be permitted in mutual fund, exchange-traded fund or index fund securities for the account of any registered retirement savings plans, registered education saving plans, tax-free savings accounts and self-directed retirement savings plans (as defined in the *Income Tax Act* (Canada)) in which the Respondent has legal and beneficial ownership, and such trading is carried out through a registered dealer in Canada to whom he must give a copy of this Order at the time he opens or modifies these accounts;
4. the acquisition of any securities by the Respondent is prohibited for a period of 1 year commencing on the date of the Commission's order approving this Settlement Agreement pursuant to paragraph 2.1 of subsection 127(1) of the Act, except that the acquisition of securities shall be permitted in mutual fund, exchange-traded fund or index fund securities for the account of any registered retirement savings plans, registered education saving plans, tax-free savings accounts and self-directed retirement savings plans (as defined by the *Income Tax Act* (Canada)) in which the Respondent has sole legal and beneficial ownership, and such trading is carried out through a registered dealer in Canada to whom he must give a copy of this Order at the time he opens or modifies these accounts;
5. any exemptions contained in Ontario securities law do not apply to the Respondent for a period of 1 year, pursuant to paragraph 3 of subsection 127(1) of the Act;
6. the Respondent be prohibited from becoming or acting as a director or officer of any issuer for a period of 1 year commencing on the date of the Commission's order approving this Settlement Agreement, pursuant to paragraph 8 of subsection 127(1) of the Act; and
7. subject to the terms of the Settlement Agreement, the Respondent agrees to make a payment of \$12,500 to the Commission, which amount is designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b)(i) or (ii) of the Act.

"Janet Leiper"

**IN THE MATTER OF
HARALD SEEMANN,
JENS BRANDT and
KARL PAWLOWICZ**

**SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION and
JENS BRANDT**

PART I – INTRODUCTION

1. This matter is about the trading of shares in Big Rock Labs Inc. (“BLA”) by Jens Brandt (“Brandt” or “the Respondent”) which, when viewed in the context of and in conjunction with other trading by insiders of BLA, resulted in or contributed to a misleading appearance of trading activity in BLA. Ensuring that market participants do not engage in or facilitate manipulating the market for shares of a company is essential in achieving the purposes of the *Securities Act*, RSO 1990, c S.5 (the “Act”) of protecting investors from unfair, improper or fraudulent practices and fostering fair and efficient markets and confidence in capital markets.
2. The parties will jointly file a request that the Ontario Securities Commission (the “Commission”) issue a Notice of Hearing (the “Notice of Hearing”) to announce that it will hold a hearing (the “Settlement Hearing”) to consider whether, pursuant to sections 127 and 127.1 of the Act, it is in the public interest for the Commission to make certain orders against Brandt.

PART II – JOINT SETTLEMENT RECOMMENDATION

3. Staff of the Commission (“Staff”) recommend settlement of the proceeding (the “Proceeding”) against the Respondent commenced by the Notice of Hearing, in accordance with the terms and conditions set out in Part V of this Settlement Agreement. Staff and the Respondent consent to the making of an order (the “Order”) in the form attached as Schedule “A” to this Settlement Agreement based on the facts set out herein.
4. For the purposes of the Proceeding, and any other regulatory proceeding commenced by a securities regulatory authority, the Respondent agrees with the facts set out in Part III of this Settlement Agreement and the conclusion in Part IV of this Settlement Agreement.

PART III – AGREED FACTS

A. Overview

5. In June 2014, Brandt engaged in trading of shares of BLA at the direction or request of Harald Seemann (“Seemann”), which Seemann has admitted resulted in or contributed to a misleading appearance of trading activity in BLA.

B. The Respondent

6. Brandt is a resident of Ontario. Brandt met and became an acquaintance of Seemann in 2008. In October 2014, Brandt became a director of BLA. From August 2016 until May 2018, he was the CFO of BLA. Brandt has never been registered with the Commission in any capacity.
7. BLA is a public company which was incorporated in British Columbia in April 2014. Its shares are listed on the Canadian Securities Exchange and the Frankfurt Stock Exchange. BLA is a reporting issuer in Ontario with its registered address in Toronto. In 2014 and 2015, BLA was a technology company which specialized in digital product research and development. BLA did not earn any revenue during the Material Time.
8. Seemann was the founder, Chief Financial Officer and a director of BLA. He was the directing mind of the company.

C. Brandt’s Trading in BLA Shares

9. In June 2014, Brandt engaged in match trading with Seemann. On the evening of June 10, 2014, there were two telephone calls between Seemann and Brandt, which were followed by Brandt’s purchase of 145,200 BLA shares which were sold from Seemann’s spouse’s margin account on June 12 and 13, 2014.
10. On June 15, 2014, there was another telephone call between Brandt and Seemann, which was followed by the sale of 128,182 BLA shares from Brandt to Seemann’s spouse’s Scotia iTrade TFSA account, just after the opening of the

market on June 16, 2014. The telephone calls between Seemann and Brandt on June 10 and 15, 2014 were the only three phone calls made between the two of them during the entire month of June.

D. Mitigating Factors

11. At the time of the trading described above, Brandt had no experience in the market. Brandt represents and warrants to the Commission that he was unaware of the implications of the trading described at paragraphs 9 and 10.
12. At the time of the trading described above, Brandt was not an officer or director of a public corporation, and did not hold a position of special responsibility within the capital markets. Brandt has voluntarily resigned as an officer and director of BLA.
13. Brandt has cooperated with Staff throughout the course of Staff's investigation and these proceedings.
14. By admitting the facts and contraventions described herein, Brandt has:
 - a. expressed remorse for his actions; and
 - b. saved the OSC significant time and resources associated with conducting a fully contested hearing on the merits.

PART IV – CONDUCT CONTRARY TO THE PUBLIC INTEREST

15. By engaging in the conduct described above, Brandt admits and acknowledges that he has acted contrary to the public interest.
16. Staff do not allege that the Respondent earned a profit as a result of his manipulative activity described in paragraphs 9 to 10 of this Settlement Agreement.

PART V – TERMS OF SETTLEMENT

17. The Respondent agrees to the terms of settlement set out below.
18. The Respondent consents to the Order, pursuant to which it is ordered that:
 - (a) this Settlement Agreement be approved;
 - (b) the Respondent be reprimanded, pursuant to paragraph 6 of subsection 127(1) of the Act;
 - (c) trading by the Respondent in any securities and derivatives cease for a period of 1 year commencing on the date of the Order pursuant to paragraph 2 of subsection 127(1) of the Act, except that trading shall be permitted in mutual fund, exchange-traded fund or index fund securities for the account of any registered retirement savings plans, registered education saving plans, tax-free savings accounts and self-directed retirement savings plans (as defined in the *Income Tax Act* (Canada)) in which the Respondent has legal and beneficial ownership, and such trading is carried out through a registered dealer in Canada to whom he must give a copy of this Order at the time he opens or modifies these accounts;
 - (d) the acquisition of any securities by the Respondent is prohibited for a period of 1 year commencing on the date of the Commission's order approving this Settlement Agreement pursuant to paragraph 2.1 of subsection 127(1) of the Act, except that the acquisition of securities shall be permitted in mutual fund, exchange-traded fund or index fund securities for the account of any registered retirement savings plans, registered education saving plans, tax-free savings accounts and self-directed retirement savings plans (as defined by the *Income Tax Act* (Canada)) in which the Respondent has sole legal and beneficial ownership, and such trading is carried out through a registered dealer in Canada to whom he must give a copy of this Order at the time he opens or modifies these accounts;
 - (e) any exemptions contained in Ontario securities law do not apply to the Respondent for a period of 1 year, commencing on the date of the Commission's order approving this Settlement Agreement, pursuant to paragraph 3 of subsection 127(1) of the Act;
 - (f) the Respondent be prohibited from becoming or acting as a director or officer of any issuer for a period of 1 year commencing on the date of the Commission's order approving this Settlement Agreement, pursuant to paragraph 8 of subsection 127(1) of the Act; and

- (g) The Respondent agrees to make a payment of \$12,500 to the Commission for the benefit of third parties.
19. The amount set out in sub-paragraph 18(g) shall be paid by the Respondent by the date of the Commission's Order approving this Settlement Agreement, by way of a certified cheque payable to "the Ontario Securities Commission".
20. The Respondent acknowledges that this Settlement Agreement and the Order may form the basis for orders of parallel effect in other jurisdictions in Canada. The securities laws of some other Canadian jurisdictions allow orders made in this matter to take effect in those other jurisdictions automatically, without further notice to the Respondent. The Respondent should contact the securities regulator of any other jurisdiction in which the Respondent intends to engage in any securities – or derivatives – related activities, prior to undertaking such activities.
21. The Respondent undertakes to consent to a regulatory Order made by any provincial or territorial securities regulatory authority in Canada containing any or all of the prohibitions set out in sub paragraphs 18(c), (d), (e), and (f) above. These sanctions may be modified to reflect the provisions of the relevant provincial or territorial law.

PART VI – FURTHER PROCEEDINGS

22. If the Commission approves this Settlement Agreement, Staff will not commence or continue any proceeding against the Respondent under Ontario securities law based on the misconduct described in Part III of this Settlement Agreement, unless the Respondent fails to comply with any term in this Settlement Agreement, in which case Staff may bring proceedings under Ontario securities law against the Respondent that may be based on, among other things, the facts set out in Part III of this Settlement Agreement as well as the breach of this Settlement Agreement.
23. The Respondent acknowledges that, if the Commission approves this Settlement Agreement and the Respondent fails to comply with any term in it, the Commission is entitled to bring any proceedings necessary.
24. The Respondent waives any defences to a proceeding that are based on the limitation period in the Act, provided that no such proceeding shall be commenced later than six years from the date of the occurrence of the last failure to comply with this Settlement Agreement.

PART VII – PROCEDURE FOR APPROVAL OF SETTLEMENT

25. The parties will seek approval of this Settlement Agreement at the Settlement Hearing before the Commission, which shall be held on a date determined by the Secretary to the Commission in accordance with this Settlement Agreement and the Commission's Rules of Procedure, adopted October 31, 2017.
26. The Respondent will attend the Settlement Hearing in person.
27. The parties confirm that this Settlement Agreement sets forth all of the agreed facts that will be submitted at the Settlement Hearing, unless the parties agree that additional facts should be submitted at the Settlement Hearing.
28. If the Commission approves this Settlement Agreement:
- (a) the Respondent irrevocably waives all rights to a full hearing, judicial review or appeal of this matter under the Act; and
 - (b) the parties will not make any public statement that is inconsistent with this Settlement Agreement or with any additional agreed facts submitted at the Settlement Hearing.
29. Whether or not the Commission approves this Settlement Agreement, the Respondent will not use, in any proceeding, this Settlement Agreement or the negotiation or process of approval of this Settlement Agreement as the basis for any attack on the Commission's jurisdiction, alleged bias, alleged unfairness or any other remedies or challenges that may be available.

PART VIII – DISCLOSURE OF SETTLEMENT AGREEMENT

30. If the Commission does not make the Order:
- (a) this Settlement Agreement and all discussions and negotiations between Staff and the Respondent before the Settlement Hearing will be without prejudice to Staff and the Respondent; and
 - (b) Staff and the Respondent will each be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing on the merits of the allegations contained in the Statement of Allegations in

respect of the Proceeding. Any such proceedings, remedies and challenges will not be affected by this Settlement Agreement, or by any discussions or negotiations relating to this Settlement Agreement.

31. The parties will keep the terms of this Settlement Agreement confidential until the Settlement Hearing, unless they agree in writing not to do so or unless otherwise required by law.

PART IX – EXECUTION OF SETTLEMENT AGREEMENT

32. This Settlement Agreement may be signed in one or more counterparts which together constitute a binding agreement.

33. A facsimile copy or other electronic copy of any signature will be as effective as an original signature.

DATED at Toronto, this “28th” day of “May”, 2018.

“Clarke Tedesco”
Witness: (print name):

“Jens Brandt”
“Jens Brandt”

DATED at Toronto, Ontario, this “29th” day of “May”, 2018.

STAFF OF THE ONTARIO SECURITIES COMMISSION

By: “Jeff Kehoe”
Jeff Kehoe
Director, Enforcement Branch

Schedule "A"

IN THE MATTER OF
HARALD SEEMANN,
JENS BRANDT and
KARL PAWLOWICZ

[INSERT COMMISSIONERS OF THE PANEL]

____, 2018

ORDER
Sections 127 and 127.1 of the *Securities Act*, RSO 1990, c S.5

WHEREAS on ____, 2018, the Ontario Securities Commission held a hearing at the offices of the Commission, located at 20 Queen Street West, 17th Floor, Toronto, Ontario, to consider the approval of a settlement agreement dated ____, 2018 (the **Settlement Agreement**) between Jens Brandt (the **Respondent**) and Staff of the Commission (**Staff**);

ON READING the Statement of Allegations dated May 3, 2018 and the Settlement Agreement and on hearing the submissions of representatives of Staff and the Respondent;

IT IS ORDERED THAT:

1. the Settlement Agreement is approved;
2. the Respondent be reprimanded, pursuant to paragraph 6 of subsection 127(1) of the *Securities Act*, RSO 1990, c S.5 (the **Act**);
3. trading by the Respondent in any securities and derivatives cease for a period of 1 year commencing on the date of the Order pursuant to paragraph 2 of subsection 127(1) of the Act, except that trading shall be permitted in mutual fund, exchange-traded fund or index fund securities for the account of any registered retirement savings plans, registered education saving plans, tax-free savings accounts and self-directed retirement savings plans (as defined in the *Income Tax Act* (Canada)) in which the Respondent has legal and beneficial ownership, and such trading is carried out through a registered dealer in Canada to whom he must give a copy of this Order at the time he opens or modifies these accounts;
4. the acquisition of any securities by the Respondent is prohibited for a period of 1 year commencing on the date of the Commission's order approving this Settlement Agreement pursuant to paragraph 2.1 of subsection 127(1) of the Act, except that the acquisition of securities shall be permitted in mutual fund, exchange-traded fund or index fund securities for the account of any registered retirement savings plans, registered education saving plans, tax-free savings accounts and self-directed retirement savings plans (as defined by the *Income Tax Act* (Canada)) in which the Respondent has sole legal and beneficial ownership, and such trading is carried out through a registered dealer in Canada to whom he must give a copy of this Order at the time he opens or modifies these accounts;
5. any exemptions contained in Ontario securities law do not apply to the Respondent for a period of 1 year, pursuant to paragraph 3 of subsection 127(1) of the Act;
6. the Respondent be prohibited from becoming or acting as a director or officer of any issuer for a period of 1 year commencing on the date of the Commission's order approving this Settlement Agreement, pursuant to paragraph 8 of subsection 127(1) of the Act; and
7. Subject to the terms of the Settlement Agreement, the Respondent agrees to make a payment of \$12,500 to the Commission for the benefit of third parties.

This page intentionally left blank

Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 OSC Decisions

3.1.1 Harald Seemann et al. – s. 127

IN THE MATTER OF HARALD SEEMANN, JENS BRANDT AND KARL PAWLOWICZ

ORAL REASONS FOR APPROVAL OF A SETTLEMENT (Section 127 of the Securities Act, RSO 1990, c S.5)

Citation: *Seemann (Re)*, 2018 ONSEC 27

Date: 2018-06-01

File No.: 2018-19

Hearing: June 1, 2018
Decision: June 1, 2018
Panel: Mark J. Sandler Commissioner and Chair of the Panel
Appearances: Jennifer Lynch For Staff of the Commission
Bill Michelson For Karl Pawlowicz

ORAL REASONS FOR APPROVAL OF A SETTLEMENT

The following reasons have been prepared for publication in the Ontario Securities Commission Bulletin, based on the reasons delivered orally at the hearing, and as edited and approved by the Panel, to provide a public record.

- [1] From June 2014 to August 2015, Mr. Pawlowicz was the Chief Executive Officer and a director of a public company, Big Rock Labs Inc. (**BLA**). At the material time, BLA was a technology company which specialized in digital product research and development. Its founder, Harald Seemann was also the Chief Financial Officer, and a director of BLA. He was the directing mind of the company.
- [2] This matter is about Mr. Pawlowicz who, while serving as CEO and a director, participated in, and facilitated the manipulative trading in shares of BLA.
- [3] Commission Staff and Mr. Pawlowicz have come to a settlement agreement in relation to the matter. That settlement agreement has been filed with the Commission. Part III of that settlement agreement sets out the agreed facts which I need not set out, in full, in these brief oral reasons.
- [4] Based on those agreed facts, I am satisfied (and Mr. Pawlowicz admits) that:
- a. He was directed by Seemann to open two trading accounts at Questrade in May 2014. He did so. He then provided Seemann with his log-in information and his consent to Seemann conducting trading activities in those accounts. Mr. Pawlowicz was also aware that Seemann held the log-in information to the trading accounts of other insiders at BLA;
 - b. Seemann used his access to Mr. Pawlowicz's Questrade accounts, as well as his access to the accounts of other insiders, to engage in manipulative trading of BLA shares from June 2014 to June 2015. Mr. Pawlowicz was aware that Seemann was trading BLA shares in these various accounts. He was not advised by Seemann or others that Seemann's trading practices were representative of improper or manipulative trading under the Ontario *Securities Act*¹ (the **Act**);
 - c. Mr. Pawlowicz also held a cash trading account at the Toronto Dominion Bank. In July 2014, Seemann instructed Mr. Pawlowicz to place a bid for BLA shares on the market through this TD account and then to

¹ RSO 1990, c S.5.

advise Seemann that he had done so. Seemann told Mr. Pawlowitz to do so in an attempt to show that there was an interest in buying BLA shares. Mr. Pawlowicz followed Seemann's instructions.

- d. Staff do not allege that Mr. Pawlowicz earned a profit as a result of these activities. However, he participated in and facilitated manipulative trading in BLA shares. This constituted a contravention of s. 126.1(1)(a) of the Act and was conduct contrary to the public interest. Indeed, he completely failed to meet the standard expected of an officer and director participating in Ontario's capital markets and interfered with the free and fair operation of those markets.

[5] The terms of settlement here involve the following:

- a. the Respondent be reprimanded, pursuant to paragraph 6 of subsection 127(1) of the Act;
- b. the Respondent pay an administrative penalty of \$12,500, pursuant to paragraph 9 of subsection 127(1) of the Act, which amount is designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b)(i) or (ii) of the Act;
- c. trading by the Respondent in any securities and derivatives cease for a period of 2 years commencing on the date of the Order pursuant to paragraph 2 of subsection 127(1) of the Act, except that trading shall be permitted in mutual fund, exchange-traded fund or index fund securities for the account of any registered retirement savings plans, registered education saving plans, tax-free savings accounts and self-directed retirement savings plans (as defined in the *Income Tax Act* (Canada)) in which the Respondent has legal and beneficial ownership, and such trading is carried out through a registered dealer in Canada to whom he must give a copy of this Order at the time he opens or modifies these accounts;
- d. the acquisition of any securities by the Respondent is prohibited for a period of 2 years commencing on the date of the Commission's order approving this Settlement Agreement pursuant to paragraph 2.1 of subsection 127(1) of the Act, except that the acquisition of securities shall be permitted in mutual fund, exchange-traded fund or index fund securities for the account of any registered retirement savings plans, registered education saving plans, tax-free savings accounts and self-directed retirement savings plans (as defined by the *Income Tax Act* (Canada)) in which the Respondent has sole legal and beneficial ownership, and such trading is carried out through a registered dealer in Canada to whom he must give a copy of this Order at the time he opens or modifies these accounts;
- e. any exemptions contained in Ontario securities law do not apply to the Respondent for a period of 2 years, commencing on the date of the Commission's order approving this Settlement Agreement, pursuant to paragraph 3 of subsection 127(1) of the Act; and
- f. the Respondent be prohibited from becoming or acting as a director or officer of any reporting issuer for a period of 2 years commencing on the date of the Commission's order approving this Settlement Agreement, pursuant to paragraph 8 of subsection 127(1) of the Act.

[6] It was agreed that the \$12,500 administrative penalty would be paid at or before this hearing.

[7] The Commission is only to disapprove a settlement agreement in exceptional circumstances. This deference is explained, in part, by the high desirability of encouraging settlement agreements between Staff and respondents, and promoting certainty in the industry. In my view, this settlement agreement falls within the range of reasonable dispositions available in the circumstances, and most importantly, is in the public interest. In particular, it appropriately addresses both general and specific deterrence, and takes into consideration a number of mitigating factors. These include, but are not limited to the following:

- a. Mr. Pawlowicz has not previously been the subject of OSC disciplinary proceedings;
- b. He cooperated with Staff throughout Staff's investigation and during these proceedings; and
- c. He has expressed remorse for his actions and saved the OSC significant time and resources associated with his participation in a fully contested hearing on the merits.

[8] I am also mindful of the leading role played by Mr. Seemann in these manipulations: most particularly, in initiating these activities on Mr. Pawlowicz's part and providing him with his instructions. The significant differences in their level of involvement have been appropriately recognized when comparing this settlement agreement with the agreement entered into between Staff and Mr. Seemann. I have also reviewed several other precedents involving manipulative

trading activity. These reinforce my view that the proposed sanctions to be imposed here fall within the range of reasonable outcomes available to me in the circumstances.

[9] For these reasons, I approve the settlement agreement in the terms proposed by the parties.

[10] Mr. Pawlowicz, this has undoubtedly been a painful lesson for you. However, as the Chief Executive Officer and a director of a public company, you were in a position of significant responsibility and trust. Indeed, as Chief Executive Officer and a director, you were responsible for BLA's compliance with Ontario securities legislation. You failed to comply with the law or adhere to the high standard of conduct expected of you in the circumstances. In accordance with paragraph 6 of subsection 127(1) of the Act, the Commission hereby reprimands you for the conduct which is the subject matter of this proceeding.

[11] No costs were agreed to. No costs are awarded.

Dated at Toronto this 1st day of June, 2018.

"Mark J. Sandler"

3.1.2 Harald Seemann et al. – ss. 127, 127.1

IN THE MATTER OF
HARALD SEEMANN,
JENS BRANDT and
KARL PAWLOWICZ

ORAL REASONS FOR APPROVAL OF SETTLEMENT
(Sections 127 and 127.1 of the *Securities Act*, RSO 1990, c S.5)

Citation: *Seemann (Re)*, 2018 ONSEC 28

Date: 2018-06-01

File No.: 2018-19

Hearing: June 1, 2018
Decision: June 1, 2018
Panel: Janet Leiper Commissioner and Chair of the Panel
Appearances: Jennifer Lynch For Staff of the Commission
Clarke Tedesco For Jens Brandt

ORAL REASONS FOR APPROVAL OF SETTLEMENT

The following reasons have been prepared for publication in the Ontario Securities Commission Bulletin, based on the reasons delivered orally at the hearing, and as edited and approved by the Panel, to provide a public record.

I. INTRODUCTION

- [1] The Respondent, Jens Brandt, has entered into a settlement agreement with Staff of the Commission. The settlement agreement was jointly filed by the parties for consideration at this hearing. The agreement includes a description of Mr. Brandt's conduct and proposes an order imposing sanctions on Mr. Brandt.
- [2] After considering the proposed settlement, prior settlement approval decisions and the principles to be applied to settlements, I have concluded that the requested order is in the public interest. These are my reasons for making this finding.

II. THE CONDUCT

- [3] The settlement agreement describes the conduct at issue that has attracted the joint request for sanctions under the Ontario *Securities Act*¹ (the **Act**). Mr. Brandt's settlement follows the settlement of another Respondent in this matter, Harald Seemann, which was approved by the Commission on May 7, 2018.
- [4] Mr. Brandt was the Chief Financial Officer and a director of Big Rock Labs Inc. (**Big Rock**), a reporting issuer in Ontario. Mr. Seemann was the founder, directing mind and a director and officer of Big Rock.
- [5] The conduct at issue occurred in June 2014, at a time prior to Mr. Brandt becoming a director and officer of Big Rock. On two occasions during the month of June 2014, Mr. Brandt participated in transactions involving Big Rock shares at the direction or request of Mr. Seemann. Mr. Seemann has admitted in his settlement with the Commission that these transactions formed part of a manipulative trading scheme in Big Rock shares that created a misleading appearance of market activity in an attempt to generate interest and create liquidity in the shares.
- [6] Mr. Brandt admits that by participating in this course of conduct, he acted contrary to the public interest.

III. THE PROPOSED SETTLEMENT

- [7] The terms of the settlement include the following sanctions against Mr. Brandt:
- a. a payment to the Commission in the amount of \$12,500 for the benefit of third parties;

¹ RSO 1990, c S.5.

- b. a one-year ban on buying or selling any securities, except that Mr. Brandt may buy or sell mutual funds, exchange-traded funds or index funds securities under a registered retirement savings plan, registered education saving plan, tax-free savings account or self-directed retirement savings plan;
- c. a one-year ban from relying on exemptions contained in Ontario securities law;
- d. a one-year ban on becoming or acting as a director or officer of any issuer; and
- e. a reprimand.

[8] Staff has indicated during the hearing that the payment to the Commission was delivered today.

IV. PRINCIPLES AND ANALYSIS

[9] The role of the Panel in considering a settlement agreement is to determine whether the sanctions proposed fall within a range of reasonable outcomes and should be approved as being in the public interest. It is important to note that a negotiated settlement will not generally yield the same sanctions that might follow a fully contested hearing. A settlement is based on the facts agreed to by the parties, which may or may not be the facts that a Panel would find after a contested hearing.

[10] In determining that this settlement is in the public interest, I considered the following mitigating factors:

- a. Mr. Brandt had no experience in the market and was not an officer or director at the time of the misconduct;
- b. Mr. Brandt represented that he was unaware of the implications of the impugned trading;
- c. Mr. Brandt has voluntarily resigned as an officer and director of Big Rock;
- d. Mr. Brandt has cooperated with Staff throughout the course of Staff's investigation;
- e. Mr. Brandt has expressed remorse for his actions; and
- f. Staff does not allege that Mr. Brandt earned any profit as a result of his trading activity.

[11] In my view, the sanctions proposed by the parties take into consideration the seriousness of the misconduct and appropriate mitigating factors. The settlement is reasonable and its approval is in the public interest. An order will be issued following this hearing in substantially the form proposed by the parties.

[12] Mr. Brandt, as stated, the terms of your settlement with the Commission and the order that will be issued contemplate a reprimand of you. You are hereby reprimanded. Thank you for attending today.

Dated at Toronto on this 1st day of June, 2018.

“Janet Leiper”

3.2 Director's Decisions

3.2.1 Todd Milligan – s. 31

IN THE MATTER OF STAFF'S RECOMMENDATION TO SUSPEND THE REGISTRATION OF TODD MILLIGAN

OPPORTUNITY TO BE HEARD BY THE DIRECTOR UNDER SECTION 31 OF THE *SECURITIES ACT* (ONTARIO)

Decision

1. For the reasons outlined below, my decision is that the registration of Todd Milligan (**Milligan**) be suspended for a period three months.

Background

2. By letter dated March 14, 2018, staff (**Staff**) of the Ontario Securities Commission (**Commission**) advised Milligan that it had recommended to the Director that his registration as a mutual fund dealing representative with Quadrus Investment Services Inc. (**Quadrus**) be suspended for a period of six months. Staff provided three primary bases for this recommendation. First, Milligan failed to disclose a criminal charge, second, Milligan failed to comply with the policies and procedures of Quadrus, and lastly, Milligan made untrue statements to Staff.
3. Pursuant to section 31 of the *Securities Act* (Ontario) (**Act**), Milligan is entitled to an opportunity to be heard (**OTBH**) before I, as Director, decide whether to accept Staff's recommendation. The OTBH occurred on May 9, 2018. Staff was represented by Mark Skuce, Senior Legal Counsel in the Compliance and Registrant Regulation Branch of the Commission. Milligan appeared on his own behalf.

Brief outline of relevant facts

4. The facts of this case are straightforward. On February 26, 2016, Milligan was informed by the police that he was being charged with disobeying a court order by sending an email to his ex-wife. After an administrative delay, Milligan was charged on May 4, 2016 with one count of disobeying a lawful order of the court, contrary to subsection 127(1) of the *Criminal Code*. Milligan's first documented appearance in court in relation to this charge was on June 22, 2016. On July 20, 2016, Milligan pled guilty to the charge and received a conditional discharge. Neither the charge nor the outcome of the charge was reported to the Commission on a timely basis, as required by section 4.1 of National Instrument 33-109 *Registration Information* (**NI 33-109**).
5. Staff became aware of the lack of disclosure during a normal course check following a request by Quadrus on July 21, 2017 to have close supervision terms and conditions removed from Milligan's registration. The close supervision terms and conditions were imposed by Staff following a disclosure by Milligan on May 5, 2016 on Form 33-109F5 *Change of Registration Information* disclosing that on April 18, 2016, Milligan had made a voluntary assignment into bankruptcy. On January 31, 2017, an additional F5 was delivered to the Commission disclosing that Milligan had been discharged from bankruptcy, effective January 19, 2017.

Submissions

Mandate of the Commission

6. The mandate of the Commission includes protecting investors from unfair, improper or fraudulent practices. It is well established that registration is a privilege and not a right. Paragraph 28(a) of the Act provides that the Director may suspend the registration of an individual if it appears to the Director that the individual is not suitable for registration or has failed to comply with Ontario securities law, or the registration is otherwise objectionable. The factors to be considered by the Director in determining suitability for registration are found in section 27(2) of the Act and include proficiency, solvency and integrity, and such other factors as the Director considers relevant. Staff submits that Milligan failed to comply with Ontario securities law, that he is not suitable for registration because his conduct fell short of what's expected and he therefore lacks integrity, and that his ongoing registration is otherwise objectionable.

Failure to disclose criminal charge on a timely basis

7. The facts were clear on this point and acknowledged by Milligan. He did not file the required disclosures on a timely basis. In fact, the information that was required to be disclosed was independently discovered by Staff, and the

requisite disclosures were not provided until after Milligan was interviewed by Staff. As a result, I find that Milligan failed to comply with Ontario securities law.

8. Staff's views on failure to disclose changes in registration information are clear and are set out in CSA Staff Notice 33-320 *The Requirement for True and Complete Applications for Registration*. Although the notice deals primarily with initial applications for registration, the Notice states that "registrants should consider the guidance in this Notice as generally applicable to all registration-related documents they are required to deliver to their securities regulatory authority under applicable legislation". The Notice also states that:

Similarly, if Staff discovers after an individual has become registered that ... they have failed to meet their ongoing disclosure obligation, the matter will be investigated and could result in regulatory action being taken against the registrant, including a possible suspension of registration.

Misrepresentation made to Quadrus

9. Milligan has been registered with Quadrus since May 2002. He is also an employee of Quadrus' sister company, London Life, as an insurance salesman. Staff submitted, and Milligan agreed, that he did not disclose either the 2016 charge (or the conditional discharge) to either Quadrus or London Life as required by the policies and procedures of both entities. Staff further submitted that Milligan's signing off of the electronic codes of conduct of both entities, falsely represented to Quadrus and London Life that he was in compliance with their codes of conduct.

Untrue statements made to Staff

10. Staff submitted that Milligan made several untrue statements to them in the course of Staff's interview with him. The statements made related to statements Milligan said were made by the court in the hearing related the criminal charge referred to above. Staff's view is that the statements made by Milligan appear to minimize the gravity of the matter and appear to have been intended to convey to Staff the impression that the criminal charge was dismissed by the court. Staff subsequently reviewed the transcript from the July 20, 2016 guilty plea where Milligan received a conditional discharge and did not find the statements made by Milligan in the transcript.

Integrity of Milligan

11. Staff submits that Milligan lacks integrity because his conduct in failing to provide appropriate disclosure to his sponsoring firm and the Commission fell short of what the Commission expects of a registrant. Staff also submits that whether or not the failure to disclose resulted from forgetfulness, the conduct cannot be excused.

Reasons for decision

12. My decision is that the registration of Milligan should be suspended for a period of three months.
13. It was clear to me that Milligan did not make the required disclosures on a timely basis. It was also clear to me that Milligan did not comply with the policies and procedures of Quadrus, a registered firm. Milligan claimed he forgot to make the disclosures. Staff submitted that the failure to disclose was not a technical breach of the registration requirements and that failure to make required regulatory filings was a matter of serious concern to Staff.
14. Staff argued that the appropriate suspension term fell between three and nine months. They referred me to two cases in particular. In the case of *Re Nyren*, (2001) IDACD No 27, Nyren was (under the terms of an amended settlement agreement) suspended for three months by the Pacific District Council of what was then known as the Investment Dealers of Association of Canada (**Association**) for falsifying examination results and then representing to Association staff that the false results were true. In the case of *Re Obasi* (2011) 34 OSCB 3012, Obasi was suspended for nine months for forging two clients' signatures, asking one of the clients to cover up his misconduct by lying to his sponsoring firm, and lying to Staff when questioned about the forgery.
15. In my view, a suspension period of three months is appropriate as the particular circumstances of this case can be distinguished from the precedents of *Re Nyren* and *Re Obasi*. The term of suspension for *Re Nyren* was arguably impacted by the panel's view of the way in which the matter was handled by staff of the Association. Additionally, the theme of falsification that runs through both *Re Nyren* and *Re Obasi* are absent in this matter.
16. In my view, this decision strikes the appropriate balance between general and specific deterrence. Milligan clearly failed to meet his ongoing registration obligations by failing to disclose a criminal charge, and later on, the conditional discharge. However, Milligan was forthright in the OTBH regarding his failure to disclose the criminal charge (and the conditional discharge), took responsibility for his failure to comply with Ontario securities law, accepted that he should be reprimanded for his conduct, and appeared genuinely remorseful. In addition, Milligan's regulatory record is clean,

other than his failure to disclose this charge and the conditional discharge. In my view, he is unlikely to repeat this misconduct in the future. Accordingly, I do not find Milligan's ongoing registration to be objectionable and believe that a three month suspension is appropriate in dealing with his past conduct both from a specific deterrence and general deterrence perspective.

17. I decided not to find Milligan guilty of providing untrue statements to Staff. While the statements made by Milligan to Staff were not word for word found in the transcript of the July 20, 2016 court proceeding, my review of the transcript indicates that the tone and tenor of the comments made by the court were not substantially different from the tone and tenor of the statements made by Milligan in his interview with Staff.
18. Lastly, I want to deal specifically with Staff's submissions that Milligan's conduct in this matter impugned his integrity. I agree that Milligan's failure to provide appropriate disclosure fell short of what the Commission expects of a registrant. However given Milligan's prior clean regulatory record, his demonstrated remorsefulness and the specific facts of this case, I had difficulty finding that Milligan impugned his integrity. As above, I believe a three month suspension is the appropriate sanction in the circumstances of this case. It is important for registrants to know that the Commission takes ongoing registration requirements seriously, including the requirement to disclose criminal charges. Registrants must update their registration information on a timely basis. Failure to do so will result in regulatory consequences, up to and including suspension or termination of registration.

"Marriane Bridge", FCPA, FCA
Deputy Director, Compliance and Registrant Regulation Branch
Ontario Securities Commission

Dated: May 30, 2018

Chapter 4

Cease Trading Orders

4.1.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders

Company Name	Date of Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/Revoke
THERE IS NOTHING TO REPORT THIS WEEK.				

Failure to File Cease Trade Orders

Company Name	Date of Order	Date of Revocation
Distinct Infrastructure Group Inc.	04 May 2018	04 June 2018

4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders

Company Name	Date of Order	Date of Lapse
THERE IS NOTHING TO REPORT THIS WEEK.		

4.2.2 Outstanding Management & Insider Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order
Performance Sports Group Ltd.	19 October 2016	31 October 2016	31 October 2016		

Company Name	Date of Order	Date of Lapse
Agility Health, Inc.	01 May 2018	
Katanga Mining Limited	15 August 2017	
Sage Gold Inc.	01 May 2018	

This page intentionally left blank

Chapter 5

Rules and Policies

5.1.1 Amendments to Ontario Securities Commission Rule 72-503 Distributions Outside Canada

AMENDMENTS TO ONTARIO SECURITIES COMMISSION RULE 72-503 *DISTRIBUTIONS OUTSIDE CANADA*

1. ***Ontario Securities Commission Rule 72-503 Distributions Outside Canada is amended by this Instrument.***
2. ***Section 1.1 is amended***
 - (a) ***by deleting “and”, and***
 - (b) ***by adding the following definitions:***

“convertible security” has the same meaning as in National Instrument 45-102 *Resale of Securities*;

“exchangeable security” has the same meaning as in National Instrument 45-102 *Resale of Securities*;

“multiple convertible security” has the same meaning as in National Instrument 45-102 *Resale of Securities*;

and

“underlying security” has the same meaning as in National Instrument 45-102 *Resale of Securities*..
3. ***Part 2 is amended by adding the following sections:***
 - 2.7 ***First Trades in Securities of a Non-Reporting Issuer Distributed under a Prospectus Exemption***
 - (1) The prospectus requirement does not apply to the first trade of a security distributed under an exemption from the prospectus requirement if
 - (a) the issuer of the security
 - (i) was not a reporting issuer in any jurisdiction of Canada on the distribution date, or
 - (ii) is not a reporting issuer in any jurisdiction of Canada on the date of the trade;
 - (b) at the distribution date, after giving effect to the issue of the security and any other securities of the same class or series that were issued at the same time as or as part of the same distribution as the security, residents of Canada
 - (i) did not own directly or indirectly more than 10 percent of the outstanding securities of the class or series, and
 - (ii) did not represent in number more than 10 percent of the total number of owners directly or indirectly of securities of the class or series; and
 - (c) the trade is made
 - (i) through an exchange, or a market, outside of Canada, or
 - (ii) to a person or company outside of Canada;
 - (2) The prospectus requirement does not apply to the first trade of an underlying security if
 - (a) the convertible security, exchangeable security or multiple convertible security that, directly or indirectly, entitled or required the holder to acquire the underlying security was distributed under an exemption from the prospectus requirement;

- (b) the issuer of the underlying security
 - (i) was not a reporting issuer in any jurisdiction of Canada on the distribution date of the convertible security, exchangeable security or multiple convertible security, or
 - (ii) is not a reporting issuer in any jurisdiction of Canada on the date of the trade;
- (c) the conditions in paragraph (1)(b) would have been satisfied for the underlying security at the time of the initial distribution of the convertible security, exchangeable security or multiple convertible security; and
- (d) the condition in paragraph (1)(c) is satisfied.

2.8 First Trades in Securities of a Non-Reporting Foreign Issuer Distributed under a Prospectus Exemption

- (1) In this section

"executive officer" means, for an issuer, an individual who is

- (a) a chair, vice-chair or president,
- (b) a chief executive officer or a chief financial officer, or
- (c) in charge of a principal business unit, division or function including sales, finance or production and that fact is disclosed in any of the following documents:
 - (i) the issuer's most recent disclosure document containing that information that is publicly available in a foreign jurisdiction where its securities are listed or quoted;
 - (ii) the offering document provided by the issuer in connection with the distribution of the security that is the subject of the trade;

"foreign issuer" means an issuer that is not incorporated or organized under the laws of Canada, or a jurisdiction of Canada, unless any of the following applies:

- (a) the issuer has its head office in Canada;
- (b) the majority of the executive officers or directors of the issuer ordinarily reside in Canada.

- (2) The prospectus requirement does not apply to the first trade of a security distributed under an exemption from the prospectus requirement if all of the following apply:

- (a) the issuer of the security was a foreign issuer on the distribution date;
- (b) the issuer of the security
 - (i) was not a reporting issuer in any jurisdiction of Canada on the distribution date, or
 - (ii) is not a reporting issuer in any jurisdiction of Canada on the date of the trade;
- (c) the trade is made
 - (i) through an exchange, or a market, outside of Canada, or
 - (ii) to a person or company outside of Canada.

- (3) The prospectus requirement does not apply to the first trade of an underlying security if all of the following apply:

- (a) the convertible security, exchangeable security or multiple convertible security that, directly or indirectly, entitled or required the holder to acquire the underlying security was distributed under an exemption from the prospectus requirement;

- (b) the issuer of the underlying security was a foreign issuer on the distribution date;
- (c) the issuer of the underlying security
 - (i) was not a reporting issuer in any jurisdiction of Canada on the distribution date, or
 - (ii) is not a reporting issuer in any jurisdiction of Canada on the date of trade;
- (d) the trade is made
 - (i) through an exchange, or a market, outside of Canada, or
 - (ii) to a person or company outside of Canada.

2.9 Anti-avoidance

The prospectus exemptions in subsections 2.7(1) and (2) and 2.8(2) and (3) are not available with respect to any transaction or series of transactions that is part of a plan or scheme to avoid the prospectus requirements in connection with a trade to a person or company in Canada..

- 3. This Instrument comes into force on June 12, 2018.

5.1.2 Changes to Companion Policy 72-503 Distributions Outside Canada

CHANGES TO COMPANION POLICY 72-503 DISTRIBUTIONS OUTSIDE CANADA

1. *Companion Policy 72-503 Distributions Outside Canada is changed by this Document.*

2. *Part 2 is changed by*

- (a) *replacing the heading “Resale” with “Resales subject to Restricted Period”;*
- (b) *adding the following before the heading “The Multijurisdictional Disclosure System”:*

Resales of Securities under Section 2.7 of the Rule

For the purposes of section 2.7 of the Rule, in determining the percentage of the outstanding securities of the class or series that are directly or indirectly owned by residents of Canada and the number of owners directly or indirectly that are residents of Canada, an issuer should use reasonable efforts to

- (a) determine securities held of record by a broker, dealer, bank, trust company or nominee for any of them for the accounts of customers resident in Canada;
- (b) count securities beneficially owned by residents of Canada as reported on reports of beneficial ownership; and
- (c) assume that a customer is a resident of the jurisdiction or foreign jurisdiction in which the nominee has its principal place of business if, after reasonable inquiry, information regarding the jurisdiction or foreign jurisdiction of residence of the customer is unavailable.

Lists of beneficial owners of securities maintained by intermediaries under SEC Rule 14a-13 under the 1934 Act or other securities law analogous to National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* may be useful in determining the percentages referred to in the above paragraph.

There is no requirement to place a legend on the securities in order to rely on the exemption in section 2.7 of the Rule.

The exemptions in subsections 2.7(1) and 2.7(2) of the Rule permit the resale of securities of an issuer in a *bona fide* trade outside of Canada. The exemptions are each subject to a condition that the trade is made through an exchange or a market outside of Canada, or to a person or company outside of Canada.

In the Commission’s view, selling security holders who wish to rely on the exemption may not take steps to sell in Canada by either (1) pre-arranging with a buyer that is a resident of Canada and settling on an exchange or a market outside of Canada or (2) selling securities to a person or company outside of Canada who the selling security holder has reason to believe is acquiring the securities on behalf of a Canadian investor. A selling security holder engaged in activities to sell or create a demand for the security in Canada would not be able to rely on the exemptions in section 2.7 of the Rule. This view is reinforced by the anti-avoidance provision in section 2.9 of the Rule.

As with all prospectus exemptions, a person relying on an exemption has to satisfy itself that the conditions to the exemption are met.

Resales of Securities under Section 2.8 of the Rule

The definition of “foreign issuer” in section 2.8 of the Rule uses the terms “directors” and “executive officers”. The term “director” is defined in the *Securities Act* (Ontario) and generally means a director of a company or an individual performing a similar function or acting in a similar capacity for any non-corporate issuer.

For a non-corporate issuer, an executive officer is a person who is acting in a capacity with the non-corporate issuer that is similar to that of an executive officer of a company.

In order to rely on section 2.8, a selling security holder will have to determine if the issuer is a foreign issuer on the distribution date. In some cases, the issuer will provide that information to investors at the time of the offering, perhaps in representations in subscription agreements or in offering materials. If the issuer doesn’t

provide that information, a security holder can determine whether an issuer is a foreign issuer by using the information disclosed in the issuer's most recent disclosure document containing that information that is publicly available in a foreign jurisdiction or the offering document provided by the issuer in connection with the distribution of the security that is the subject of the resale. A security holder may rely on this information unless the security holder has reason to believe that it is not accurate.

The term "ordinarily reside" is used to clarify that when an executive officer or director has a temporary residence outside of Canada, such as a vacation home, the executive officer or director would not generally be considered to reside outside of Canada for the purposes of the definition of foreign issuer.

There is no requirement to place a legend on the securities in order to rely on the exemptions in section 2.8 of the Rule.

The exemptions in subsections 2.8(2) and 2.8(3) of the Rule permit the resale of securities of an issuer in a *bona fide* trade outside of Canada. The exemptions are each subject to a condition that the trade is made through an exchange or a market outside of Canada, or to a person or company outside of Canada.

In the Commission's view, selling security holders who wish to rely on the exemptions may not take steps to sell in Canada by either (1) pre-arranging with a buyer that is a resident of Canada and settling on an exchange or a market outside of Canada or (2) selling securities to a person or company outside of Canada who the selling security holder has reason to believe is acquiring the securities on behalf of a Canadian investor. A selling security holder engaged in activities to sell or create a demand for the security in Canada would not be able to rely on the exemptions in section 2.8 of the Rule. This view is reinforced by the anti-avoidance rule in section 2.9 of the Rule.

As with all prospectus exemptions, a person relying on an exemption has to satisfy itself that the conditions to the exemption are met..

3. These changes become effective on June 12, 2018.

5.1.3 Amendments to National Instrument 45-102 Resale of Securities

AMENDMENTS TO NATIONAL INSTRUMENT 45-102 RESALE OF SECURITIES

Text boxes in this Instrument located below sections 2.14 and 2.15 refer to local instruments in Alberta and Ontario. These text boxes do not form part of this Instrument.

1. National Instrument 45-102 Resale of Securities is amended by this Instrument.

2. Section 2.14 is amended by adding the following subsection:

(3) This section does not apply in Alberta and Ontario..

In Ontario, section 2.7 of Ontario Securities Commission Rule 72-503 Distributions Outside Canada provides a similar exemption to the exemption in section 2.14 of this Instrument. In Alberta, Alberta Securities Commission Blanket Order 45-519 Prospectus Exemptions for Resale Outside Canada provides a similar exemption to the exemption in section 2.14 of this Instrument.

3. The Instrument is amended by adding the following section:

2.15 First Trades in Securities of a Non-Reporting Foreign Issuer Distributed under a Prospectus Exemption

(1) In this section

"executive officer" means, for an issuer, an individual who is

- (a) a chair, vice-chair or president,
- (b) a chief executive officer or a chief financial officer, or
- (c) in charge of a principal business unit, division or function including sales, finance or production and that fact is disclosed in any of the following documents:
 - (i) the issuer's most recent disclosure document containing that information that is publicly available in a foreign jurisdiction where its securities are listed or quoted;
 - (ii) the offering document provided by the issuer in connection with the distribution of the security that is the subject of the trade;

"foreign issuer" means an issuer that is not incorporated or organized under the laws of Canada, or a jurisdiction of Canada, unless any of the following applies:

- (a) the issuer has its head office in Canada;
- (b) the majority of the executive officers or directors of the issuer ordinarily reside in Canada.

(2) The prospectus requirement does not apply to the first trade of a security distributed under an exemption from the prospectus requirement if all of the following apply:

- (a) the issuer of the security was a foreign issuer on the distribution date;
- (b) the issuer of the security
 - (i) was not a reporting issuer in any jurisdiction of Canada on the distribution date, or
 - (ii) is not a reporting issuer in any jurisdiction of Canada on the date of the trade;
- (c) the trade is made
 - (i) through an exchange, or a market, outside of Canada, or

- (ii) to a person or company outside of Canada.
- (3) The prospectus requirement does not apply to the first trade of an underlying security if all of the following apply:
 - (a) the convertible security, exchangeable security or multiple convertible security that, directly or indirectly, entitled or required the holder to acquire the underlying security was distributed under an exemption from the prospectus requirement;
 - (b) the issuer of the underlying security was a foreign issuer on the distribution date;
 - (c) the issuer of the underlying security
 - (i) was not a reporting issuer in any jurisdiction of Canada on the distribution date, or
 - (ii) is not a reporting issuer in any jurisdiction of Canada on the date of trade;
 - (d) the trade is made
 - (i) through an exchange, or a market, outside of Canada, or
 - (ii) to a person or company outside of Canada.
- (4) This section does not apply in Alberta and Ontario..

In Ontario, section 2.8 of Ontario Securities Commission Rule 72-503 Distributions Outside Canada provides a similar exemption to the exemption in section 2.15 of this Instrument. In Alberta, Alberta Securities Commission Blanket Order 45-519 Prospectus Exemptions for Resale Outside Canada provides a similar exemption to the exemption in section 2.15 of this Instrument.

- 3. **Appendix D is amended by adding the following in section 1 after “as well as the following local exemptions from the prospectus requirement:”:**
 - section 2.4 of Ontario Securities Commission Rule 72-503 *Distributions Outside Canada*;
- 4. This Instrument comes into force on June 12, 2018.

5.1.4 Changes to Companion Policy 45-102 to National Instrument 45-102 Resale of Securities

CHANGES TO COMPANION POLICY 45-102 TO NATIONAL INSTRUMENT 45-102 RESALE OF SECURITIES

1. *Companion Policy 45-102CP to National Instrument 45-102 Resale of Securities is changed by this Document.*
2. *The title of the Companion Policy is simplified to read as follows:*

COMPANION POLICY 45-102 RESALE OF SECURITIES

3. *Section 1.1 is changed:*
 - (a) *by replacing subsection (2) with the following:*
 - (2) Except for sections 2.1, 2.8, 2.9 and 2.15, Part 2 of NI 45-102 does not apply in Manitoba.; **and**
 - (b) *by adding the following subsection:*
 - (3) Sections 2.14 and 2.15 do not apply in Alberta and Ontario. In Alberta and Ontario, local measures similar to sections 2.14 and 2.15 apply and are found in Alberta Securities Commission Blanket Order 45-519 *Prospectus Exemptions for Resale Outside Canada* and in sections 2.7 and 2.8 of Ontario Securities Commission Rule 72-503 *Distributions Outside Canada*..

4. *Subsection 1.2(3) is changed by replacing the second and third sentences with the following:*

This includes the further exemptions found in sections 2.14 and 2.15, and the similar exemptions in Alberta and Ontario. For example, if a person or company obtains a discretionary exemption order or ruling that imposes any of the resale restrictions contained in section 2.5, 2.6 or 2.8 on a security that is the subject of the order or ruling, the person or company may rely on section 2.14 or 2.15, or the similar exemptions in Alberta and Ontario, to resell the security..

5. *Section 1.9 is changed by replacing the words “section 4 of the Alberta Securities Commission Rules” with the words “section 3.1 of the Alberta Securities Commission Rule 45-511 Local Prospectus Exemptions and Related Requirements”.*

6. *Section 1.15 is changed:*

- (a) *by replacing, in the title, the words “of a Non-Reporting Issuer” with the words “under Section 2.14”;*
and
- (b) *by adding the following subsection:*

(4) *Bona fide trades outside of Canada* – The exemptions in subsections 2.14(1) and 2.14(2) permit the resale of securities of an issuer in a bona fide trade outside of Canada. The exemptions are each subject to a condition that the trade is made through an exchange or a market outside of Canada, or to a person or company outside of Canada.

In our view, selling security holders who wish to rely on the exemptions may not take steps to sell in Canada by either (1) pre-arranging with a buyer that is a resident of Canada and settling on an exchange or a market outside of Canada or (2) selling securities to a person or company outside of Canada who the selling security holder has reason to believe is acquiring the securities on behalf of a Canadian investor. A selling security holder engaged in activities to sell or create a demand for the security in Canada would not be able to rely on the exemptions in section 2.14.

As with all prospectus exemptions, a person relying on an exemption has to satisfy itself that the conditions to the exemption are met..

7. *The Companion Policy is changed by adding the following section after section 1.15:*

1.15.1 Resale of Securities under Section 2.15

(1) *Directors and Executive Officers* – The definition of “foreign issuer” in section 2.15 of NI 45-102 uses the terms “directors” and “executive officers”. The term “director” is defined in provincial and territorial securities

legislation in Canada and generally means a director of a company or an individual performing a similar function or acting in a similar capacity for any non-corporate issuer.

For a non-corporate issuer, an executive officer is a person who is acting in a capacity with the non-corporate issuer that is similar to that of an executive officer of a company.

(2) *Definition of foreign issuer* – In order to rely on section 2.15, a selling security holder will have to determine if the issuer is a foreign issuer on the distribution date. In some cases, the issuer will provide that information to investors at the time of the offering, perhaps in representations in subscription agreements or in offering materials. If the issuer doesn't provide that information, we defined "foreign issuer" such that a security holder can determine whether an issuer is a foreign issuer by using the information disclosed in the issuer's most recent disclosure document containing that information that is publicly available in a foreign jurisdiction or the offering document provided by the issuer in connection with the distribution of the security that is the subject of the resale. A security holder may rely on this information unless the security holder has reason to believe that it is not accurate.

The term "ordinarily reside" is used to clarify that when an executive officer or director has a temporary residence outside of Canada, such as a vacation home, the executive officer or director would not generally be considered to reside outside of Canada for the purposes of the definition of foreign issuer.

(3) There is no requirement to place a legend on the securities in order to rely on the exemptions in section 2.15 of NI 45-102.

(4) *Bona fide trades outside of Canada* – The exemptions in subsections 2.15(2) and 2.15(3) permit the resale of securities of an issuer in a bona fide trade outside of Canada. The exemptions are each subject to a condition that the trade is made through an exchange or a market outside of Canada, or to a person or company outside of Canada.

In our view, selling security holders who wish to rely on the exemptions may not take steps to sell in Canada by either (1) pre-arranging with a buyer that is a resident of Canada and settling on an exchange or a market outside of Canada or (2) selling securities to a person or company outside of Canada who the selling security holder has reason to believe is acquiring the securities on behalf of a Canadian investor. A selling security holder engaged in activities to sell or create a demand for the security in Canada would not be able to rely on the exemptions in section 2.15.

As with all prospectus exemptions, a person relying on an exemption has to satisfy itself that the conditions to the exemption are met..

8. **Section 1.16 is changed by deleting the words** "in the jurisdiction of the issuer's principal regulator under National Policy 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions*".
9. These changes become effective on June 12, 2018.

5.1.5 Amendments to National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations

**AMENDMENTS TO NATIONAL INSTRUMENT 31-103
REGISTRATION REQUIREMENTS, EXEMPTIONS AND ONGOING REGISTRANT OBLIGATIONS**

- 1. National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations is amended by this Instrument.**
- 2. Subsection 8.16(3) is amended by replacing paragraph (b) with the following:**
 - (b) the conditions of one of the following exemptions are satisfied:
 - (i) except in Alberta and Ontario, section 2.14 or 2.15 of National Instrument 45-102 *Resale of Securities*,
 - (ii) in Ontario, section 2.7 or 2.8 of Ontario Securities Commission Rule 72-503 *Distributions Outside Canada*,
 - (iii) in Alberta, exemptions similar to the exemptions set out in subparagraph (i) as made by the securities regulatory authority in Alberta..

In Alberta, Alberta Securities Commission Blanket Order 45-519 Prospectus Exemptions for Resale Outside Canada provides similar exemptions to the exemptions in section 2.14 and 2.15 of National Instrument 45-102 Resale of Securities.

3. This Instrument comes into force on June 12, 2018.

5.1.6 Changes to National Policy 11-206 Process for Cease to be a Reporting Issuer Applications

**CHANGES TO
NATIONAL POLICY 11-206 PROCESS FOR CEASE TO BE A REPORTING ISSUER APPLICATIONS**

1. ***National Policy 11-206 Process for Cease to be a Reporting Issuer Applications is changed by this Document.***
2. ***The third paragraph of section 14 is changed:***
 - (a) ***by replacing the words “the number of Canadian securityholders who purchased securities pursuant to a prospectus exemption and” with the words “whether Canadian security holders who purchased securities pursuant to a prospectus exemption”; and***
 - (b) ***by replacing the last sentence with the following:***

The issuer should provide an analysis of whether those Canadian security holders can rely on section 2.14, section 2.15 or any other provision in National Instrument 45-102 *Resale of Securities* to sell their securities following the issuance of the order that the issuer has ceased to be a reporting issuer. In Ontario, similar exemptions to sections 2.14 and 2.15 are found in sections 2.7 and 2.8 of Ontario Securities Commission Rule 72-503 *Distributions Outside Canada*. In Alberta, similar exemptions to sections 2.14 and 2.15 are found in Alberta Securities Commission Blanket Order 45-519 *Prospectus Exemptions for Resale Outside Canada*..
3. These changes become effective on June 12, 2018.

5.1.7 Amendments to National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations

**AMENDMENTS TO NATIONAL INSTRUMENT 31-103
REGISTRATION REQUIREMENTS, EXEMPTIONS AND ONGOING REGISTRANT OBLIGATIONS**

1. National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations is amended by this Instrument.

2. Section 1.1 is amended by replacing the definition of “designated rating” with the following:

“designated rating” has the same meaning as in paragraph (b) of the definition of “designated rating” in National Instrument 81-102 *Investment Funds*;

3. Section 1.1 is amended by replacing the definition of “designated rating organization” with the following:

“designated rating organization” has the same meaning as in National Instrument 44-101 *Short Form Prospectus Distributions*;

4. Section 1.1 is amended by adding the following definition:

“successor credit rating organization” has the same meaning as in National Instrument 44-101 *Short Form Prospectus Distributions*;

5. Schedule 1 of Form 31-103F1 Calculation of Excess Working Capital is amended by replacing subparagraph (a)(i) with the following:

(i) Bonds, debentures, treasury bills and other securities of or guaranteed by the Government of Canada, of the United Kingdom, of the United States of America or of any other national foreign government (provided those foreign government securities have a current credit rating described in subparagraph (i.1)) maturing (or called for redemption):

within 1 year:	1% of fair value multiplied by the fraction determined by dividing the number of days to maturing by 365
over 1 year to 3 years:	1% of fair value
over 3 years to 7 years:	2% of fair value
over 7 years to 11 years:	4% of fair value
over 11 years	4% of fair value

(i.1) A credit rating from a designated rating organization listed below, from a DRO affiliate of an organization listed below, from a designated rating organization that is a successor credit rating organization of an organization listed below or from a DRO affiliate of such successor credit rating organization, that is the same as one of the following corresponding rating categories or that is the same as a category that replaces one of the following corresponding rating categories:

Designated Rating Organization	Long Term Debt	Short Term Debt
DBRS Limited	AAA	R-1(high)
Fitch Ratings, Inc.	AAA	F1+
Moody’s Canada Inc.	Aaa	Prime-1
S&P Global Ratings Canada	AAA	A-1+

6. This Instrument comes into force on June 12, 2018.

5.1.8 Amendments to National Instrument 33-109 Registration Information

**AMENDMENTS TO
NATIONAL INSTRUMENT 33-109 REGISTRATION INFORMATION**

1. **National Instrument 33-109 Registration Information is amended by this Instrument.**
2. **Schedule C of Form 33-109F6 Firm Registration is amended, under the heading “Schedule 1 of Form 31-103F1 Calculation of Excess Working Capital”, by replacing subparagraph (a)(i) with the following:**

- (i) Bonds, debentures, treasury bills and other securities of or guaranteed by the Government of Canada, of the United Kingdom, of the United States of America or of any other national foreign government (provided those foreign government securities have a current credit rating described in subparagraph (i.1)) maturing (or called for redemption):

within 1 year:	1% of fair value multiplied by the fraction determined by dividing the number of days to maturing by 365
over 1 year to 3 years:	1% of fair value
over 3 years to 7 years:	2% of fair value
over 7 years to 11 years:	4% of fair value
over 11 years	4% of fair value

- (i.1) A credit rating from a designated rating organization listed below, from a DRO affiliate of an organization listed below, from a designated rating organization that is a successor credit rating organization of an organization listed below or from a DRO affiliate of such successor credit rating organization, that is the same as one of the following corresponding rating categories or that is the same as a category that replaces one of the following corresponding rating categories:

Designated Rating Organization	Long Term Debt	Short Term Debt
DBRS Limited	AAA	R-1(high)
Fitch Ratings, Inc.	AAA	F1+
Moody’s Canada Inc.	Aaa	Prime-1
S&P Global Ratings Canada	AAA	A-1+

3. This Instrument comes into force on June 12, 2018.

5.1.9 Amendments to National Instrument 41-101 General Prospectus Requirements

**AMENDMENTS TO
NATIONAL INSTRUMENT 41-101 GENERAL PROSPECTUS REQUIREMENTS**

1. **National Instrument 41-101 General Prospectus Requirements is amended by this Instrument.**
2. **Section 1.1 is amended by replacing the definition of “designated rating organization” with the following:**

“designated rating organization” has the same meaning as in National Instrument 44-101 *Short Form Prospectus Distributions*;
3. **Section 1.1 is amended by adding the following definition:**

“successor credit rating organization” has the same meaning as in National Instrument 44-101 *Short Form Prospectus Distributions*;
4. **Section 7.2 is amended,**
 - (a) **in subsection (2), by adding “and subject to subsection (2.1),” after “Despite subsection (1),”**
 - (b) **in subsection (2), by replacing “received a rating” with “received a credit rating”, and**
 - (c) **by adding the following subsection after subsection (2):**
 - (2.1) If the only credit ratings of the securities referred to in subsection (2) are from Kroll Bond Rating Agency, Inc., its DRO affiliate, any successor credit rating organization of Kroll Bond Rating Agency, Inc. or any DRO affiliate of any successor credit rating organization of Kroll Bond Rating Agency, Inc., subsection (2) does not apply unless the distribution is of asset-backed securities..
5. **Subsection 19.1(3) is amended by adding “Alberta and” before “Ontario”.**
6. This Instrument comes into force on June 12, 2018.

5.1.10 Amendments to National Instrument 44-101 Short Form Prospectus Distributions

**AMENDMENTS TO
NATIONAL INSTRUMENT 44-101 SHORT FORM PROSPECTUS DISTRIBUTIONS**

1. **National Instrument 44-101 Short Form Prospectus Distributions is amended by this Instrument.**

2. **Section 1.1 is amended by replacing the definition of “designated rating” with the following:**

“designated rating” means the following:

- (a) for the purposes of paragraph 2.6(1)(c), a credit rating from a designated rating organization listed in this paragraph, from a DRO affiliate of an organization listed in this paragraph, from a designated rating organization that is a successor credit rating organization of an organization listed in this paragraph or from a DRO affiliate of such successor credit rating organization, that is at or above one of the following corresponding rating categories or that is at or above a category that replaces one of the following corresponding rating categories:

Designated Rating Organization	Long Term Debt	Short Term Debt	Preferred Shares
DBRS Limited	BBB	R-2	Pfd-3
Fitch Ratings, Inc.	BBB	F3	BBB
Kroll Bond Rating Agency, Inc.	BBB	K3	BBB
Moody’s Canada Inc.	Baa	Prime-3	Baa
S&P Global Ratings Canada	BBB	A-3	P-3

- (b) except as described in paragraph (a), a credit rating from a designated rating organization listed in this paragraph, from a DRO affiliate of an organization listed in this paragraph, from a designated rating organization that is a successor credit rating organization of an organization listed in this paragraph or from a DRO affiliate of such successor credit rating organization, that is at or above one of the following corresponding rating categories or that is at or above a category that replaces one of the following corresponding rating categories:

Designated Rating Organization	Long Term Debt	Short Term Debt	Preferred Shares
DBRS Limited	BBB	R-2	Pfd-3
Fitch Ratings, Inc.	BBB	F3	BBB
Moody’s Canada Inc.	Baa	Prime-3	Baa
S&P Global Ratings Canada	BBB	A-3	P-3

3. **Section 1.1 is amended by replacing the definition of “designated rating organization” with the following:**

“designated rating organization” means,

- (a) if designated under securities legislation, any of
- (i) DBRS Limited, Fitch Ratings, Inc., Kroll Bond Rating Agency, Inc., Moody’s Canada Inc. or S&P Global Ratings Canada,
 - (ii) a successor credit rating organization of a credit rating organization listed in subparagraph (i), or
- (b) any other credit rating organization designated under securities legislation;.

4. **Section 1.1 is amended by adding the following definition:**

“successor credit rating organization” means, with respect to a credit rating organization, any credit rating organization that succeeded to or otherwise acquired all or substantially all of another credit rating organization’s business in Canada, whether through a restructuring transaction or otherwise, if that business was, at any time, owned by the first-mentioned credit rating organization;.

5. **Subsection 8.1(4) is amended by adding “Alberta and” before “Ontario”.**

6. This Instrument comes into force on June 12, 2018.

5.1.11 Amendments to National Instrument 44-102 Shelf Distributions

**AMENDMENTS TO
NATIONAL INSTRUMENT 44-102 SHELF DISTRIBUTIONS**

1. ***National Instrument 44-102 Shelf Distributions is amended by this Instrument.***
2. ***Subsection 1.1(1) is amended by adding the following definition:***
“designated rating” has,
 - (a) for the purposes of section 2.6, the meaning ascribed to that term in paragraph (a) of the definition of “designated rating” in NI 44-101, and
 - (b) except as described in paragraph (a), the meaning ascribed to that term in paragraph (b) of the definition of “designated rating” in NI 44-101;.
3. ***Subsection 11.1(2.1) is amended by adding “Alberta and” before “Ontario”.***
4. This Instrument comes into force on June 12, 2018.

5.1.12 Amendments to National Instrument 45-106 Prospectus Exemptions

**AMENDMENTS TO
NATIONAL INSTRUMENT 45-106 PROSPECTUS EXEMPTIONS**

1. **National Instrument 45-106 Prospectus Exemptions is amended by this Instrument.**

2. **Section 1.1 is amended by replacing the definition of “designated rating” with the following:**

“designated rating” has the same meaning as in paragraph (b) of the definition of “designated rating” in National Instrument 81-102 *Investment Funds*;

3. **Section 1.1 is amended by replacing the definition of “designated rating organization” with the following:**

“designated rating organization” has the same meaning as in National Instrument 44-101 *Short Form Prospectus Distributions*;

4. **Section 1.1 is amended by adding the following definition:**

“successor credit rating organization” has the same meaning as in National Instrument 44-101 *Short Form Prospectus Distributions*;

5. **Subsection 2.35(1) is amended by replacing paragraphs (b) and (c) with the following:**

(b) the note or commercial paper has a credit rating from a designated rating organization listed below, from a DRO affiliate of an organization listed below, from a designated rating organization that is a successor credit rating organization of an organization listed below or from a DRO affiliate of such successor credit rating organization, that is at or above one of the following corresponding rating categories or that is at or above a category that replaces one of the following corresponding rating categories:

- (i) R-1(low) – DBRS Limited;
- (ii) F1 – Fitch Ratings, Inc.;
- (iii) P-1 – Moody’s Canada Inc.;
- (iv) A-1(Low) (Canada national scale) – S&P Global Ratings Canada;

(c) the note or commercial paper has no credit rating from a designated rating organization listed below, from a DRO affiliate of an organization listed below, from a designated rating organization that is a successor credit rating organization of an organization listed below or from a DRO affiliate of such successor credit rating organization, that is below one of the following corresponding rating categories or that is below a category that replaces one of the following corresponding rating categories:

- (i) R-1(low) – DBRS Limited;
- (ii) F2 – Fitch Ratings, Inc.;
- (iii) P-2 – Moody’s Canada Inc.;
- (iv) A-1(Low) (Canada national scale) or A-2 (global scale) – S&P Global Ratings Canada..

6. **The Instrument is amended by adding the following section immediately before section 2.35.2:**

Definition applicable to section 2.35.2

2.35.1.1 For the purposes of paragraph 2.35.2(a), a reference to “designated rating organization” includes the DRO affiliates of the organization, a designated rating organization that is a successor credit rating organization of the designated rating organization and the DRO affiliates of such successor credit rating organization..

7. Section 2.35.2 is amended by replacing subparagraphs (a)(i) and (a)(ii) with the following:

- (i) it has a credit rating from not less than two designated rating organizations listed below and at least one of the credit ratings is at or above one of the following corresponding rating categories or is at or above a category that replaces one of the following corresponding rating categories:
 - (A) R-1(high)(sf) – DBRS Limited;
 - (B) F1+sf – Fitch Ratings, Inc.;
 - (C) P-1(sf) – Moody’s Canada Inc.;
 - (D) A-1(High)(sf) (Canada national scale) or A-1+(sf) (global scale) – S&P Global Ratings Canada;
- (ii) it has no credit rating from a designated rating organization listed below that is below one of the following corresponding rating categories or that is below a category that replaces one of the following corresponding rating categories:
 - (A) R-1(low)(sf) – DBRS Limited;
 - (B) F2sf – Fitch Ratings, Inc.;
 - (C) P-2(sf) – Moody’s Canada Inc.;
 - (D) A-1(Low)(sf) (Canada national scale) or A-2(sf) (global scale) – S&P Global Ratings Canada;.

8. Section 2.35.2 is amended by replacing clause (a)(iv)(C) with the following:

- (C) the liquidity provider has a credit rating from each of the designated rating organizations providing a credit rating on the short-term securitized product referred to in subparagraph 2.35.2(a)(i), for its senior, unsecured short-term debt, none of which is dependent upon a guarantee by a third party, and each credit rating from those designated rating organizations is at or above the following corresponding rating categories or is at or above a category that replaces one of the following corresponding rating categories:
 - 1. R-1(low) – DBRS Limited;
 - 2. F2 – Fitch Ratings, Inc.;
 - 3. P-2 – Moody’s Canada Inc.;
 - 4. A-1(Low) (Canada national scale) or A-2 (global scale) – S&P Global Ratings Canada;.

9. This Instrument comes into force on June 12, 2018.

5.1.13 Amendments to National Instrument 51-102 Continuous Disclosure Obligations

**AMENDMENTS TO
NATIONAL INSTRUMENT 51-102 *CONTINUOUS DISCLOSURE OBLIGATIONS***

1. *National Instrument 51-102 Continuous Disclosure Obligations is amended by this Instrument.*
2. *Section 1.1 is amended by repealing the definitions of “designated rating organization” and “DRO affiliate”.*
3. *Subsection 13.1(3) is amended by adding “Alberta and” before “Ontario”.*
4. This Instrument comes into force on June 12, 2018.

5.1.14 Amendments to National Instrument 81-102 Investment Funds

**AMENDMENTS TO
NATIONAL INSTRUMENT 81-102 INVESTMENT FUNDS**

1. **National Instrument 81-102 Investment Funds is amended by this Instrument.**

2. **Section 1.1 is amended by replacing the definition of “designated rating” with the following:**

“designated rating” means,

- (a) for the purposes of paragraph 4.1(4)(b), a designated rating under paragraph (b) of the definition of “designated rating” in National Instrument 44-101 *Short Form Prospectus Distributions*, or
- (b) except as described in paragraph (a), a credit rating from a designated rating organization listed below, from a DRO affiliate of an organization listed below, from a designated rating organization that is a successor credit rating organization of an organization listed below or from a DRO affiliate of such successor credit rating organization, that is at or above one of the following corresponding rating categories, or that is at or above a category that replaces one of the following corresponding rating categories, if
 - (i) there has been no announcement from the designated rating organization, from a DRO affiliate of the organization, from a designated rating organization that is a successor credit rating organization or from a DRO affiliate of such successor credit rating organization, of which the investment fund or its manager is or reasonably should be aware that the credit rating of the security or instrument to which the designated rating was given may be down-graded to a rating category that would not be a designated rating, and
 - (ii) no designated rating organization listed below, no DRO affiliate of an organization listed below, no designated rating organization that is a successor credit rating organization of an organization listed below and no DRO affiliate of such successor credit rating organization, has rated the security or instrument in a rating category that is not a designated rating:

Designated Organization	Rating	Commercial Paper/ Short Term Debt	Long Term Debt
DBRS Limited		R-1 (low)	A
Fitch Ratings, Inc.		F1	A
Moody's Canada Inc.		P-1	A2
S&P Global Ratings Canada		A-1 (Low)	A

3. **Section 1.1 is amended by replacing the definition of “designated rating organization” with the following:**

“designated rating organization” means, if designated under securities legislation, any of

- (a) DBRS Limited, Fitch Ratings, Inc., Moody's Canada Inc. or S&P Global Ratings Canada, or
- (b) a successor credit rating organization of a credit rating organization listed in paragraph (a);.

4. **Subsection 1.1 is amended by adding the following definition:**

“successor credit rating organization” means, with respect to a credit rating organization, any credit rating organization that succeeded to or otherwise acquired all or substantially all of another credit rating organization's business in Canada, whether through a restructuring transaction or otherwise, if that business was, at any time, owned by the first-mentioned credit rating organization;.

5. **Subsection 4.1(4.1) is repealed.**

6. This Instrument comes into force on June 12, 2018.

5.1.15 Amendments to National Instrument 81-106 Investment Fund Continuous Disclosure

**AMENDMENTS TO
NATIONAL INSTRUMENT 81-106 INVESTMENT FUND CONTINUOUS DISCLOSURE**

1. ***National Instrument 81-106 Investment Fund Continuous Disclosure is amended by this Instrument.***
2. ***Section 1.1 is amended by adding the following definition:***

“designated rating” has the same meaning as in paragraph (b) of the definition of “designated rating” in National Instrument 81-102 *Investment Funds*;
3. ***Subsection 1.3(2) is amended by replacing “Terms defined” with “Unless defined in section 1.1 of this Instrument, terms defined”.***
4. This Instrument comes into force on June 12, 2018.

5.1.16 Amendments to Ontario Securities Commission Rule 33-506 (Commodity Futures Act) Registration Information

**AMENDMENTS TO
ONTARIO SECURITIES COMMISSION RULE 33-506
(COMMODITY FUTURES ACT) REGISTRATION INFORMATION**

1. **Ontario Securities Commission Rule 33-506 (Commodity Futures Act) Registration Information is amended by this Instrument.**

2. **Section 1.1 is amended by adding the following definitions:**

“designated rating organization” has the same meaning as in National Instrument 44-101 *Short Form Prospectus Distributions*;

“DRO affiliate” has the same meaning as in National Instrument 25-101 *Designated Rating Organizations*;

“successor credit rating organization” has the same meaning as in National Instrument 44-101 *Short Form Prospectus Distributions*;

3. **Schedule 1 of Schedule C of Form 33-506F6 Firm Registration is amended by replacing subparagraph (a)(i) with the following:**

(i) Bonds, debentures, treasury bills and other securities of or guaranteed by the Government of Canada, of the United Kingdom, of the United States of America and of any other national foreign government (provided those foreign government securities have a current credit rating described in subparagraph (i.1)) maturing (or called for redemption):

within 1 year:	1% of fair value multiplied by the fraction determined by dividing the number of days to maturing by 365
over 1 year to 3 years:	1% of fair value
over 3 years to 7 years:	2% of fair value
over 7 years to 11 years:	4% of fair value
over 11 years	4% of fair value

(i.1) A credit rating from a designated rating organization listed below, from a DRO affiliate of an organization listed below, from a designated rating organization that is a successor credit rating organization of an organization listed below or from a DRO affiliate of such successor credit rating organization, that is the same as one of the following corresponding rating categories or that is the same as a category that replaces one of the following corresponding rating categories:

Designated Rating Organization	Long Term Debt	Short Term Debt
DBRS Limited	AAA	R-1(high)
Fitch Ratings, Inc.	AAA	F1+
Moody's Canada Inc.	Aaa	Prime-1
S&P Global Ratings Canada	AAA	A-1+

4. This Instrument comes into force on June 12, 2018.

5.1.17 Change to Companion Policy 21-101CP Marketplace Operation

**CHANGE TO
COMPANION POLICY 21-101CP MARKETPLACE OPERATION**

1. **Companion Policy 21-101CP Marketplace Operation is changed by this Document.**

2. **Subsection 10.1(6) is replaced with the following:**

- (6) An “investment grade corporate debt security” is a corporate debt security that has a credit rating from a designated rating organization listed below, from a DRO affiliate of an organization listed below, from a designated rating organization that is a successor credit rating organization of an organization listed below or from a DRO affiliate of such successor credit rating organization, that is at or above one of the following corresponding rating categories or that is at or above a category that replaces one of the following corresponding rating categories:

Designated Rating Organization	Long Term Debt	Short Term Debt
DBRS Limited	BBB	R-2
Fitch Ratings, Inc.	BBB	F3
Moody’s Canada Inc.	Baa	Prime-3
S&P Global Ratings Canada	BBB	A-3

In this subsection,

“designated rating organization” has the same meaning as in National Instrument 44-101 *Short Form Prospectus Distributions*;

“DRO affiliate” has the same meaning as in National Instrument 25-101 *Designated Rating Organizations*; and

“successor credit rating organization” has the same meaning as in National Instrument 44-101 *Short Form Prospectus Distributions*..

3. This change becomes effective on June 12, 2018.

5.1.18 Change to Companion Policy 81-102CP Investment Funds

**CHANGE TO
COMPANION POLICY 81-102CP INVESTMENT FUNDS**

- 1. *Companion Policy 81-102CP Investment Funds is changed by this Document.***
- 2. *Section 3.1 is deleted.***
- 3. This change becomes effective on June 12, 2018.**

This page intentionally left blank

Chapter 7

Insider Reporting

This chapter is available in the print version of the OSC Bulletin, as well as as in Carswell's internet service SecuritiesSource (see www.carswell.com).

This chapter contains a weekly summary of insider transactions of Ontario reporting issuers in the System for Electronic Disclosure by Insiders (SEDI). The weekly summary contains insider transactions reported during the seven days ending Sunday at 11:59 pm.

To obtain Insider Reporting information, please visit the SEDI website (www.sedi.ca).

Chapter 11

IPOs, New Issues and Secondary Financings

INVESTMENT FUNDS

Issuer Name:

Australian Banc Income Fund
Redwood Floating Rate Income Fund
Principal Regulator – Ontario

Type and Date:

Prelim Simplified Prospectus dated May 28, 2018 to
Quebec and Amended and Restated Prelim Simplified
Prospectus dated May 28, 2018
NP 11-202 Preliminary Receipt dated May 29, 2018

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Purpose Investments Inc.
Project #2774041

Issuer Name:

Horizons Active Emerging Markets Bond ETF
Horizons Balanced TRI ETF Portfolio
Horizons Conservative TRI ETF Portfolio
Principal Regulator – Ontario

Type and Date:

Preliminary Long Form Prospectus dated May 29, 2018
NP 11-202 Preliminary Receipt dated May 30, 2018

Offering Price and Description:

Class E Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Horizons ETFs Management (Canada) Inc.
Project #2778912

Issuer Name:

Exemplar Growth and Income Fund
Exemplar Investment Grade Fund
Exemplar Leaders Fund (formerly, Northern Rivers
Conservative Growth Fund)
Exemplar Performance Fund
Exemplar Tactical Corporate Bond Fund
Principal Regulator – Ontario

Type and Date:

Combined Preliminary and Pro Forma Simplified
Prospectus dated May 30, 2018
NP 11-202 Preliminary Receipt dated May 31, 2018

Offering Price and Description:

Series ETF Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Arrow Capital Management Inc.
Project #2780252

Issuer Name:

HSBC Wealth Compass Conservative Fund
HSBC Wealth Compass Moderate Conservative Fund
HSBC Wealth Compass Balanced Fund
HSBC Wealth Compass Growth Fund
HSBC Wealth Compass Aggressive Growth Fund
Principal Regulator – British Columbia

Type and Date:

Amendment #1 to Final Annual Information Form dated
May 31, 2018
Received on May 31, 2018

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

HSBC Investment Funds (Canada) Inc.

Promoter(s):

HSBC Global Asset Management (Canada) Limited
Project #2724078

Issuer Name:

Multi-Asset Fixed Income (formerly Russell Multi-Asset Fixed Income)
 Multi-Asset Fixed Income Class (formerly Russell Multi-Asset Fixed Income Class)
 Multi-Asset Growth & Income Strategy (formerly Multi-Asset Growth & Income)
 Multi-Asset Growth & Income Strategy Class (formerly Multi-Asset Growth & Income Class)
 Multi-Asset Growth Strategy (formerly Russell Multi-Asset Growth Strategy)
 Multi-Asset Growth Strategy Class (formerly Russell Multi-Asset Growth Strategy Class Portfolio)
 Multi-Asset Income Strategy (formerly LifePoints Balanced Income)
 Multi-Asset Income Strategy Class (formerly LifePoints Balanced Income Class)
 Multi-Asset International Equity (formerly Multi-Asset Equity Completion)
 Russell Investments Balanced (formerly LifePoints Balanced)
 Russell Investments Balanced Class (formerly LifePoints Balanced Class)
 Russell Investments Balanced Growth (formerly LifePoints Balanced Growth)
 Russell Investments Balanced Growth Class (formerly LifePoints Balanced Growth Class)
 Russell Investments Canadian Cash Fund (formerly Russell Canadian Cash Fund)
 Russell Investments Canadian Dividend Class (formerly Russell Canadian Dividend Class)
 Russell Investments Canadian Dividend Pool (formerly Russell Canadian Dividend Pool)
 Russell Investments Canadian Equity Class (formerly Russell Canadian Equity Class)
 Russell Investments Canadian Equity Fund (formerly Russell Canadian Equity Fund)
 Russell Investments Canadian Equity Pool (formerly Russell Canadian Equity Pool)
 Russell Investments Canadian Fixed Income Fund (formerly Russell Canadian Fixed Income Fund)
 Russell Investments Conservative Income (formerly Russell LifePoints Conservative Income Portfolio)
 Russell Investments Conservative Income Class (formerly Russell LifePoints Conservative Income Class Portfolio)
 Russell Investments Diversified Monthly Income (formerly Russell Diversified Monthly Income Portfolio)
 Russell Investments Diversified Monthly Income Class (formerly Russell Diversified Monthly Income Class Portfolio)
 Russell Investments Emerging Markets Equity Class (formerly Russell Emerging Markets Equity Class)
 Russell Investments Emerging Markets Equity Pool (formerly Russell Emerging Markets Equity Pool)
 Russell Investments ESG Global Equity Fund
 Russell Investments Fixed Income Class (formerly Russell Fixed Income Class)
 Russell Investments Fixed Income Pool (formerly Russell Fixed Income Pool)
 Russell Investments Focused Canadian Equity Class (formerly Russell Focused Canadian Equity Class)
 Russell Investments Focused Canadian Equity Pool (formerly Russell Focused Canadian Equity Pool)

Russell Investments Focused Global Equity Class (formerly Russell Focused Global Equity Class)
 Russell Investments Focused Global Equity Pool (formerly Russell Focused Global Equity Pool)
 Russell Investments Focused US Equity Class (formerly Russell Focused US Equity Class)
 Russell Investments Focused US Equity Pool (formerly Russell Focused US Equity Pool)
 Russell Investments Global Equity Class (formerly Russell Global Equity Class)
 Russell Investments Global Equity Fund (formerly Russell Global Equity Fund)
 Russell Investments Global Equity Pool (formerly Russell Global Equity Pool)
 Russell Investments Global High Income Bond Class (formerly Russell Global High Income Bond Class)
 Russell Investments Global High Income Bond Pool (formerly Russell Global High Income Bond Pool)
 Russell Investments Global Infrastructure Class (formerly Russell Global Infrastructure Class)
 Russell Investments Global Infrastructure Pool (formerly Russell Global Infrastructure Pool)
 Russell Investments Global Real Estate Pool (formerly Russell Global Real Estate Pool)
 Russell Investments Global Smaller Companies Class (formerly Russell Global Smaller Companies Class)
 Russell Investments Global Smaller Companies Pool (formerly Russell Global Smaller Companies Pool)
 Russell Investments Global Unconstrained Bond Class (formerly Russell Global Unconstrained Class)
 Russell Investments Global Unconstrained Bond Pool (formerly Russell Global Unconstrained Bond Pool)
 Russell Investments Income Essentials (formerly Russell Income Essentials Portfolio)
 Russell Investments Income Essentials Class (formerly Russell Income Essentials Class Portfolio)
 Russell Investments Inflation Linked Bond Fund (formerly Russell Inflation Linked Bond Fund)
 Russell Investments Long-Term Growth (formerly LifePoints Long-Term Growth)
 Russell Investments Long-Term Growth Class (formerly LifePoints Long-Term Growth Class)
 Russell Investments Money Market Class (formerly Russell Money Market Class)
 Russell Investments Money Market Pool (formerly Russell Money Market Pool)
 Russell Investments Multi-Factor Canadian Equity Pool
 Russell Investments Multi-Factor International Equity Pool
 Russell Investments Multi-Factor US Equity Pool
 Russell Investments Overseas Equity Class (formerly Russell Overseas Equity Class)
 Russell Investments Overseas Equity Fund (formerly Russell Overseas Equity Fund)
 Russell Investments Overseas Equity Pool (formerly Russell Overseas Equity Pool)
 Russell Investments Real Assets (formerly Russell Real Assets Portfolio)
 Russell Investments Short Term Income Class (formerly Russell Short Term Income Class)
 Russell Investments Short Term Income Pool (formerly Russell Short Term Income Pool)
 Russell Investments US Equity Class (formerly Russell US Equity Class)

Russell Investments US Equity Fund (formerly Russell US Equity Fund)
Russell Investments US Equity Pool (formerly Russell US Equity Pool)
Principal Regulator – Ontario

Type and Date:

Combined Preliminary and Pro Forma Simplified Prospectus dated May 25, 2018
NP 11-202 Preliminary Receipt dated May 29, 2018

Offering Price and Description:

Series A, B, F, F-5, O Units

Underwriter(s) or Distributor(s):

Russell Investments Corporate Class Inc.
Russell Investments Canada Limited

Promoter(s):

Russell Investments Corporate Class Inc.

Project #2776467

Issuer Name:

PowerShares 1-3 Year Laddered Floating Rate Note Index ETF
PowerShares 1-5 Year Laddered All Government Bond Index ETF
PowerShares 1-5 Year Laddered Investment Grade Corporate Bond Index ETF
PowerShares 1-10 Year Laddered Investment Grade Corporate Bond Index ETF
PowerShares LadderRite U.S. 0-5 Year Corporate Bond Index ETF
PowerShares Ultra Liquid Long Term Government Bond Index ETF
PowerShares Senior Loan Index ETF
PowerShares Fundamental High Yield Corporate Bond Index ETF
PowerShares Canadian Preferred Share Index ETF
PowerShares S&P/TSX REIT Income Index ETF
PowerShares Canadian Dividend Index ETF
PowerShares S&P 500 High Dividend Low Volatility Index ETF
PowerShares S&P Global ex. Canada High Dividend Low Volatility Index ETF
PowerShares S&P/TSX Composite Low Volatility Index ETF
PowerShares S&P 500 Low Volatility Index ETF
PowerShares S&P International Developed Low Volatility Index ETF
PowerShares S&P Emerging Markets Low Volatility Index ETF
PowerShares FTSE RAFI Canadian Fundamental Index ETF
PowerShares FTSE RAFI Canadian Small-Mid Fundamental Index ETF
PowerShares FTSE RAFI U.S. Fundamental Index ETF II
PowerShares FTSE RAFI U.S. Fundamental Index ETF
PowerShares FTSE RAFI Global+ Fundamental Index ETF
PowerShares DWA Global Momentum Index
PowerShares QQQ Index ETF
Principal Regulator – Ontario

Type and Date:

Amendment #1 to Final Long Form Prospectus dated May 29, 2018

Received on May 30, 2018

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Invesco Canada Ltd.

Project #2703193

Issuer Name:

PowerShares Tactical Bond ETF
PowerShares Low Volatility Portfolio ETF
PowerShares Global Shareholder Yield ETF
PowerShares FTSE RAFI Global Small-Mid Fundamental
ETF

Principal Regulator – Ontario

Type and Date:

Amendment #1 to Final Long Form Prospectus dated May
29, 2018

Received on May 30, 2018

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Invesco Canada Ltd.

Project #2703174

Issuer Name:

Vanguard Canadian Aggregate Bond Index ETF
Vanguard Canadian Corporate Bond Index ETF
Vanguard Canadian Government Bond Index ETF
Vanguard Canadian Long-Term Bond Index ETF
Vanguard Canadian Short-Term Bond Index ETF
Vanguard Canadian Short-Term Corporate Bond Index
ETF
Vanguard Canadian Short-Term Government Bond Index
ETF
Vanguard FTSE Canada All Cap Index ETF
Vanguard FTSE Canada Index ETF
Vanguard FTSE Canada Capped REIT Index ETF
Vanguard FTSE Canadian High Dividend Yield Index ETF
Vanguard FTSE Developed All Cap ex North America
Index ETF
Vanguard FTSE Developed All Cap ex North America
Index ETF (CAD-hedged)
Vanguard FTSE Developed All Cap ex U.S. Index ETF
Vanguard FTSE Developed All Cap ex U.S. Index ETF
(CAD hedged)
Vanguard FTSE Developed Asia Pacific All Cap Index ETF
Vanguard FTSE Developed Asia Pacific All Cap Index ETF
(CAD-hedged)
Vanguard FTSE Developed Europe All Cap Index ETF
Vanguard FTSE Developed Europe All Cap Index ETF
(CAD-hedged)
Vanguard FTSE Developed ex North America High
Dividend Yield Index ETF
Vanguard FTSE Emerging Markets All Cap Index ETF
Vanguard FTSE Global All Cap ex Canada Index ETF
Vanguard Global ex-U.S. Aggregate Bond Index ETF
(CAD-hedged)
Vanguard S&P 500 Index ETF
Vanguard S&P 500 Index ETF (CAD-hedged)
Vanguard U.S. Aggregate Bond Index ETF (CAD-hedged)
Vanguard U.S. Dividend Appreciation Index ETF
Vanguard U.S. Dividend Appreciation Index ETF (CAD-
hedged)
Vanguard U.S. Total Market Index ETF
Vanguard U.S. Total Market Index ETF (CAD-hedged)
Principal Regulator – Ontario

Type and Date:

Combined Preliminary and Pro Forma Long Form
Prospectus dated May 29, 2018

NP 11-202 Preliminary Receipt dated June 1, 2018

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Vanguard Investments Canada Inc.

Project #2778608

Issuer Name:

Bank of Montreal
Principal Regulator – Ontario

Type and Date:

Final Shelf Prospectus (NI 44-102) dated June 1, 2018
NP 11-202 Receipt dated June 1, 2018

Offering Price and Description:

\$6,000,000,000.00
Medium Term Notes (Principal At Risk Notes)

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.
Desjardins Securities Inc.
HSBC Securities (Canada) Inc.
Industrial Alliance Securities Inc.
Manulife Securities Incorporated
Raymond James Ltd.
Wellington-Altus Private Wealth Inc.

Promoter(s):

N/A
Project #2775434

Issuer Name:

Bright Plan
Principal Regulator – Ontario

Type and Date:

Final Long Form Prospectus dated May 24, 2018
NP 11-202 Receipt dated May 29, 2018

Offering Price and Description:

Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Canadian Scholarship Trust Foundation
Project #2672383

Issuer Name:

Bristol Gate Concentrated Canadian Equity ETF
Bristol Gate Concentrated US Equity ETF
Principal Regulator – Ontario

Type and Date:

Amendment #1 to Final Long Form Prospectus dated May 22, 2018
NP 11-202 Receipt dated May 29, 2018

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Bristol Gate Capital Partners Inc.
Project #2715755

Issuer Name:

Dividend 15 Split Corp.
Principal Regulator – Ontario

Type and Date:

Final Shelf Prospectus (NI 44-102) dated June 1, 2018
NP 11-202 Receipt dated June 4, 2018

Offering Price and Description:

\$300,000,000 Preferred Shares and Class A Shares

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A
Project #2776515

Issuer Name:

Fidelity Canadian Money Market Investment Trust
Fidelity Global Growth and Value Class (formerly, Fidelity Core Global Equity Class)

Fidelity Global Growth and Value Currency Neutral Class (formerly, Fidelity Core Global Equity Currency Neutral Class)

Fidelity Global Growth and Value Investment Trust (formerly, Fidelity Core Global Equity Investment Trust)

Principal Regulator – Ontario

Type and Date:

Final Simplified Prospectus dated May 31, 2018
NP 11-202 Receipt dated June 1, 2018

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

Fidelity Investments Canada ULC

Promoter(s):

Fidelity Investments Canada ULC
Project #2767463

Issuer Name:

Financial 15 Split Corp.
Principal Regulator – Ontario

Type and Date:

Amendment #1 to Final Shelf Prospectus (NI 44-102) dated May 25, 2018
NP 11-202 Receipt dated May 30, 2018

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A
Project #2679500

Issuer Name:

First Trust Global Risk Managed Income Index ETF
Principal Regulator – Ontario

Type and Date:

Amendment #2 to Final Long Form Prospectus dated May 23, 2018

NP 11-202 Receipt dated May 31, 2018

Offering Price and Description:

Advisor Class Units and Common Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

FT Portfolios Canada CO.

Project #2623461

Issuer Name:

Franklin ActiveQuant Canadian Corporate Class (formerly,

Franklin Bissett All Canadian Focus Corporate Class)

Franklin ActiveQuant Canadian Fund (formerly, Franklin

Bissett All Canadian Focus Fund)

Franklin ActiveQuant U.S. Corporate Class (formerly,

Franklin Bissett U.S. Focus Corporate Class)

Franklin ActiveQuant U.S. Fund (formerly, Franklin Bissett

U.S. Focus Fund)

Franklin Bissett Canada Plus Equity Fund

Franklin Bissett Canadian All Cap Balanced Corporate

Class

Franklin Bissett Canadian All Cap Balanced Fund

Franklin Bissett Canadian Balanced Corporate Class

Franklin Bissett Canadian Balanced Fund

Franklin Bissett Canadian Bond Fund

Franklin Bissett Canadian Dividend Corporate Class

Franklin Bissett Canadian Dividend Fund

Franklin Bissett Canadian Equity Corporate Class

Franklin Bissett Canadian Equity Fund

Franklin Bissett Canadian Government Bond Fund

Franklin Bissett Canadian Short Term Bond Fund

Franklin Bissett Core Plus Bond Fund (formerly Franklin

Bissett Bond Fund)

Franklin Bissett Corporate Bond Fund

Franklin Bissett Dividend Income Corporate Class

Franklin Bissett Dividend Income Fund

Franklin Bissett Energy Corporate Class

Franklin Bissett Microcap Fund

Franklin Bissett Money Market Corporate Class

Franklin Bissett Money Market Fund

Franklin Bissett Monthly Income and Growth Fund

Franklin Bissett Small Cap Corporate Class

Franklin Bissett Small Cap Fund

Franklin Global Growth Corporate Class (formerly, Franklin

World Growth Corporate Class)

Franklin Global Growth Fund (formerly, Franklin World

Growth Fund)

Franklin Global Small-Mid Cap Fund

Franklin High Income Fund

Franklin Mutual European Fund

Franklin Mutual Global Discovery Corporate Class

Franklin Mutual Global Discovery Fund

Franklin Mutual U.S. Shares Corporate Class

Franklin Mutual U.S. Shares Fund

Franklin Quotential Balanced Growth Corporate Class

Portfolio

Franklin Quotential Balanced Growth Portfolio

Franklin Quotential Balanced Income Corporate Class
Portfolio

Franklin Quotential Balanced Income Portfolio

Franklin Quotential Diversified Equity Corporate Class
Portfolio

Franklin Quotential Diversified Equity Portfolio

Franklin Quotential Diversified Income Corporate Class
Portfolio

Franklin Quotential Diversified Income Portfolio

Franklin Quotential Fixed Income Portfolio

Franklin Quotential Growth Corporate Class Portfolio

Franklin Quotential Growth Portfolio

Franklin Strategic Income Fund

Franklin Templeton Canadian Large Cap Fund

Franklin U.S. Core Equity Fund

Franklin U.S. Monthly Income Corporate Class

Franklin U.S. Monthly Income Fund

Franklin U.S. Monthly Income Hedged Corporate Class

Franklin U.S. Opportunities Corporate Class (formerly

Franklin Flex Cap Growth Corporate Class)

Franklin U.S. Opportunities Fund (formerly Franklin Flex

Cap Growth Fund)

Franklin U.S. Rising Dividends Corporate Class

Franklin U.S. Rising Dividends Fund

Franklin U.S. Rising Dividends Hedged Corporate Class

FT Balanced Growth Pool

FT Balanced Income Pool

FT Growth Pool

Templeton Asian Growth Corporate Class

Templeton Asian Growth Fund

Templeton EAFE Developed Markets Fund

Templeton Emerging Markets Corporate Class

Templeton Emerging Markets Fund

Templeton Frontier Markets Corporate Class

Templeton Frontier Markets Fund

Templeton Global Balanced Fund

Templeton Global Bond Fund

Templeton Global Bond Fund (Hedged)

Templeton Global Smaller Companies Corporate Class

Templeton Global Smaller Companies Fund

Templeton Growth Corporate Class

Templeton Growth Fund, Ltd.

Templeton International Stock Corporate Class

Templeton International Stock Fund

Principal Regulator – Ontario

Type and Date:

Final Simplified Prospectus dated May 29, 2018

NP 11-202 Receipt dated June 1, 2018

Offering Price and Description:

Series A, A (Hedged) F, FT, I, O, OT, PF, PF (Hedged),

PFT, T, T-USD and V securities @ net asset value

Underwriter(s) or Distributor(s):

Franklin Templeton Investments Corp.

Bissett Investment Management, a division of Franklin

Templeton Investments Corp.

Promoter(s):

N/A

Project #2758148

Issuer Name:

imaxx Canadian Bond Fund
imaxx Canadian Dividend Plus Fund
imaxx Canadian Fixed Pay Fund
imaxx Equity Growth Fund
imaxx Global Equity Growth Fund
imaxx Short Term Bond Fund
Principal Regulator – Ontario

Type and Date:

Final Simplified Prospectus dated May 22, 2018
NP 11-202 Receipt dated May 30, 2018

Offering Price and Description:

Class A, A0, A2, A3, A4, A5, F, F0, F2, F3, F4 and F5 Units
@ net asset value

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Foresters Asset Management Inc.

Project #2757647

Issuer Name:

Invesco Advantage Bond Fund
Invesco Canadian Bond Fund
Invesco Canadian Bond Class
Invesco Global Bond Fund
Invesco Short-Term Bond Fund
Powershares 1-5 YEAR Laddered Corporate Bond Index Fund
Powershares Canadian Dividend Index Class
Powershares Canadian Preferred Share Index Class
Powershares FTSE RAFI® Canadian Fundamental Index Class
Principal Regulator – Ontario

Type and Date:

Amendment #5 to Final Simplified Prospectus dated May 25, 2018
NP 11-202 Receipt dated June 1, 2018

NP 11-202 Receipt dated June 1, 2018

Offering Price and Description:

Series A, Series D, Series F, Series I, Series P, Series PF, Series PTF, PF4 and PT4

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Invesco Canada Ltd.

Project #2636650

Issuer Name:

iShares 1-10 Year Laddered Corporate Bond Index ETF
iShares 1-10 Year Laddered Government Bond Index ETF
iShares 1-5 Year Laddered Corporate Bond Index ETF
iShares 1-5 year Laddered Government Bond Index ETF
iShares Balanced Growth CorePortfolio™ Index ETF
iShares Balanced Income CorePortfolio™ Index ETF
iShares Canadian Fundamental Index ETF
iShares Convertible Bond Index ETF
iShares Emerging Markets Fundamental Index ETF
iShares Global Agriculture Index ETF
iShares Global Infrastructure Index ETF
iShares Global Monthly Dividend Index ETF (CAD-Hedged)
iShares Global Real Estate Index ETF
iShares Global Water Index ETF
iShares High Quality Canadian Bond Index ETF (formerly, iShares Core High Quality Canadian Bond Index ETF)
iShares International Fundamental Index ETF
iShares Japan Fundamental Index ETF (CAD-Hedged)
iShares S&P/TSX Canadian Dividend Aristocrats Index ETF
iShares S&P/TSX Canadian Preferred Share Index ETF
iShares U.S. High Yield Fixed Income Index ETF (CAD-Hedged)
iShares US Dividend Growers Index ETF (CAD-Hedged)
iShares US Fundamental Index ETF
Principal Regulator – Ontario

Type and Date:

Final Long Form Prospectus dated May 30, 2018
NP 11-202 Receipt dated June 1, 2018

Offering Price and Description:

Common units and non-hedged Common units @ net asset value

Underwriter(s) or Distributor(s):

BlackRock Asset Management Canada Limited

Promoter(s):

N/A

Project #2762670

Issuer Name:

Lincluden Balanced Fund
Principal Regulator – Ontario

Type and Date:

Final Simplified Prospectus dated May 24, 2018
NP 11-202 Receipt dated May 30, 2018

Offering Price and Description:

Series A units, Series F units, Series I units and Series O units @ net asset value

Underwriter(s) or Distributor(s):

Lincluden Management Limited

Promoter(s):

N/A

Project #2761420

Issuer Name:

Mackenzie Income Fund
Mackenzie Global Small Cap Class
Mackenzie Ivy International Class
Mackenzie Cundill Canadian Security Class
Mackenzie Global Strategic Income Fund
Mackenzie Ivy Foreign Equity Currency Neutral Class
Mackenzie Canadian All Cap Dividend Class
Mackenzie Strategic Bond Fund
Mackenzie North American Corporate Bond Fund
Mackenzie Floating Rate Income Fund
Mackenzie Global Tactical Bond Fund
Mackenzie Cundill Value Class
Mackenzie USD Global Strategic Income Fund
Mackenzie Private Canadian Focused Equity Pool
Mackenzie Private Income Balanced Pool
Mackenzie Private Global Conservative Income Balanced Pool
Mackenzie Private Global Equity Pool
Mackenzie Private Global Fixed Income Pool
Mackenzie Private Global Income Balanced Pool
Mackenzie Private US Equity Pool
21.Mackenzie Cundill Canadian Balanced Fund
Mackenzie Cundill US Class
Mackenzie Cundill Value Fund
Mackenzie Ivy Canadian Balanced Class
Mackenzie Ivy Canadian Balanced Fund
Mackenzie Ivy Canadian Fund
Mackenzie Ivy Foreign Equity Fund
Mackenzie Ivy Foreign Equity Class
Mackenzie Ivy Global Balanced Class
Mackenzie Ivy Global Balanced Fund
Symmetry Balanced Portfolio Class
Symmetry Conservative Income Portfolio Class
Symmetry Conservative Portfolio Class
Symmetry Growth Portfolio Class
Symmetry Moderate Growth Portfolio Class
Mackenzie Ivy International Fund
Mackenzie Canadian Growth Balanced Class
Mackenzie Canadian Growth Fund
Mackenzie Canadian Growth Class
Mackenzie US Growth Class
Mackenzie Canadian All Cap Balanced Fund
Mackenzie Ivy International Equity Fund
Mackenzie Emerging Markets Class
Mackenzie Emerging Markets Opportunities Class
Principal Regulator – Ontario

Type and Date:

Amendment #2 to Final Simplified Prospectus dated May 18, 2018

NP 11-202 Receipt dated June 1, 2018

Offering Price and Description:

Series A, D, O, F, FB5, F6, F8, FB, PW, PWFB5, PWFB, PWT6, PWT8, T6, T8, F5, T5, PWT5 and AR Securities

Underwriter(s) or Distributor(s):

Quadrus Investment Services Ltd.
LBC Financial Services Inc.

Promoter(s):

Mackenzie Financial Corporation

Project #2656987

Issuer Name:

MD American Growth Fund
MD American Value Fund
MD Bond Fund
MD Dividend Growth Fund
MD Equity Fund
MD Fossil Fuel Free Bond Fund
MD Fossil Fuel Free Equity Fund
MD Growth Investments Limited
MD International Growth Fund
MD International Value Fund
MD Money Fund
MD Precision Balanced Growth Portfolio
MD Precision Balanced Income Portfolio
MD Precision Canadian Balanced Growth Fund (formerly, MD Balanced Fund)
MD Precision Canadian Moderate Growth Fund (formerly, MD Dividend Income Fund)
MD Precision Conservative Portfolio
MD Precision Maximum Growth Portfolio
MD Precision Moderate Balanced Portfolio
MD Precision Moderate Growth Portfolio
MD Select Fund
MD Short-Term Bond Fund
MD Strategic Opportunities Fund
MD Strategic Yield Fund
MDPIM Canadian Equity Pool
MDPIM US Equity Pool
Principal Regulator – Ontario

Type and Date:

Final Simplified Prospectus dated May 24, 2018

NP 11-202 Receipt dated June 1, 2018

Offering Price and Description:

Series A, Series I, Series F and Series D units @ Net Asset Value

Underwriter(s) or Distributor(s):

MD Management Limited

Promoter(s):

MD Financial Management Inc.

Project #2757613

Issuer Name:

MDPIM Canadian Bond Pool
MDPIM Canadian Equity Pool
MDPIM Canadian Long Term Bond Pool
MDPIM Dividend Pool
MDPIM Emerging Markets Equity Pool
MDPIM International Equity Index Pool
MDPIM International Equity Pool
MDPIM S&P 500 Index Pool
MDPIM S&P/TSX Capped Composite Index Pool
MDPIM Strategic Opportunities Pool
MDPIM Strategic Yield Pool
MDPIM US Equity Pool
Principal Regulator – Ontario

Type and Date:

Final Simplified Prospectus dated May 24, 2018
NP 11-202 Receipt dated May 31, 2018

Offering Price and Description:

Series A, Series I, Series F and Series D and Private Trust
Series units @ net asset value

Underwriter(s) or Distributor(s):

MD Management Limited

Promoter(s):

MD Financial Management Inc.

Project #2757644

Issuer Name:

North American Financial 15 Split Corp.
Principal Regulator – Ontario

Type and Date:

Final Shelf Prospectus (NI 44-102) dated June 1, 2018
NP 11-202 Receipt dated June 4, 2018

Offering Price and Description:

\$300,000,000 Preferred Shares and Class A Shares

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #2776517

NON-INVESTMENT FUNDS

Issuer Name:

Avante Logixx Inc.
Principal Regulator – Ontario

Type and Date:

Preliminary Short Form Prospectus dated May 29, 2018
NP 11-202 Preliminary Receipt dated May 29, 2018

Offering Price and Description:

18,750,000 Common Shares
\$7,500,000.00
Price: \$0.40 per Common Share

Underwriter(s) or Distributor(s):

Cormark Securities Inc.
Canaccord Genuity Corp.

Promoter(s):

–

Project #2775237

Issuer Name:

Franco-Nevada Corporation
Principal Regulator – Ontario

Type and Date:

Preliminary Shelf Prospectus dated May 29, 2018
NP 11-202 Preliminary Receipt dated May 30, 2018

Offering Price and Description:

Common Shares
Preferred Shares
Debt Securities
Warrants
Subscription Receipts
US\$2,000,000,000.00

Underwriter(s) or Distributor(s):

–

Promoter(s):

–

Project #2778671

Issuer Name:

IMV Inc. (formerly Immunovaccine Inc.)
Principal Regulator – Nova Scotia

Type and Date:

Preliminary Shelf Prospectus dated May 31, 2018
NP 11-202 Preliminary Receipt dated May 31, 2018

Offering Price and Description:

\$150,000,000.00
Preferred Shares
Common Shares
Subscription Receipts
Warrants
Units

Underwriter(s) or Distributor(s):

–

Promoter(s):

–

Project #2781942

Issuer Name:

Innergex Renewable Energy Inc.
Principal Regulator – Quebec

Type and Date:

Preliminary Short Form Prospectus dated May 29, 2018
NP 11-202 Preliminary Receipt dated May 29, 2018

Offering Price and Description:

\$150,000,000.00
4.75% Convertible Unsecured Subordinated Debentures
Price: \$1,000.00 per Debenture

Underwriter(s) or Distributor(s):

TD Securities Inc.
CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
RBC Dominion Securities Inc.
Desjardins Securities Inc.
Canaccord Genuity Corp.
Industrial Alliance Securities Inc.
Raymond James Ltd.

Promoter(s):

–

Project #2775410

Issuer Name:

McEwen Mining Inc. (formerly US Gold Corporation)
Principal Regulator – Ontario

Type and Date:

Amendment dated May 29, 2018 to Preliminary Prospectus
– MJDS dated April 26, 2018
NP 11-202 Preliminary Receipt dated June 1, 2018

Offering Price and Description:

US\$200,000,000.00
Debt Securities
Common Stock
Warrants
Subscription Rights
Subscription Receipts
Units

Underwriter(s) or Distributor(s):

–

Promoter(s):

–

Project #2762052

Issuer Name:

Newstrike Resources Ltd.
Principal Regulator – Ontario

Type and Date:

Preliminary Short Form Prospectus dated May 30, 2018
NP 11-202 Preliminary Receipt dated May 31, 2018

Offering Price and Description:

\$45,000,000.00
60,000,000 Units
Price: \$0.75 per Unit

Underwriter(s) or Distributor(s):

Cormark Securities Inc.
Infor Financial Inc.
Haywood Securities Inc.
Eight Capital

Promoter(s):

–

Project #2776642

Issuer Name:

Suncor Energy Inc.
Principal Regulator – Alberta (ASC)

Type and Date:

Preliminary Shelf Prospectus dated May 31, 2018
NP 11-202 Preliminary Receipt dated May 31, 2018

Offering Price and Description:

US\$3,000,000,000.00

Debt Securities
Common Shares
Preferred Shares
Subscription Receipts
Warrants
Units
Share Purchase Contracts
Share Purchase Units

Underwriter(s) or Distributor(s):

–

Promoter(s):

–

Project #2782003

Issuer Name:

Suncor Energy Inc.
Principal Regulator – Alberta (ASC)

Type and Date:

Preliminary Shelf Prospectus dated May 31, 2018
NP 11-202 Preliminary Receipt dated May 31, 2018

Offering Price and Description:

\$3,000,000,000.00
Medium Term Notes
(Unsecured)

Underwriter(s) or Distributor(s):

Altacorp Capital Inc.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
Citigroup Global Markets Canada Inc.
Desjardins Securities Inc.
J.P. Morgan Securities Canada Inc.
Merrill Lynch Canada Inc.
Morgan Stanley Canada Limited
MUFG Securities (Canada), Ltd.
RBC Dominion Securities Inc.
Scotia Capital Inc.
TD Securities Inc.

Promoter(s):

–

Project #2782026

Issuer Name:

TeraGo Inc.
Principal Regulator – Ontario

Type and Date:

Preliminary Short Form Prospectus dated June 4, 2018
NP 11-202 Preliminary Receipt dated June 4, 2018

Offering Price and Description:

\$6,004,900.00
1,133,000 Common Shares
\$5.30 per Common Share

Underwriter(s) or Distributor(s):

TD Securities Inc.
Cormark Securities Inc.
Desjardins Securities Inc.

Promoter(s):

–

Project #2778469

Issuer Name:

Vizsla Resources Corp.
Principal Regulator – British Columbia

Type and Date:

Preliminary Long Form Prospectus dated May 30, 2018
NP 11-202 Preliminary Receipt dated May 30, 2018

Offering Price and Description:

\$800,000.00 Offering
4,333,333 Common Shares at a Price of \$0.15 per Share
750,000 Flow-Through Common Shares at a Price of \$0.20 per Share

Underwriter(s) or Distributor(s):

Haywood Securities Inc.

Promoter(s):

Michael A. Konnert
Project #2779582

Issuer Name:

Bank of Montreal
Principal Regulator – Ontario

Type and Date:

Final Shelf Prospectus dated June 1, 2018
NP 11-202 Receipt dated June 1, 2018

Offering Price and Description:

\$6,000,000,000.00
Medium Term Notes (Principal At Risk Notes)

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.
Desjardins Securities Inc.
HSBC Securities (Canada) Inc.
Industrial Alliance Securities Inc.
Manulife Securities Incorporated
Raymond James Ltd.
Wellington-Altus Private Wealth Inc.

Promoter(s):

–
Project #2775434

Issuer Name:

Brookfield Property Finance ULC
Brookfield Property Partners L.P.
Brookfield Property Preferred Equity Inc.
Principal Regulator – Ontario

Type and Date:

Final Shelf Prospectus dated May 31, 2018
NP 11-202 Receipt dated June 1, 2018

Offering Price and Description:

US\$1,500,000,000.00 – Limited Partnership Units,
Preferred Limited Partnership Units, Debt Securities, Class
A Preference Shares

Underwriter(s) or Distributor(s):

–
Promoter(s):

–
Project #2767736

Issuer Name:

Brookfield Property Partners L.P.
Brookfield Property Preferred Equity Inc.
Brookfield Property Finance ULC
Principal Regulator – Ontario

Type and Date:

Final Shelf Prospectus dated May 31, 2018
NP 11-202 Receipt dated June 1, 2018

Offering Price and Description:

US\$1,500,000,000.00 – Limited Partnership Units,
Preferred Limited Partnership Units, Debt Securities, Class
A Preference Shares

Underwriter(s) or Distributor(s):

–
Promoter(s):

–
Project #2767732

Issuer Name:

Brookfield Property Preferred Equity Inc.
Brookfield Property Finance ULC
Brookfield Property Partners L.P.
Principal Regulator – Ontario

Type and Date:

Final Shelf Prospectus dated May 31, 2018
NP 11-202 Receipt dated June 1, 2018

Offering Price and Description:

US\$1,500,000,000.00 – Limited Partnership Units,
Preferred Limited Partnership Units, Debt Securities, Class
A Preference Shares

Underwriter(s) or Distributor(s):

–
Promoter(s):

–
Project #2767738

Issuer Name:

CannTrust Holdings Inc.
Principal Regulator – Ontario

Type and Date:

Final Short Form Prospectus dated May 29, 2018
NP 11-202 Receipt dated May 29, 2018

Offering Price and Description:

\$87,300,000.00 – 9,700,000 Units
Price: \$9.00 per Unit

Underwriter(s) or Distributor(s):

Canaccord Genuity Corp.
GMP Securities L.P.
Echelon Wealth Partners Inc.
Bloom Burton Securities Inc.
Cormark Securities Inc.
Haywood Securities Inc.

Promoter(s):

–
Project #2773750

Issuer Name:

ICOX Innovations Inc.
Principal Regulator – British Columbia

Type and Date:

Final Long Form Prospectus dated May 30, 2018
NP 11-202 Receipt dated May 30, 2018

Offering Price and Description:

9,113,659 Shares of Common Stock Issuable upon
Conversion of 9,113,659 Subscription Receipts
Per Subscription Receipt: US\$0.60
Total: US\$5,468,195.40

Underwriter(s) or Distributor(s):

–

Promoter(s):

James P. Geiskopf
Project #2754386

Issuer Name:

True North Commercial Real Estate Investment Trust
Principal Regulator – Ontario

Type and Date:

Final Shelf Prospectus dated June 1, 2018
NP 11-202 Receipt dated June 1, 2018

Offering Price and Description:

\$300,000,000.00 – Trust Units, Preferred Trust Units, Debt
Securities, Subscription Receipts, Warrants, Units

Underwriter(s) or Distributor(s):

–

Promoter(s):

–

Project #2771861

Issuer Name:

New Jersey Mining Company
Principal Regulator – Ontario

Type and Date:

Final Long Form Prospectus dated June 1, 2018
NP 11-202 Receipt dated June 4, 2018

Offering Price and Description:

No securities are being offered pursuant to this Prospectus

Underwriter(s) or Distributor(s):

–

Promoter(s):

John Swallow
Project #2750944

Issuer Name:

Platform 9 Capital Corp.
Principal Regulator – Ontario

Type and Date:

Final CPC Prospectus (TSX-V) dated May 17, 2018
NP 11-202 Receipt dated May 29, 2018

Offering Price and Description:

Minimum Offering: \$200,000.00 or 2,000,000 Common
Shares
Maximum Offering: \$700,000.00 or 7,000,000 Common
Shares

Price: \$0.10 per Common Share

Underwriter(s) or Distributor(s):

Haywood Securities Inc.

Promoter(s):

John Travaglini
Project #2759565

This page intentionally left blank

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Consent to Suspension (Pending Surrender)	International Capital Management Inc.	Exempt Market Dealer	May 29, 2018
New Registration	Ravenstone Capital Management Inc.	Investment Fund Manager, Portfolio Manager and Exempt Market Dealer	May 31, 2018
Consent to Suspension (Pending Surrender)	CGOV Asset Management	Investment Fund Manager, Portfolio Manager and Exempt Market Dealer	May 31, 2018
Change in Registration Category	3iQ Corp.	From: Investment Fund Manager and Portfolio Manager To: Investment Fund Manager, Portfolio Manager and Exempt Market Dealer	June 1, 2018
Amalgamation	CI Investments Inc. & Sentry Investments Inc. To form: CI Investments Inc.	Exempt Market Dealer, Investment Fund Manager, Portfolio Manager, Commodity Trading Manager and Commodity Trading Counsel	June 1, 2018

This page intentionally left blank

Index

3iQ Corp.			
Change in Registration Category	4679		
Agility Health, Inc.			
Cease Trading Order	4555		
Bradmer Pharmaceuticals Inc.			
Decision	4495		
Brandt, Jens			
Notice of Hearing – ss. 127, 127.1	4484		
Notice of Hearing – ss. 127, 127.1	4485		
Notice from the Office of the Secretary	4489		
Notice from the Office of the Secretary	4491		
Notice from the Office of the Secretary	4492		
Order	4526		
Order with Related Settlement Agreement – s. 127(1)	4534		
Order with Related Settlement Agreement – s. 127(1)	4540		
Oral Reasons for Approval of a Settlement – s. 127	4547		
Oral Reasons for Approval of Settlement – ss. 127, 127.1	4550		
CGOV Asset Management			
Consent to Suspension (Pending Surrender)	4679		
CI Investments Inc.			
Amalgamation	4679		
Companion Policy 21-101CP Marketplace Operation			
Notice of Ministerial Approval	4483		
Rules and Policies	4580		
Companion Policy 45-102 to National Instrument 45-102 Resale of Securities			
Notice of Ministerial Approval	4482		
Rules and Policies	4564		
Companion Policy 72-503 Distributions Outside Canada			
Notice of Ministerial Approval	4482		
Rules and Policies	4560		
Companion Policy 81-102CP Investment Funds			
Notice of Ministerial Approval	4483		
Rules and Policies	4581		
Cona Resources Ltd.			
Order	4532		
Distinct Infrastructure Group Inc.			
Cease Trading Order	4555		
Enbridge Gas Distribution Inc.			
Decision	4515		
Enbridge Income Fund			
Decision	4515		
Enbridge Pipelines Inc.			
Decision	4515		
Gendis Inc.			
Orer	4523		
International Capital Management Inc.			
Consent to Suspension (Pending Surrender)	4679		
IPC Investment Corporation			
Notice of Hearing with Related Statements of Allegations – s. 127	4486		
Notice from the Office of the Secretary	4494		
IPC Securities Corporation			
Notice of Hearing with Related Statements of Allegations – s. 127	4486		
Notice from the Office of the Secretary	4494		
J.P. Morgan Securities PLC			
Decision	4505		
Katanga Mining Limited			
Cease Trading Order	4555		
Leagold Acquisition Corp. II			
Order	4524		
Order – s. 1(6) of the OBCA	4525		
Meharchand, Dennis L.			
Notice from the Office of the Secretary	4591		
Order – s. 127(1)	4526		
MFDA			
Notice of Withdrawal	4481		
Notice from the Office of the Secretary	4493		
Milligan, Todd			
Director’s Decision (Opportunity to be Heard by the Director) – s. 31	4552		
Mutual Fund Dealers Association of Canada			
Notice of Withdrawal	4481		
Notice from the Office of the Secretary	4493		
MYM Nutraceuticals Inc.			
Decision	4512		

National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations

Notice of Ministerial Approval.....	4482
Notice of Ministerial Approval.....	4483
Rules and Policies	4566
Rules and Policies	4568

National Instrument 33-109 Registration Information

Notice of Ministerial Approval.....	4483
Rules and Policies	4569

National Instrument 41-101 General Prospectus**Requirements**

Notice of Ministerial Approval.....	4483
Rules and Policies	4570

National Instrument 44-101 Short Form Prospectus**Distributions**

Notice of Ministerial Approval.....	4483
Rules and Policies	4571

National Instrument 44-102 Shelf Distributions

Notice of Ministerial Approval.....	4483
Rules and Policies	4573

National Instrument 45-102 Resale of Securities

Notice of Ministerial Approval.....	4482
Rules and Policies	4562

National Instrument 45-106 Prospectus Exemptions

Notice of Ministerial Approval.....	4483
Rules and Policies	4574

National Instrument 51-102 Continuous Disclosure**Obligations**

Notice of Ministerial Approval.....	4483
Rules and Policies	4576

National Instrument 81-102 Investment Funds

Notice of Ministerial Approval.....	4483
Rules and Policies	4577

National Instrument 81-106 Investment Fund**Continuous Disclosure**

Notice of Ministerial Approval.....	4483
Rules and Policies	4578

National Policy 11-206 Process for Cease to be a Reporting Issuer Applications

Notice of Ministerial Approval.....	4482
Rules and Policies	4567

NBC Asset Trust™

Decision	4500
----------------	------

Omega Securities Inc.

Notice from the Office of the Secretary	4490
Order – s. 127(7).....	4520
Order.....	4520

OSC Rule 33-506 (Commodity Futures Act) Registration Information

Notice of Ministerial Approval.....	4483
Rules and Policies	4579

OSC Rule 72-503 Distributions Outside Canada

Notice of Ministerial Approval.....	4482
Rules and Policies	4557

Pawlowicz, Karl

Notice of Hearing – ss. 127, 127.1	4484
Notice of Hearing – ss. 127, 127.1	4485
Notice from the Office of the Secretary	4489
Notice from the Office of the Secretary	4491
Notice from the Office of the Secretary	4492
Order	4526
Order with Related Settlement Agreement	
– s. 127(1)	4534
Order with Related Settlement Agreement	
– s. 127(1)	4540
Oral Reasons for Approval of a Settlement	
– s. 127.....	4547
Oral Reasons for Approval of Settlement	
– ss. 127, 127.1	4550

Performance Sports Group Ltd.

Cease Trading Order.....	4555
--------------------------	------

Potash Corporation of Saskatchewan Inc.

Order	4527
-------------	------

Ravenstone Capital Management Inc.

New Registration	4679
------------------------	------

Sage Gold Inc.

Cease Trading Order.....	4555
--------------------------	------

Seemann, Harald

Notice of Hearing – ss. 127, 127.1	4484
Notice of Hearing – ss. 127, 127.1	4485
Notice from the Office of the Secretary	4489
Notice from the Office of the Secretary	4491
Notice from the Office of the Secretary	4492
Order	4526
Order with Related Settlement Agreement	
– s. 127(1)	4534
Order with Related Settlement Agreement	
– s. 127(1)	4540
Oral Reasons for Approval of a Settlement	
– s. 127.....	4547
Oral Reasons for Approval of Settlement	
– ss. 127, 127.1	4550

Sentry Investments Inc.

Amalgamation	4679
--------------------	------

U.S. Geothermal Inc.

Order	4521
-------------	------

Union Gas Limited

Decision4518

Valt.X Holdings Inc.

Notice from the Office of the Secretary4591

Order – s. 127(1).....4526

Westcoast Energy Inc.

Decision4518

Wolfenden, John Richard

Notice of Withdrawal4481

Notice from the Office of the Secretary4493

This page intentionally left blank