The Ontario Securities Commission

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The Ontario Securities Commission carries out the powers, duties and functions given to it pursuant to the *Securities Commission Act, 2021* (S.O. 2021, c. 8, Sched. 9).

The Ontario Securities Commission exercises its regulatory oversight function through the administration and enforcement of Ontario's *Securities Act* (R.S.O. 1990, c. S.5) and *Commodity Futures Act* (R.S.O. 1990, c. C.20), and administration of certain provisions of the *Business Corporations Act* (R.S.O. 1990, c. B.16).

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Table of Contents

A. Capital Markets Tribunal

A.2
Other Notices

A.2.1 Charles DeBono

FOR IMMEDIATE RELEASE
February 7, 2024

CHARLES DEBONO,
File No. 2023-30

TORONTO – The Tribunal issued its Reasons and Decision and an Order pursuant to Subsections 127(1) and 127(4.0.1) of the *Securities Act* in the above-named matter.

A copy of the Reasons and Decision and the Order both dated February 6, 2024 are available at capitalmarketstribunal.ca.

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A.2.2 Traynor Ridge Capital Inc. et al.

FOR IMMEDIATE RELEASE
February 7, 2024

TRAYNOR RIDGE CAPITAL INC.,
TR1 FUND,
TR1-I FUND,
TR3 FUND AND
TR1 GP LTD.,
File No. 2023-34

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

A copy of the Order dated February 7, 2024 is available at capitalmarketstribunal.ca.

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A.2.3 Kallo Inc. et al.

FOR IMMEDIATE RELEASE
February 9, 2024

KALLO INC.,
JOHN CECIL AND
SAMUEL PYO,
File No. 2023-12

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

A copy of the Order dated February 8, 2024 is available at capitalmarketstribunal.ca.

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A.3
Orders

A.3.1 Charles DeBono – ss. 127(1), 127(4.0.1)

IN THE MATTER OF
CHARLES DEBONO

File No. 2023-30

Adjudicator: Jane Waechter

February 6, 2024

ORDER
(Subsections 127(1) and 127(4.0.1) of the
Securities Act, RSO 1990, c S.5)

WHEREAS the Capital Markets Tribunal held a hearing in writing to consider a request by Staff of the Ontario Securities Commission for an order imposing sanctions against Charles DeBono pursuant to subsections 127(1) and 127(4.0.1) of the *Securities Act* (the **Act**);

ON READING the materials filed by Staff, DeBono having not filed any materials, though properly served;

IT IS ORDERED THAT:

1. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities or derivatives by DeBono cease permanently;

2. pursuant to paragraph 2.1 of subsection 127(1) of the Act, acquisition of any securities by DeBono is prohibited permanently;

3. pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to DeBono permanently;

4. pursuant to paragraphs 7, 8.1 and 8.3 of subsection 127(1) of the Act, DeBono resign any positions that he holds as a director or officer of any issuer or registrant, including as an investment fund manager;

5. pursuant to paragraphs 8, 8.2 and 8.4 of subsection 127(1) of the Act, DeBono is prohibited permanently from becoming or acting as a director or officer of any issuer or registrant, including as an investment fund manager; and

6. pursuant to paragraph 8.5 of subsection 127(1) of the Act, DeBono is prohibited permanently from becoming or acting as a registrant, including as an investment fund manager or promoter.

"Jane Waechter"

A.3.2 Traynor Ridge Capital Inc. et al. – ss. 127(1), 127(2), 127(8)

IN THE MATTER OF
TRAYNOR RIDGE CAPITAL INC.,
TR1 FUND,
TR1-I FUND,
TR3 FUND AND
TR1 GP LTD.

File No. 2023-34

Adjudicator: Geoffrey D. Creighton

February 7, 2024

ORDER
(Subsections 127(1), (2) and (8) of the
Securities Act, RSO 1990, c S.5)

WHEREAS the Capital Markets Tribunal held a hearing in writing to consider a motion by Staff of the Ontario Securities Commission to extend a temporary order issued by the Commission on October 30, 2023 and extended by the Tribunal on November 14, 2023;

ON READING the materials filed by Staff and on considering that Ernst & Young Inc. in its capacity as receiver and manager of all the assets, undertakings and property of the respondents Traynor Ridge Capital Inc. (**Traynor**), TR1 Fund, TR1-I Fund, TR3 Fund and TR1 GP Ltd. (the **Receiver**) appointed pursuant to an order of the Ontario Superior Court of Justice dated November 3, 2023 (the **Appointment Order**) consents to the relief sought;

IT IS ORDERED, pursuant to ss. 127(1)2, 127(2) and 127(8) of the *Securities Act*, that until August 8, 2024, and except as may be required for the Receiver, or any agent on its behalf, to carry out the Receiver's functions as set out in the Appointment Order:

1. trading in any securities by or of Traynor and by or of TR1 GP Ltd. shall cease; and

2. trading in the securities of the TR1 Fund, TR1-I Fund and TR3 Fund shall cease.

"Geoffrey D. Creighton"

A.3.3 Kallo Inc. et al.

IN THE MATTER OF
KALLO INC.,
JOHN CECIL AND
SAMUEL PYO

File No. 2023-12

Adjudicator: James Douglas

February 8, 2024

ORDER

WHEREAS on February 2, 2024, the Capital Markets Tribunal held a hearing at 20 Queen Street West, 17th Floor, Toronto, Ontario to consider a motion brought by Staff of the Ontario Securities Commission (**Staff**) for an order that the respondents deliver further and better witness lists and summaries, and related relief;

ON READING the motion records and memoranda of fact and law filed by the parties and on hearing the submissions of the representatives for Staff and for the respondents;

IT IS ORDERED, ON CONSENT OF THE PARTIES, THAT:

1. a confidential conference shall take place on February 20, 2024 at 10:00 a.m., at the Capital Markets Tribunal located at 20 Queen Street West, 17th Floor, Toronto, Ontario, or on such other dates and times as may be agreed to by the parties and set by the Governance & Tribunal Secretariat;

2. a further attendance in this matter is scheduled for March 21, 2024 at 10:00 a.m., by videoconference, or on such other date and time as may be agreed to by the parties and set by the Governance & Tribunal Secretariat; and

3. Staff's motion is adjourned until a date to be determined.

"James Douglas"

A.4
Reasons and Decisions

A.4.1 Charles DeBono – ss. 127(1), 127(4.0.1)

Citation: *DeBono (Re)*, 2024 ONCMT 8
Date: 2024-02-06
File No. 2023-30

IN THE MATTER OF
CHARLES DEBONO

REASONS AND DECISION
(Subsections 127(1) and 127(4.0.1) of the *Securities Act*, RSO 1990, c S.5)

Adjudicator:	Jane Waechter	
Hearing:	In writing, final written submissions received January 12, 2024	
Appearances:	Sean Grouhi	For Staff of the Ontario Securities Commission
	No one appearing for Charles DeBono	

REASONS AND DECISION

1. BACKGROUND

[1] Charles DeBono is an Ontario resident who pleaded guilty in the Ontario Superior Court of Justice to one count of criminal fraud over $5,000 and one count of money laundering[1]. As described below, DeBono's criminal conviction arose from securities-related conduct. The Court sentenced him to 7 years in jail and made other orders, including a restitution order requiring him to pay over $29 million to impacted investors.

[2] The Court found that "[t]his was a large-scale fraud perpetrated as a Ponzi scheme by a calculating offender. [DeBono] duped hundreds of people across Canada and elsewhere to part with their money, in some instances their life savings, so that he could live in luxury."[2]

[3] Staff of the Ontario Securities Commission ask for an interjurisdictional enforcement order under the *Securities Act*[3] (the **Act**), specifically that DeBono be removed from the capital markets permanently.

[4] My reasons for granting the requested order follow.

2. SERVICE AND PARTICIPATION

[5] Staff elected to use the expedited procedure for inter-jurisdictional enforcement proceedings in Rule 11(3) of the *Capital Markets Tribunal Rules of Procedure and Forms* (the **Rules**). Among other things, that procedure allows a respondent who is served with a Notice of Hearing to request an oral hearing, or to file a hearing brief and written submissions.

[6] Staff served DeBono with the Notice of Hearing and Statement of Allegations and he acknowledged receipt.[4] He has neither requested an oral hearing nor filed written submissions within the required timeframe. Given that he has been served and has not responded, the Tribunal may proceed in his absence.[5]

[7] After Staff filed this application, the interjurisdictional enforcement provisions of the Act were amended as described in more detail below.[6] I asked Staff for submissions about the effect of those amendments on this application. Staff replied that the amendments have no effect. I agree with that assessment.[7]

1 Exhibit 1, Staff's Hearing Brief, *R v DeBono*, 2022 ONSC 3809, Reasons for Sentence dated June 28, 2022 (**Reasons for Sentence**) at para 4
2 Reasons for Sentence at para 62
3 RSO 1990, c S.5
4 Exhibit 2, Affidavit of Service of Rita Pascuzzi sworn October 26, 2023
5 *Statutory Powers Procedures Act*, RSO 1990, c S.22, s 7(2); Capital Markets Tribunal Rules of Procedure and Forms, r 21(3)
6 *Building a Strong Ontario Together Act (Budget Measures), 2023*, SO 2023, c 21, Sch 10, s6(2) (***Strong Ontario Together Act***)
7 *Singh (Re)*, 2024 ONCMT 3

3. BACKGROUND

[8] We rely on the findings of fact, comments, and conclusions of the Court in sentencing DeBono and summarize some of those findings.

[9] DeBono sold a passive business opportunity involving point-of-sale debit terminals. He did this through a business called Direct Debit, which was based in an auto repair shop in Barrie, Ontario.[8]

[10] Under the arrangement, over 500 investors paid to purchase a debit terminal, received a unique identifier for the terminal and, for a period of time, received a return of 15 cents on each transaction that was processed through that terminal.[9]

[11] Investors didn't know that DeBono had purchased only 10 point-of-sale terminals, nor that their earnings came from money paid to DeBono by subsequent investors. The Court found that the arrangement was a Ponzi scheme. DeBono also used investor money to fund an extravagant lifestyle.[10]

[12] DeBono used techniques associated with legitimate investments. He solicited investors through advertisements on independent investor websites and at booths set up at legitimate trade shows. He used written marketing materials, commissioned salespersons, and an address in Toronto's financial district. Once signed up, investors received lists purporting to show the placement of individually identified debit terminals at actual businesses.[11]

[13] DeBono used an alias when dealing with members of the public. Investors were sent fabricated monthly remittance "earnings" reports. They received monthly payments they were told came from actual debit terminal transactions.[12]

[14] Eventually, DeBono moved to the Dominican Republic, where he used additional proceeds to build a hotel and continue to fund his lifestyle. Over time, DeBono moved funds and assets offshore and out of reach of his victims. While investigators were able to restrain some assets, DeBono did not pay restitution to his victims by the time of his criminal conviction.[13]

[15] DeBono has never been registered with the Commission in any capacity.[14]

4. ANALYSIS

4.1 Introduction

[16] Staff rely on section 127(1) of the Act, which empowers the Tribunal to make certain protective orders against an individual if in the Tribunal's opinion it is in the public interest to do so.

[17] Staff also initially relied on s. 127(10), which was repealed in the recent amendments to the interjurisdictional enforcement provisions. The provisions that are now relevant to this proceeding are:

a. s. 127(4.0.1) which continues the Tribunal's authority to make inter-jurisdictional enforcement orders relating to criminal convictions by a court in any jurisdiction under laws related to securities; and

b. s. 127(4.0.4) which provides that the Tribunal may make an order under s. 127(4.0.1) where the relevant circumstances arose prior to the amendments enacted on December 4, 2023.[15]

[18] As such, the issues in this application are:

a. whether DeBono was convicted by the Court of an offence arising from a transaction, business or conduct related to securities as required by paragraph 3 of s. 127(4.0.1) of the Act; and

b. whether it is in the public interest to make a s. 127(1) protective order against DeBono.

4.2 Conviction of an Offence Related to Securities

[19] Section 127(4.0.1) of the Act provides that the Tribunal may make a protective order against a person or company under s. 127(1) if:

8 Reasons for Sentence at paras 1, 6, 8
9 Reasons for Sentence at paras 7, 12
10 Reasons for Sentence at paras 2, 13
11 Reasons for Sentence at paras 7, 9, 11
12 Reasons for Sentence at para 63
13 Reasons for Sentence at para 63
14 Exhibit 1, Staff's Hearing Brief, Section 139 Certificate re: Charles DeBono dated July 26, 2023
15 *Strong Ontario Together Act*

The person or company has been convicted in any jurisdiction of an offence arising from a transaction, business or course of conduct related to securities or derivatives.

[20] DeBono has been convicted of one count of fraud over $5,000, and one count of money laundering.[16] In order for s. 127(4.0.1) to apply, these offences must be related to securities.

[21] Staff submits that DeBono's arrangement involving point-of-sale debit is an investment contract. An "investment contract" is included in the definition of "security" under s. 1(1) of the Act. The term "investment contract" is not defined in the Act. The Supreme Court of Canada, in its seminal decision of *Pacific Coast Coin Exchange v Ontario Securities Commission*, set out the required analysis. According to *Pacific Coast Coin*, an investment contract has four characteristics:

a. an investment of money,

b. with the intention of profit,

c. in a common enterprise — namely "one in which the fortunes of the investor are interwoven with and dependent upon the efforts and success of those seeking the investment or of third parties", and

d. where "the efforts made by those other than the investor are the undeniably significant ones, those essential managerial efforts which affect the failure or success of the enterprise".[17]

[22] The Supreme Court in *Pacific Coast Coin* stated that any interpretation of "investment contract" must be broad enough to include "the countless and variable schemes devised by those who seek the use of the money of others on the promise of profits."[18]

[23] The point-of-sale arrangement that DeBono sold is one of those countless and variable schemes. It has all the characteristics of an investment contract:

a. members of the public gave their money to DeBono,

b. with an intention of profit, which was to be paid based on the use of the point-of-sale terminal,

c. from a "common enterprise" in which the investors supply capital and DeBono would place the terminals in businesses where they would generate income, and

d. the arrangement depended on the essential managerial efforts of DeBono for the success of the enterprise. DeBono promoted the Debit Direct arrangement as a passive business opportunity. Further, the Court found that "[Debit Direct] claimed to take full responsibility for placing the debit terminals at high volume businesses across Canada, as well as for all costs and maintenance associated to the debit terminals."[19]

[24] My finding that there is an investment contract, and therefore a security, is not affected by the fact that DeBono did not do what he promised investors. He used the investment funds to pay returns through a Ponzi scheme and for personal purposes, making it a securities fraud.

[25] DeBono's fraud conviction related to the Debit Direct investment scheme satisfies the requirement in s. 127(4.0.1) for a conviction for a transaction, business or course of conduct related to securities. Accordingly, the Tribunal may make protective orders in the public interest under subsections 127(1) and (4.0.1) of the Act.

4.3 Is it in the Public Interest to Order Sanctions Against DeBono

[26] The Tribunal's public interest jurisdiction under s. 127(1) of the *Act* is neither punitive nor remedial, but rather is protective and prospective.[20] The jurisdiction is informed by the purposes of the Act set out in s. 1.1, which include investor protection and fostering fair, efficient and competitive capital markets.

[27] In my view, a protective order under s. 127(1) will give effect to the purposes of the Act. I base this conclusion on the Court's findings of a serious premeditated fraud by DeBono and the Tribunal's jurisdiction to address securities-related convictions. DeBono's severe mistreatment of investors provides a compelling reason to engage the public interest jurisdiction of the Tribunal under s. 127(1) of the Act. His misconduct should attract appropriate sanctions.

16 Reasons for Sentence at para 4
17 *Pacific Coast Coin Exchange v Ontario Securities Commission*, 1977 CanLII 37 (SCC) (***Pacific Coast Coin***) at 128-29
18 *Pacific Coast Coin* at 127
19 Reasons for Sentence at para 6
20 *Committee for Equal Treatment of Asbestos Minority Shareholders v Ontario (Securities Commission),* 2001 SCC 37 at paras 42-43

4.4 Appropriate Sanctions

[28] The Tribunal has identified the following non-exhaustive list of factors applicable to the determination of appropriate sanctions:

a. the respondents' level of activity in the marketplace,

b. the seriousness of the misconduct,

c. the profit made or loss avoided from the misconduct,

d. whether the misconduct was isolated or recurrent,

e. the respondents' experience in the marketplace,

f. any mitigating factors, and

g. the likely effect that any sanction would have on the respondent (specific deterrence) as well as on others (general deterrence).[21]

[29] Applying these factors to the facts of this case, I make the following observations and findings, which are substantially drawn from the reasons of the Court:[22]

a. *Level of activity* – DeBono's securities fraud involved hundreds of investors, with over $29 million in losses to investors. DeBono's was a sophisticated scheme with detailed planning, compelling marketing, and detailed falsified documents.

b. *Seriousness of misconduct* – This Tribunal has described fraud as one of the most serious forms of market misconduct.[23] This was not a fraud committed in the course of the operation of a legitimate business. It was a Ponzi scheme driven by greed on DeBono's part.

c. *Profit made* – DeBono raised over $29 million from investors and lived an extravagant lifestyle with some of those funds.

d. *Isolated or recurring* – DeBono perpetrated this fraud over a period of several years.

e. *Experience in the market* – DeBono does not have a history as a registrant in the capital markets and there is no evidence that he participated in the capital markets in any other capacity in the past.

f. *Any mitigating factors* – DeBono has not participated in this application and therefore has not raised any mitigating factors for my consideration.

g. *General and specific deterrence* – The requested sanctions will prevent DeBono from participating in the capital markets in Ontario (specific deterrence) and should deter those thinking of trying their hands at a Ponzi scheme (general deterrence). In similar securities frauds, the Tribunal has ordered permanent bans from participating in Ontario's capital markets and has found that such bans promote both specific and general deterrence.[24]

[30] I am satisfied that the Tribunal should give significant weight to the serious nature of the misconduct in this case.

5. CONCLUSION

[31] After balancing of the seriousness of the offence, specific and general deterrence, along with the aggravating factors, and the lack of mitigating factors, described above, I find that DeBono should not be permitted to participate in Ontario's capital markets. I grant all terms of the order requested, namely that:

a. DeBono cease trading in any securities or derivatives permanently,

b. DeBono is prohibited from acquiring any securities permanently,

c. any exemptions contained in Ontario securities law do not apply to DeBono permanently,

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21 *Solar Income Fund Inc (Re)*, 2023 ONCMT 3 (***Solar Income***) at para 13
22 Reasons for Sentence at para 63
23 *Solar Income* at para 20
24 *Uitvlugt (Re)*, 2022 ONCMT 19 at paras 1, 11, 22; *Stuart (Re)*, 2021 ONSEC 8 at paras 1, 14, 16, 30; *Andrew Keith Lech*, 2010 ONSEC 9 at paras 37-49, 67

d. DeBono resign any positions that he holds as a director or officer of any issuer or registrant, including as an investment fund manager,

e. DeBono is prohibited permanently from becoming or acting as a director or officer of any issuer or registrant, including as an investment fund manager, and

f. DeBono is prohibited permanently from becoming or acting as a registrant, including as an investment fund manager or promoter.

Dated at Toronto this 6th day of February, 2024

“Jane Waechter”

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B. Ontario Securities Commission

B.2
Orders

B.2.1 Consolidated Uranium Inc. – 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).

Statutes Cited

Business Corporations Act (Ontario), 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
CONSOLIDATED URANIUM INC.
(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 an "offering corporation" as defined in subsection 1(1) of the OBCA;

2. The registered and head office of the Applicant is located at 217 Queen St. West, Suite 401, Toronto, Ontario, M5V 0R2, Canada;

3. The Applicant has no intention to seek public financing by way of an offering of securities;

4. On January 24, 2024, the Applicant was granted an order (the **Reporting Issuer Order**) pursuant to subclause 1(10)(a)(ii) of the *Securities Act* (Ontario) that it is not a reporting issuer in Ontario and is not a reporting issuer or the equivalent in any other jurisdiction of Canada in accordance with National Policy 11-206 *Process for Cease to be a Reporting Issuer Application*; and

5. The representations set out in the Reporting Issuer Order continue to be true.

AND UPON the Commission being satisfied that to grant this order would not be prejudicial to the public interest;

IT IS HEREBY ORDERED 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 this 6th, day of February, 2024.

"Marie-France Bourret"
Manager, Corporate Finance
Ontario Securities Commission

OSC File #: 2024/0010

B.2.2 EnQuest PLC

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Securities Act, s. 88 – Cease to be a reporting issuer in AB – The issuer's securities are traded only on a market or exchange outside of Canada – Canadian residents own less than 2% of the issuer's securities and represent less than 2% of the issuer's total number of security holders; the issuer does not intend to do a public offering of its securities to Canadian residents, will not be a reporting issuer in a Canadian jurisdiction, is subject to the reporting requirements of UK securities laws, and all shareholders receive the same disclosure.

Applicable Legislative Provisions

Securities Act, R.S.A. 2000, c. S-4, s. 153.

Citation: *Re EnQuest PLC*, 2024 ABASC 26

February 12, 2024

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
ENQUEST PLC
(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 in 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; 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 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 company incorporated under the laws of England and Wales pursuant to the *Companies Act 2006* of the United Kingdom (the **Companies Act**).

2. The Filer's head office is located in London, England.

3. The Filer is an independent energy company with oil and gas production operations in the United Kingdom and Malaysia.

4. The Filer has no operations, employees or offices in Canada.

5. The Filer is a reporting issuer in the provinces of Alberta, British Columbia and Ontario (the **Reporting Jurisdictions**).

6. The Filer became a reporting issuer in each Reporting Jurisdiction on November 5, 2010 upon completion of an arrangement (the **Arrangement**) under section 195 of the *Business Corporations Act* (Yukon) involving Stratic Energy Corporation (**Stratic**), the shareholders of Stratic and the Filer, pursuant to which the Filer acquired all the outstanding common shares of Stratic in exchange for ordinary shares of the Filer (**Ordinary Shares**). Stratic was a reporting issuer in the Reporting Jurisdictions at the time of completion. The Canadian head office of Stratic was located in Calgary, Alberta.

7. For the purposes of MI 11-102, Alberta is the specified jurisdiction with which the Filer has the most significant connection because its former Canadian subsidiary Stratic (since dissolved) had its Canadian head office in Calgary, Alberta and the Filer has no connection to any other jurisdiction in Canada.

8. The Filer issued 24,434,983 Ordinary Shares pursuant to the Arrangement, representing less than 3.1% of the number of Ordinary Shares outstanding on completion of the Arrangement and less than 1.3% of the number of Ordinary Shares currently outstanding.

9. The Filer has not offered securities in a jurisdiction in Canada except pursuant to the Arrangement.

10. The outstanding securities of the Filer consist of:

    (a) Ordinary Shares, of which 1,885,924,339 were outstanding as of November 24, 2023;

    (b) equity compensation awards in the form of share units and share options awarded under equity-settled employee plans of the Filer (collectively, **Equity Compensation Awards**), which conditionally entitle the holders thereof to receive Ordinary Shares on exercise or settlement; and

    (c) two series of debt securities (collectively, the **Debt Securities**), as follows:

        (i) £133,300,000 aggregate principal amount of 9.00% Notes due October 27, 2027 (the **Sterling Notes**), of which £54,022,115 principal amount was issued to purchasers for cash consideration and £79,277,885 principal amount was issued in exchange for previously outstanding debt securities of the Filer; and

        (ii) US$305,000,000 aggregate principal amount of 11⅝% senior notes due November 1, 2027 (the **USD Notes**), which were issued to purchasers for cash consideration.

11. The Debt Securities are unsecured debt obligations of the Filer, do not constitute voting or equity securities of the Filer, and are not convertible or exchangeable into any other class of security.

12. The terms of the Debt Securities and their governing documents do not require that the Filer maintain its status as a reporting issuer under the securities legislation of any Reporting Jurisdiction or otherwise restrict the Filer's ability to apply for or obtain the Order Sought.

13. The Sterling Notes are issued in registered form.

14. The USD Notes are issued in global book-entry form through The Depository Trust Company (**DTC**) registered in a nominee name of DTC, with beneficial interests therein recorded in records maintained by DTC and participants in the DTC depository system.

15. All outstanding Equity Compensation Awards are held by employees of the Filer and its subsidiaries, none of whom are residents of Canada.

16. The Ordinary Shares are listed on the main market of the London Stock Exchange (**LSE**).

17. The Ordinary Shares were previously also listed on Nasdaq Stockholm, but were delisted upon application by the Filer announced December 5, 2023. The last day of trading of the Ordinary Shares on Nasdaq Stockholm was December 19, 2023.

18. The Sterling Notes are listed on the LSE, and the USD Notes are listed on the Luxembourg Stock Exchange.

19. The Filer is a designated foreign issuer under National Instrument 71-102 *Continuous Disclosure and Other Exemptions relating to Foreign Issuers* and is subject to periodic and timely disclosure requirements under the securities laws of the United Kingdom and the applicable rules of the LSE.

20. The Filer is not in default of its obligations under the securities legislation of the Reporting Jurisdictions.

21. The Filer is not in default of its obligations under the securities laws of the United Kingdom or the applicable rules of the LSE.

22. The Filer intends to maintain the listing of the Ordinary Shares on the LSE, during which the Filer will remain subject to periodic and timely disclosure requirements under the securities laws of the United Kingdom and the rules of the LSE.

23. The Filer has made a good faith investigation to determine the residency of the holders of its outstanding securities, which has included a thorough review of:

    (a) securityholder registers for the Ordinary Shares, Equity Compensation Awards and Debt Securities;

    (b) the results of responses to notices given under section 793 of the Companies Act to custodians and other intermediaries holding Ordinary Shares, requiring disclosure of any other person having an interest in the shares as of November 6, 2023 (the **Section 793 Results**); and

    (c) information as to the purchasers of the Debt Securities, with reviews of the initial allocations of the Sterling Notes and the USD Notes indicating no Canadian purchasers.

24. Section 793 of the Companies Act allows a company incorporated thereunder to issue a notice to its shareholders requiring disclosure of beneficial ownership information. Non-compliance with a section 793 notice is a criminal offence.

25. The Section 793 Results provide information as to beneficial ownership of Ordinary Shares registered to custodians and other intermediaries, grouped by country.

26. The register of holders of Ordinary Shares, taken together with the Section 793 Results, indicate seven holders of Ordinary Shares resident in Canada holding in aggregate 4,463,207 Ordinary Shares, representing less than 0.91% of total holders shown and less than 0.24% of the total number of Ordinary Shares outstanding.

27. Based on its investigation, the Filer has determined that residents of Canada do not, directly or indirectly:

    (a) beneficially own more than 2% of any class or series of outstanding securities (including debt securities) of the Filer worldwide; or

    (b) comprise more than 2% of the total number of security holders of the Filer worldwide.

28. No securities of the Filer are listed, traded or quoted on a marketplace in Canada (as that term is defined in National Instrument 21-101 *Marketplace Operation*), and the Filer does not intend to have any of its securities listed, traded or quoted on any such marketplace.

29. In the past 12 months, the Filer has not taken any steps that indicate there is a market for its securities in Canada, including conducting a prospectus offering in Canada, establishing or maintaining a listing on an exchange in Canada, or having its securities traded on a marketplace or any other facility in Canada for bringing together buyers and sellers where trading data is publicly reported.

30. The Filer has no current intention to seek public financing by way of an offering of its securities in Canada.

31. The Filer has given an undertaking to each of the Decision Makers to concurrently deliver to its securityholders in Canada all disclosure materials that it is required to deliver to securityholders resident in the United Kingdom, in the manner required by the securities laws of the United Kingdom and the applicable requirements of the LSE.

32. The Filer issued on January 30, 2024 a news release announcing that it applied for an order to cease to be a reporting issuer in all Canadian jurisdictions in which it is a reporting issuer, and that if the order is granted the Filer will no longer be a reporting issuer in any jurisdiction of Canada. The Filer has not received any communications from its securityholders in response to this news release.

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.

“Timothy Robson”
Manager, Legal
Corporate Finance
Alberta Securities Commission

OSC File #: 2023/0602

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B.3
Reasons and Decisions

B.3.1 Brookfield Reinsurance Ltd.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – relief granted from the requirements of paragraph 9.3(1)(b) of National Instrument 44-102 Shelf Distributions requiring the securities distributed under an ATM prospectus be equity securities relief granted on terms and conditions.

Applicable Legislative Provisions

National Instrument 44-102 Shelf Distributions, ss. 9.3(1)(b) and 11.1.
Securities Act, R.S.O. 1990, c. S.5, as am., ss. 53 and 74.

February 7, 2024

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
BROOKFIELD REINSURANCE LTD.

DECISION

Background

The principal regulator in the Jurisdiction has received an application from Brookfield Reinsurance Ltd. (the **company** or the **Filer**) for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) that, in respect of the class A-1 exchangeable non-voting shares of the company (**Class A-1 Exchangeable Shares**), the Filer be exempt from requirements contained in section 9.3(1)(b) of National Instrument 44-102 – *Shelf Distributions* (**NI 44-102**) that distributions by way of an at-the-market distribution using the shelf procedures be limited to distributions of equity securities (the **At-the-Market Distribution Eligibility Requirements** or the **Exemption Sought**). The Class A-1 Exchangeable Shares are the economic equivalent of, and exchangeable for, class A limited voting shares (**Brookfield Class A Shares**) of Brookfield Corporation, as more particularly described below. The Class A-1 Exchangeable Shares are also convertible into class A exchangeable limited voting shares of the company (**Class A Exchangeable Shares**).

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

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

(b) the Filer has provided notice that subsection 4.7(1)(c) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, the Northwest Territories, Yukon and Nunavut, as applicable.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* (**NI 14-101**), MI 11-102 and NI 44-102 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:

Relevant Entities

Brookfield Corporation

1. Brookfield Corporation was formed by articles of amalgamation dated August 1, 1997 and is organized pursuant to articles of amalgamation under the Business Corporations Act (Ontario) dated January 1, 2005 and articles of amendment by arrangement dated December 9, 2022.

2. Brookfield Corporation's registered and head office is located at Suite 100, Brookfield Place, 181 Bay Street, Toronto, Ontario, M5J 2T3.

3. The Brookfield Class A Shares are co-listed on the New York Stock Exchange (**NYSE**) and the Toronto Stock Exchange (**TSX**) under the symbol "BN".

4. The authorized share capital of Brookfield consists of (a) an unlimited number of preference shares designated as class A preference shares, issuable in series, (b) an unlimited number of Brookfield Class A Shares and (c) 85,120 class B limited voting shares.

5. Brookfield Corporation is a reporting issuer in each of the provinces and territories of Canada and is not in default of any requirement under securities legislation in the jurisdictions in which it is a reporting issuer.

The Company

6. The company was incorporated on December 10, 2020 under the Companies Act 1981 of Bermuda, as amended, as an exempted company limited by shares.

7. The registered and head office of the company is located at Ideation House, 1st Floor, 94 Pitts Bay Road, Pembroke HM 08 Bermuda.

8. The authorized share capital of the company consists of (a) Class A Exchangeable Shares, (b) Class A-1 Exchangeable Shares, (c) class B limited voting shares, (d) class C non-voting shares, (e) class A junior preferred shares, issuable in series, (f) class B junior preferred shares, issuable in series, (g) class A senior preferred shares, issuable in series and (h) class B senior preferred shares, issuable in series.

9. The Class A Exchangeable Shares are listed on the NYSE and the TSX under the symbol "BNRE".

10. The Class A-1 Exchangeable Shares are listed on the NYSE and the TSX under the symbol "BNRE.A".

11. The company is a reporting issuer in each of the provinces and territories of Canada and is not in default of any requirement under securities legislation in the jurisdictions in which it is a reporting issuer.

12. An investment in the Class A-1 Exchangeable Shares is intended to be, as nearly as practicable, functionally and economically, equivalent to an investment in Brookfield Class A Shares or an investment in Class A Exchangeable Shares. As such, the company expects that investors will hold or purchase Class A-1 Exchangeable Shares as an alternative way of owning Class A Exchangeable Shares or Brookfield Class A Shares rather than a separate and distinct investment.

13. Brookfield Corporation and the company are party to an amended and restated support agreement dated March 21, 2023 (**Support Agreement**), pursuant to which Brookfield Corporation has agreed to support the economic equivalence of the Exchangeable Shares by agreeing to take all actions reasonably necessary to enable the company to pay quarterly distributions, the liquidation amount or the amount payable on a redemption of Exchangeable Shares, as the case may be.

14. In addition to the Support Agreement, the Exchangeable Share provisions contain terms that provide holders of Exchangeable Shares directly with protections designed to make the Exchangeable Shares the economic equivalent of the Brookfield Class A Shares.

15. The Class A-1 Exchangeable Shares are exchangeable into Brookfield Class A Shares and convertible into Class A Exchangeable Shares on a one-for-one basis. Except for the fact that the Class A-1 Exchangeable Shares do not carry voting rights and that they are convertible into Class A Exchangeable Shares on a one-for-one basis, the rights, privileges, restrictions and conditions attached to the Class A Exchangeable Shares as a class and the Class A-1 Exchangeable Shares as a class are identical in all respects. Holders of Class A-1 Exchangeable Shares can exercise their voting rights

in either the company or in Brookfield Corporation, by converting their Class A-1 Exchangeable Shares into Class A Exchangeable Shares, or by exchanging their Class A-1 Exchangeable Shares for Brookfield Class A Shares.

At-the-Market Distributions

16. Following the issuance and listing of Class A-1 Exchangeable Shares on the NYSE and the TSX that occurred in November 2023, the company wishes to be eligible to distribute Class A-1 Exchangeable Shares by way of an at-the-market distribution under NI 44-102.

17. The At-the-Market Distribution Eligibility Requirements are outlined in section 9.3(1)(b) of NI 44-102, pursuant to which, only equity securities may be distributed by way of an at-the-market distribution using the shelf procedures.

18. The term "equity security" is defined under the Legislation as a security that carries a residual right to participate in the earnings of the issuer and, on the liquidation or winding up of the issuer, in its assets.

19. The Class A-1 Exchangeable Shares do not carry a residual right to participate in the assets of the company upon liquidation or winding-up of the company, and accordingly, are not equity securities under the Legislation.

20. The Class A-1 Exchangeable Shares provide holders thereof with a security of a reporting issuer having an economic return equivalent to an investment in Brookfield Class A Shares, which are equity securities under the Legislation.

21. Based upon the rationale provided in paragraph **17** above, it would not be prejudicial to the public interest to exempt the company from the At-the-Market Distribution Eligibility Requirements in respect of a distribution of Class A-1 Exchangeable Shares.

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 and the company does not have to comply with the At-the-Market Distribution Eligibility Requirements in respect of a distribution of Class A-1 Exchangeable Shares so long as:

(a) the company otherwise satisfies the conditions set out in section 9.3 of NI 44-102 to distribute securities under an ATM prospectus (as defined in NI 44-102) as part of an at-the-market distribution;

(b) the securities being distributed are Class A-1 Exchangeable Shares; and

(c) the Brookfield Class A Shares qualify as equity securities under NI 44-102.

"Marie-France Bourret"
Manager, Corporate Finance
Ontario Securities Commission

OSC File #: 2024/0021

B.3.2 Onex Canada Asset Management Inc.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted from sections 15.3(2), 15.3(4)(c), 15.6(1)(a)(i), 15.6(1)(d), 15.8(2)(a.1) and 15.8(3)(a.1) and 15.1.1 of National Instrument 81-102 Investment Funds to permit prospectus qualified mutual funds that were not distributed under a simplified prospectus in a jurisdiction for 12 consecutive months to include in their sales communications past performance data relating to a period when the funds' securities were previously distributed to investors on a prospectus-exempt basis and to use this past performance data to calculate their investment risk level in accordance with Appendix F Investment Risk Classification Methodology – Mutual funds are managed substantially similarly after they became reporting issuers as they were during the period prior to becoming reporting issuers and have similar fee and expense structures.

Relief granted from section 2.1 of National Instrument 81-101 Mutual Fund Prospectus Disclosure (NI 81-101) for the purposes of the relief requested from Item 10(b) of Part B of Form 81-101F1 Contents of Simplified Prospectus to permit the mutual funds to use the past performance data for a period when their securities were offered on a prospectus-exempt basis to calculate their investment risk rating in their simplified prospectus, and Item 5 of Part I of Form 81-101F3 Contents of Fund Facts Document to permit mutual funds to include in their fund facts document past performance data for a period when the funds were offered on a prospectus-exempt basis.

Relief granted from section 4.4 of National Instrument 81-106 Investment Fund Continuous Disclosure for the purposes of the relief requested from Items 3.1(7), 4.1(1), 4.1(2), 4.2(1), 4.3(1) and 4.3(2) of Part B of Form 81-106F1, and Items 3(1) and 4 of Part C of Form 81-106F1 Contents of Annual and Interim Management Report of Fund Performance, to permit the mutual funds to include in their annual and interim management reports of fund performance the past performance and financial data relating to a period when the funds were previously offered on a prospectus-exempt basis.

Relief granted from subsection 5.1(4) of NI 81-101 to permit simplified prospectus disclosure of alternative mutual funds to be consolidated with simplified prospectus disclosure of mutual funds that are not alternative mutual funds.

Applicable Legislative Provisions

National Instrument 81-102 Investment Funds, ss. 15.3(2), 15.3(4)(c), 15.6(1)(a)(i), 15.6(1)(d), 15.8(2)(a.1), 15.8(3)(a.1), 15.1.1 and 19.1.
National Instrument 81-101 Mutual Fund Prospectus Disclosure, ss. 2.1, 5.1(4) and 6.1.
Item 10(b) of Part B of Form 81-101F1 Contents of Simplified Prospectus.
Item 5 of Part I of Form 81-101F3 Contents of Fund Facts Document.
National Instrument 81-106 Investment Fund Continuous Disclosure, ss. 4.4 and 17.1.
Items 3.1(7), 4.1(1), 4.1(2), 4.2(1), 4.3(1) and 4.3(2) of Part B and Items 3(1) and 4 of Part C of Form 81-106F1 Contents of Annual and Interim Management Report of Fund Performance.

February 7, 2024

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
ONEX CANADA ASSET MANAGEMENT INC.
(the Filer)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer on behalf of Onex High Yield Bond Fund (Canada), Onex Premium Income Trust, Onex International Fund, Onex U.S. Equity Fund, and Onex Dividend Distribution Fund

(each, a **Conventional Fund** and collectively, the **Conventional Funds**), as well as Onex Global Special Situations Alternative Fund (the **Proposed Alternative Fund**, and collectively with the Conventional Funds, the **Funds** and each, a **Fund**), for a decision under the securities legislation of the Jurisdiction (the **Legislation**) exempting the Funds from:

(a) sections 15.3(2), 15.3(4)(c), 15.6(1)(a)(i), 15.6(1)(d), 15.8(2)(a.1), and 15.8(3)(a.1) of National Instrument 81-102 *Investment Funds* (**NI 81-102**), to permit the Conventional Funds to include their past performance data in sales communications notwithstanding that:

(i) the past performance data will relate to a period prior to the Conventional Funds offering their units under a simplified prospectus; and

(ii) the Conventional Funds have not distributed their securities under a simplified prospectus for 12 months,

(collectively, the **past performance data**);

(b) section 15.1.1(a) of NI 81-102 and Items 2 and 4 of Appendix F *Investment Risk Classification Methodology* to NI 81-102 (the **Risk Classification Methodology**) to permit the Conventional Funds to include their past performance data in determining their investment risk level in accordance with the Risk Classification Methodology;

(c) section 15.1.1(b) of NI 81-102 and Item 4(2)(a) and Instruction (1) of Item 4 of Form 81-101F3 *Contents of Fund Facts Document* (**Form 81-101F3**) to permit the Conventional Funds to disclose their investment risk level as determined by including their past performance data in accordance with the Risk Classification Methodology;

(d) Item 10(b) of Part B of Form 81-101F1 *Contents of Simplified Prospectus* (**Form 81-101F1**), to permit the Conventional Funds to use their past performance data to calculate their investment risk rating in their simplified prospectus;

(e) section 2.1 of National Instrument 81-101 *Mutual Fund Prospectus Disclosure* (**NI 81-101**), for the purposes of the relief requested herein from Form 81-101F1 and Form 81-101F3;

(f) Items 5(2), 5(3), and 5(4) and Instructions (1) and (5) of Part I of Form 81-101F3 in respect of the requirement to comply with sections 15.3(2), 15.3(4)(c), 15.6(1)(a)(i), 15.6(1)(d), 15.8(2)(a.1), and 15.8(3)(a.1) of NI 81-102 to permit the Conventional Funds to include in their fund facts the past performance data of the Conventional Funds notwithstanding that such performance data relates to a period prior to the Conventional Funds offering their units under a simplified prospectus and that the Conventional Funds have not distributed their units under a simplified prospectus for 12 consecutive months;

(g) section 4.4 of National Instrument 81-106 *Investment Fund Continuous Disclosure* (**NI 81-106**) for the purposes of the relief requested herein from Form 81-106F1 *Contents of Annual and Interim Management Report of Fund Performance* (**Form 81-106F1**);

(h) Items 3.1(7), 4.1(1) in respect of the requirement to comply with subsections 15.3(2) and 15.3(4)(c) of NI 81-102, 4.1(2), 4.2(1), 4.3(1), and 4.3(2) of Part B of Form 81-106F1, and Items 3(1) and 4 of Part C of Form 81-106F1 to permit the Conventional Funds to include in their annual and interim management reports of fund performance (**MRFP**) the past performance data and financial highlights of the Conventional Funds notwithstanding that such performance data and financial highlights relate to a period prior to the Conventional Funds offering their units under a simplified prospectus,

(paragraphs (a) to (h) above, the **Performance Relief**); and

(i) in respect of the Proposed Alternative Fund and any alternative mutual fund established or restructured in the future and managed by the Filer or an affiliate of the Filer (collectively with the Proposed Alternative Fund, the **Alternative Funds**), section 5.1(4) of NI 81-101, which states that a simplified prospectus for an alternative mutual fund must not be consolidated with a simplified prospectus of another mutual fund if the other mutual fund is not an alternative mutual fund,

(the **Consolidation Relief** and, together with the Performance Relief, the **Exemption Sought**).

Under National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* (for a passport application):

(a) the Ontario Securities Commission is the principal regulator; 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 all of the provinces and territories of Canada other than Ontario (together with Ontario, the **Jurisdictions**).

Interpretation

Unless expressly defined herein, terms in this Application have the respective meanings given to them in NI 81-101, NI 81-102, NI 81-106, National Instrument 14-101 *Definitions*, and MI 11-102.

Representations

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

The Filer

1. The Filer is a corporation incorporated under the laws of the Province of Ontario. The head office of the Filer is located in Toronto, Ontario.

2. The Filer is registered as an investment fund manager in Newfoundland and Labrador, Ontario and Québec, as a portfolio manager and exempt market dealer in Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Ontario, Québec, Saskatchewan and Yukon, and as a commodity trading manager in Ontario.

3. The Filer is the investment fund manager, portfolio manager and trustee of each of the Conventional Funds and will be the investment fund manager, portfolio manager and trustee of the Proposed Alternative Fund.

4. The Filer is not in default of applicable securities legislation in any of the Jurisdictions.

The Funds

5. Each Conventional Fund is, and the Proposed Alternative Fund will be, an open-ended mutual fund, structured as a trust under the laws of Ontario.

6. Each Conventional Fund is, and the Proposed Alternative Fund will be, governed by an amended and restated declaration of trust dated as of February 28, 2019, as amended from time to time.

7. The Conventional Funds are not in default of securities legislation in any of the Jurisdictions.

8. The securities of each Alternative Fund will be qualified for distribution in one or more of the Jurisdictions using a simplified prospectus and fund facts documents prepared and filed in accordance with the securities legislation of such Jurisdictions. Each Alternative Fund will be subject to the requirements of NI 81-101 and NI 81-102.

9. Units of the Conventional Funds have been distributed to investors on a prospectus-exempt basis in accordance with National Instrument 45-106 *Prospectus Exemptions* and the *Securities Act* (Ontario) since the inception of each of the Conventional Funds.

10. The inception date of each Conventional Fund (each an **Inception Date** and, collectively, the **Inception Dates**) is as follows:

    a. July 1, 2010 for Onex Premium Income Trust (**Onex PIT**),

    b. November 12, 2010 for Onex International Fund,

    c. December 31, 2011 for Onex U.S. Equity Fund,

    d. February 28, 2019 for Onex Dividend Distribution Fund, and

    e. April 23, 2010 for Onex High Yield Bond Fund (Canada) (**Onex HYBF**) under different investment objectives. Onex HYBF adopted new investment objectives as of October 31, 2020.

11. From the Inception Date to July 31, 2023 (the **Transition Date**), each of the Conventional Funds offered, among others, Series A units. The Conventional Funds paid a management fee to the Filer in respect of Series A. Unlike typical “Series A” sold in the retail distribution channel, no compensation was paid to any dealer in respect of Series A units of the Conventional Funds. This series was sold to managed account clients of the Filer.

12. On the Transition Date, each of the previously issued Series A units of the Conventional Funds other than Onex HYBF was redesignated into Series F units of those Funds, and each of the previously issued Series A units of Onex HYBF was redesignated into Series FL units of that Fund, resulting in the impacted unitholders paying a lower management fee. The only differences between the Series A and Series F units of the Conventional Funds, and between Series A and Series FL units of Onex HYBF, are:

a. a lower management fee in respect of Series F and Series FL; and

b. prior to January 1, 2020, a performance fee was charged in respect of Series A units of the Conventional Funds (other than Onex HYBF), while no performance fee is charged in respect of Series F units.

13. Each of Onex HYBF and Onex PIT offered Series H units, which allowed unitholders to hedge exposure to fluctuations in the exchange rate between the Canadian dollar and the United States dollar in respect to the interest attributable to such series. No compensation was paid to any dealer in respect of the Series H. This series was sold to managed account clients of the Filer.

14. On the Transition Date, each of the previously issued Series H units were redesignated into Series FH units of Onex HYBF and Onex PIT resulting in the impacted unitholders paying a lower management fee. The only differences between the Series H and Series FH units of these Funds are:

a. a lower management fee in respect of Series FH units, and

b. prior to January 1, 2020, a performance fee was charged in respect of Series H units of Onex PIT, while no performance fee is charged in respect of Series FH units.

15. The Filer filed a preliminary simplified prospectus and fund facts to qualify Series F and Series O units of the Conventional Funds and Series FH and Series OH units of Onex HYBF and Onex PIT in the Jurisdictions. Each of the other series of units will continue to be distributed pursuant to prospectus exemptions, with the exception of Series FL units of Onex HYBF, which will no longer be distributed.

16. Upon the issuance of a final receipt for the simplified prospectus and fund facts documents, the Conventional Funds will become reporting issuers in each of the Jurisdictions, and, except for any exemptions granted, will become subject to the requirements of NI 81-102 and the requirements of NI 81-106 that apply to investment funds that are reporting issuers.

17. Each Conventional Fund will be managed substantially similarly after it becomes a reporting issuer as it was prior to becoming a reporting issuer. Specifically:

a. except in the case of Onex HYBF, the investment objective and strategies will not change, other than minor grammatical changes;

b. the management fee charged to the Conventional Fund in respect of Series F units of the Conventional Fund will not change and unitholders holding Series O units will pay a negotiated management fee directly to the Filer; and

c. the day-to-day administration of the Conventional Fund will not change, other than to comply with the additional regulatory requirements associated with being a reporting issuer (as modified by the Exemption Sought) and to provide additional features that are available to investors of mutual funds managed by the Filer, as will be described in the simplified prospectus and fund facts documents.

18. Onex HYBF became a feeder fund as of October 31, 2020 and sought to achieve its investment objective by investing substantially all of its assets in a limited partnership organized under the laws of the Cayman Islands (the **Underlying Fund**) managed by an affiliate of the Filer. Under NI 81-102, Onex HYBF will be prohibited from investing in an underlying fund that is not prospectus qualified.

19. As the Underlying Fund does not expect to qualify under a prospectus, the investment objectives and strategies of Onex HYBF will be amended, no later than the date of the final prospectus, by deleting the reference to the Underlying Fund and replacing it with the ability to permit it to hold the Fund's portfolio directly, rather than obtain exposure to the portfolio by investing in the Underlying Fund. To implement the change to its investment objective and strategies, Onex HYBF will redeem all of its interest in the Underlying Fund in exchange for an assignment or conveyance of its pro rata share of the assets of the Underlying Fund directly to Onex HYBF.

20. While the Conventional Funds are not reporting issuers, they prepared interim and annual financial statements since inception, and the annual financial statements have been audited by an independent auditor, as required by NI 81-106.

21. Since the Inception Dates, each Conventional Fund, other than Onex HYBF, has complied with the investment restrictions and practices contained in NI 81-102, as modified by any exemptions sought. Onex HYBF complied with the investment restrictions and practices contained in NI 81-102, as modified by any exemptions sought, except for the fact that it invested in the Underlying Fund from October 31, 2020 until its investment objectives and strategies were amended to delete the reference to the Underlying Fund and allow Onex HYBF to directly hold the same securities as the Underlying Fund in compliance with the investment restrictions and practices contained in NI 81-102.

The Performance Relief

22. In sales communications and fund facts documents for Series F units of the Conventional Funds, the Filer proposes to present:

    a. the past performance data for Series A units for the time period from the Inception Date (or October 31, 2020 in the case of Onex HYBF) to Transition Date (the **Series A Performance Period**), and

    b. thereafter, (i) the performance data for Series F units for each Conventional Fund other than Onex HYBF, and (ii) the performance data for Series FL units of Onex HYBF, for the time period from Transition Date until Series F units have been issued under a simplified prospectus (the **HYBF Series FL Performance Period**), and thereafter, use the Series F performance data for Onex HYBF.

23. The only differences in performance between the Series A and Series F units of a Conventional Fund during the Series A Performance Period, and between Series FL and Series F units of Onex HYBF during the HYBF Series FL Performance Period, are:

    a. due to the different management fees paid by each such series of units, and

    b. prior to January 1, 2020, a performance fee being charged in respect of Series A units of the Conventional Funds (other than for Onex HYBF).

24. In sales communications and fund facts documents for Series O units of the Conventional Funds, the Filer proposes to present:

    a. the past performance data for Series A units during the Series A Performance Period, and

    b. thereafter, (i) the performance data for Series F units for each Conventional Fund other than Onex HYBF until Series O units of the Conventional Fund have been issued under a simplified prospectus (the **Series F Performance Period**), and (ii) the performance data for Series FL units of Onex HYBF during the HYBF Series FL Performance Period, and thereafter, use the Series O performance data for each of the Conventional Funds.

25. The only differences in performance between the Series A and Series O units during the Series A Performance Period and between Series F and Series O units during the Series F Performance Period and between Series FL and Series O units during the HYBF Series FL Performance Period are due to the fact that management fees are charged to the Conventional Funds in respect of Series A, Series F and Series FL units, while fees for Series O units are negotiated directly with the Manager and will not exceed the management fee for Series F units of the Fund.

26. In sales communications and fund facts documents for Series FH units of Onex HYBF, the Filer proposes to present:

    a. the past performance data for Series H units for the time period from October 31, 2020 to Transition Date (the **Series H Performance Period**), and

    b. thereafter, use the performance data for Series FH units.

27. The only differences in performance between the Series H and Series FH units during the Series H Performance Period is due to the different management fees paid by each such series of units of Onex HYBF.

28. In sales communications and fund facts documents for Series OH units of Onex HYBF, the Filer proposes to present:

    a. the past performance data of Series H units for the Series H Performance Period, and

    b. thereafter, the performance data for Series FH units until Series OH units have been issued under a simplified prospectus (the **Series FH Performance Period**, and collectively with the Series A Performance Period, the HYBF Series FL Performance Period, the Series F Performance Period and the Series H Performance Period, the **Performance Periods**), and thereafter, use the Series OH performance data.

29. The only differences in performance between the Series H and Series OH units during the Series H Performance Period and between Series FH and Series OH during the Series FH Performance Period are due to the fact that management fees are charged to the Conventional Funds in respect of Series H and Series FH units, while fees for Series OH units are negotiated directly with the Manager and will not exceed the management fee for Series FH units of the Fund.

30. The performance data presented in sales communications and fund facts of the Conventional Funds will be adjusted during the Performance Periods to reflect the differences described in paragraphs 23, 25, 27 and 29 above.

31. All the expenses of the Conventional Funds are common expenses.

32. Without the Performance Relief, the sales communications pertaining to the Conventional Funds cannot include past performance data of the Conventional Funds that relate to a period prior to the Conventional Funds becoming reporting issuers, and the Conventional Funds cannot provide past performance data in their sales communications until they have distributed securities under a simplified prospectus for at least 12 consecutive months.

33. Once reporting issuers, the Conventional Funds will be required under NI 81-101 to prepare and file a simplified prospectus and fund facts documents.

34. The Filer proposes to use the past performance data of the Conventional Funds for the time period commencing as of the Inception Date (or October 31, 2020 in the case of Onex HYBF) to determine their investment risk level and to disclose that investment risk level in the fund facts documents for the Series F and Series O units of the Conventional Funds and Series FH and Series OH units of Onex HYBF. Without the Performance Relief, the Filer, in determining and disclosing the Conventional Funds' investment risk level in the fund facts documents cannot use performance data of the Conventional Funds that relate to a period prior to the Conventional Funds becoming reporting issuers.

35. The Filer proposes to include in the fund facts documents for Series F and Series O units of the Conventional Funds and Series FH and Series OH units of Onex HYBF, past performance data in the charts required by Items 5(2), 5(3) and 5(4) of Part I of Form 81-101F3 under the sub-headings "Year-by-year returns", "Best and worst 3-month returns" and "Average return", respectively, related to periods prior to the Conventional Funds becoming reporting issuers. Without the Performance Relief, the fund facts documents of the Conventional Funds cannot include performance data of the Conventional Funds that relate to a period prior to the Conventional Funds becoming reporting issuers.

36. Once reporting issuers, the Conventional Funds will be required under NI 81-106 to prepare and send MRFPs to all holders of their securities on an annual and interim basis. Without the Performance Relief, the MRFPs of the Conventional Funds cannot include financial highlights and performance data of the Conventional Funds that relate to a period prior to the Funds becoming reporting issuers.

37. The performance data and financial statements of the Conventional Funds relating to the time period prior to becoming reporting issuers, commencing as of the Inception Date (or October 31, 2020 in the case of Onex HYBF) and adjusted during the Performance Periods to reflect the differences set out in paragraphs 23, 25, 27 and 29 above, is significant and meaningful information for existing and prospective investors of units of the Conventional Funds.

The Consolidation Relief

38. In order to reduce renewal, printing and related costs, the Filer wishes to combine the simplified prospectus of the Alternative Funds with the simplified prospectus of the Conventional Funds and any future mutual funds (i) that are reporting issuers to which NI 81-101 and NI 81-102 apply, (ii) that are not alternative mutual funds, and (iii) for which the Filer, or an affiliate of the Filer, acts as the investment fund manager.

39. Even though the Alternative Funds will be alternative mutual funds, they will share many common operational and administrative features with the Conventional Funds and combining them in the same simplified prospectus will allow investors to more easily compare the features of the Alternative Funds and the Conventional Funds.

40. The ability to file the same simplified prospectus for the Alternative Funds and the Conventional Funds will ensure that the Filer can make corresponding changes to the operational and administrative features of Alternative Funds and the Conventional Funds in a consistent manner, if required.

41. Investors will continue to receive the fund facts document(s) when purchasing securities of the Alternative Funds or Conventional Funds as required by applicable securities legislation. The form and content of the fund facts document(s) of the Alternative Funds and Conventional Funds will not change as a result of the Consolidation Relief.

42. The simplified prospectus of the Alternative Funds and Conventional Funds will, as required, be provided to investors, upon request, as required by applicable securities legislation.

43. National Instrument 41-101 *General Prospectus Requirements* (**NI 41-101**) does not contain a provision equivalent to section 5.1(4) of NI 81-101. Accordingly, an investment fund manager that manages exchange-traded funds (**ETFs**) is permitted to consolidate a prospectus under NI 41-101 for its ETFs that are alternative mutual funds with a prospectus for its ETFs that are conventional mutual funds. There is no reason why mutual funds filing a prospectus under NI 81-101 should be treated differently from ETFs filing a prospectus under NI 41-101.

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:

1. Consolidation Relief is granted to the Alternative Funds.

2. Performance Relief is granted to the Conventional Funds provided that:

    (a) any sales communication, fund facts documents and MRFP that contains past performance data of the units of a Fund relating to a period of time prior to when the Fund was a reporting issuer discloses that:

        (i) the Fund was not a reporting issuer during such period;

        (ii) the expenses of the Fund would have been higher during such period had the Fund been subject to the additional regulatory requirements applicable to a reporting issuer;

        (iii) the Filer obtained exemptive relief on behalf of the Fund to permit the disclosure of past performance data of the units of the Fund relating to a period prior to when the Fund was a reporting issuer; and

        (iv) with respect to any MRFP, the financial statements of the Fund for such period are available to investors upon request; and

    (b) the Filer makes the financial statements of the Funds since the Inception Dates (or since October 31, 2020 in the case of Onex HYBF) available to investors upon request.

"Darren McKall"
Manager, Investment Funds & Structured Products
Ontario Securities Commission

Application File #: 2023/0640
SEDAR+ File #: 6064375

B.3.3 BMG Silver BullionFund et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Exemptive relief granted from custodian requirements of paragraph 6.1(3)(b) and section 6.2 of NI 81-102 to permit the Royal Canadian Mint, Brink's and Loomis to be appointed as sub-custodians to hold in Canada the bullion of current and future investment funds for which BMO acts as custodian, subject to certain conditions – National Instrument 81-102 Investment Funds.

Applicable Legislative Provisions

National Instrument 81-102 Investment Funds, ss. 6.1(3)(b), 6.2 and 19.1.

September 26, 2023

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
THE FUNDS
(as defined below)

AND

IN THE MATTER OF
BMG SILVER BULLIONFUND,
BMG GOLD BULLIONFUND,
AND
BMG BULLIONFUND
(together, the Representative Funds)

AND

IN THE MATTER OF
BMG MANAGEMENT SERVICES INC.
(the Representative Manager)

AND

IN THE MATTER OF
BANK OF MONTREAL
(BMO)
(collectively, the Filers)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filers for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for an exemption pursuant to section 19.1 of National Instrument 81-102 *Investment Funds* (**NI 81-102**) from:

(a) clause 6.1(3)(b) of NI 81-102, to permit the Sub-Custodians, which are persons or companies that are not described in sections 6.2 or 6.3 of NI 81-102, to be appointed as sub-custodians of the Funds to hold the Funds' bullion; and

(b) section 6.2 of NI 81-102 to permit the Sub-Custodians to be appointed as sub-custodians of the Funds to hold the Funds' bullion in Canada

(collectively, the **Requested Relief**).

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

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

(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 each other province and territory in Canada (together with Ontario, the **Jurisdictions**).

Interpretation

Terms defined in NI 81-102, National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

"Brink's" means Brink's Global Services International Inc.

"bullion" means physical silver, gold, platinum or palladium bullion.

"Business Day" means any day other than a Saturday, a Sunday or a holiday observed by the applicable Sub-Custodian.

"Custodian" means BMO or any entity that is an affiliate and acts as successor custodian and that meets the requirements in NI 81-102 for a custodian.

"Funds" means the Representative Funds and each other public investment fund managed by a Manager now or after the date of this decision that holds or intends to hold bullion in its investment portfolio and that has appointed or will appoint the Custodian to act as custodian under NI 81-102.

"Loomis" means Loomis International Corporate AG.

"Manager" means the Representative Manager and each of the investment fund managers of the Funds.

"Mint" means The Royal Canadian Mint.

"Representative Funds" means BMG Silver BullionFund, BMG Gold BullionFund and BMG BullionFund.

"Representative Manager" means BMG Management Services Inc.

"Sub-Custodians" means the Mint, Brink's, and Loomis.

Representations

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

The Managers

1. The Representative Manager is a corporation incorporated under the laws of the province of Ontario. The head office of the Representative Manager is located in Toronto, Ontario.

2. The Representative Manager is registered under the securities legislation in Ontario, Quebec and Newfoundland & Labrador as an investment fund manager.

3. The Representative Manager is the manager and portfolio adviser of the Representative Funds.

4. Each of the Managers has been, or will be, formed and organized under the laws of Canada or a Jurisdiction. Each of the Managers is, or will be, registered under the securities legislation of one or more of the Jurisdictions in such registration categories as are necessary to carry on its business. Each of the Managers is, or will be, the investment fund manager of one or more of the applicable Funds.

The Funds

5. The Representative Funds are open-ended mutual fund trusts established under the laws of Ontario. The units of the Representative Funds are qualified for distribution pursuant to a simplified prospectus and Fund Facts dated December 6, 2022 that have been prepared and filed in accordance with the securities legislation of each applicable Jurisdiction.

6. The investment objective of the BMG BullionFund is to provide a secure, convenient method for investors seeking to hold gold, silver and platinum bullion as part of their portfolio for capital preservation, long-term appreciation, portfolio diversification and portfolio hedging purposes against the volatility of other investments. The BMG BullionFund invests in equal dollar proportions of unencumbered physical gold, silver and platinum bullion.

7. The investment objective of the BMG Gold BullionFund is to provide a secure, convenient method for investors seeking to hold gold bullion as part of their portfolio for capital preservation, long-term appreciation, portfolio diversification and portfolio hedging purposes against the volatility of other investments. The BMG Gold BullionFund invests only in unencumbered physical gold bullion.

8. The investment objective of the BMG Silver BullionFund is to provide a secure, convenient method for investors seeking to hold silver bullion as part of their portfolio for capital preservation, long-term appreciation, portfolio diversification and portfolio hedging purposes against the volatility of other investments. The BMG Silver BullionFund invests only in unencumbered physical silver bullion.

9. The Representative Funds have obtained exemptive relief from Canadian securities regulatory authorities to invest up to 100% of their net asset value, taken at market value at the time of investment, in physical silver, gold and/or platinum bullion. The Representative Funds' investments in bullion are made in accordance with the conditions described in the exemptive relief and as described in the simplified prospectus of the Representative Funds. The Representative Funds are currently relying on exemptive relief in relation to their custodian arrangements for bullion, which relief is substantially similar to the Requested Relief and is described in the simplified prospectus of the Representative Funds.

10. Each of the Funds is, an investment fund established under the laws of Canada or a Jurisdiction. The securities of each of the Funds are qualified pursuant to a prospectus or a simplified prospectus, as applicable, that have been prepared and filed in accordance with the securities legislation of one or more of the Jurisdictions such that each of the Funds is a reporting issuer under the securities legislation in one or more of the Jurisdictions.

11. The investment objective and/or strategies of each of the Funds specifies that the Fund may invest in bullion. The investment by each of the Funds in bullion is made in accordance with the securities legislation of each applicable Jurisdiction or in accordance with an exemption granted by Canadian securities regulatory authorities. Each of the Funds' investments in bullion are as described in the prospectus or simplified prospectus of the Fund.

BMO

12. BMO is a bank listed in Schedule I of the *Bank Act* (Canada) and is regulated and supervised by the Office of the Superintendent of Financial Institutions. BMO provides custodial services to a number of public investment funds in Canada.

13. The head office of BMO is located in Toronto, Ontario.

14. Each of BMO, the Representative Manager and the Representative Funds is not in default of securities legislation in any of the Jurisdictions.

Appointment of the Custodian

15. The Representative Manager has appointed, or will appoint, the Custodian to act as the custodian of the portfolio assets for the Representative Funds. Each of the Managers has appointed, or will appoint, the Custodian to act as the custodian of the portfolio assets for the applicable Funds. The Custodian will act as the custodian of the portfolio assets for the Representative Funds pursuant to the terms of a custodial services agreement (the **Custodial Services Agreement**), and the Custodian acts, or will act, as the custodian of the portfolio assets for the Funds pursuant to agreements (such agreements include the Custodial Services Agreement, other trust agreements or custodian agreements (collectively, the **Fund Custodian Agreements**), that comply with all of the requirements in Part 6 of NI 81-102, other than the matters covered in the Requested Relief.

16. BMO's vault can accommodate a certain amount of bullion; however, due to physical storage capacity constraints and having regard to the amount of bullion which the Funds may acquire, BMO will require the ability to appoint the Sub-Custodians to maintain custody of the Funds' bullion in Canada. There are a limited number of custodians that meet the requirements in NI 81-102 and which have the vault space, facilities, operational infrastructure and expertise to hold bullion in Canada on behalf of clients.

Appointment of the Sub-Custodians

17. As a result, BMO has appointed, or will appoint, the Sub-Custodians to be sub-custodians to BMO and to hold each Fund's bullion in Canada pursuant to precious metals storage and custody agreements relating to bullion entered into between BMO and each of the Mint, Brink's, and Loomis (each a **Storage and Custody Agreement** and together, **the**

Storage and Custody Agreements). Each Manager, on behalf of each Fund, has provided, or will provide, written consent to such appointments, and such written consent will include consenting to the appointment of entities that are part of an international network of sub-custodians within the organization of the appointed Sub-Custodian. The Storage and Custody Agreements will comply with the requirements of Part 6 of NI 81-102, other than the matters covered in the Requested Relief. The head office of the Mint is located in Ottawa, Ontario, the head office of Loomis is located in Zurich, Switzerland, and the head office of Brink's is located in Richmond, Virginia.

18. The Sub-Custodians are not entities that are currently eligible to act as sub-custodians for portfolio assets held in Canada as each of the Sub-Custodians is not, among other things, a bank listed in Schedule I, II or III of the *Bank Act* (Canada) or a trust company incorporated under the laws of Canada.

19. In order to meet the bullion custody supply needs of its public investment fund clients in Canada and in considering the options available to the Funds for custody of their bullion, the appointment by the Custodian of the Sub-Custodians as sub-custodians to the Custodian in respect of the bullion owned by the Funds is the most efficient and cost-effective means of providing storage for the Funds' bullion in Canada and represents the least operational and custodial risk for the Funds in terms of transporting, storing and managing bullion. The Sub-Custodians are the appropriate choice to provide bullion custodial services to each Fund because they are each experienced in providing bullion storage and custodial services, and are familiar with the requirements relating to the physical handling and storage of bullion.

20. The Custodian has experience in providing bullion custody services to public investment fund clients. The Custodian has appointed, or will appoint, the Sub-Custodians as its sub-custodians as described in paragraph 17.

21. The Mint is established pursuant to the *Royal Canadian Mint Act* (Canada) (the "**Mint Act**") and is a Canadian Crown corporation. Pursuant to section 5 of the Mint Act, the Mint is an agent of Her Majesty the Queen and, as such, its obligations generally constitute unconditional obligations of the Government of Canada. The Mint is responsible for the minting and distribution of Canada's circulation coins and foreign circulation coins and numismatic products. As part of its operations, the Mint operates a gold refinery business and maintains secure storage facilities located in Canada that it owns and operates, and provides storage space to third parties.

22. The Mint had shareholders' equity of (i) CAD$138.4MM as at December 31, 2022, the date of its most recent audited annual financial statements that have been made public, and (ii) CAD$150.9MM as at April 1, 2023, the date of its most recent interim unaudited financial statements that have been made public, each significantly in excess of the requirement in section 6.2 of NI 81-102.

23. Brink's is part of The Brink's Company, which is an Approved Weigher and Member of the London Bullion Market Association (**LBMA**). Brink's operates several subsidiaries around the world, including Brink's Canada Ltd. which operates vaults in Toronto, Vancouver, Calgary, Montreal and Halifax, Canada.

24. Brink's had shareholders' equity of (i) US$570.2mm as at December 31, 2022, the date of its most recent audited annual financial statements that have been made public, and (ii) US$664.2mm as at June 30, 2023, the date of its most recent interim unaudited financial statements that have been made public, each significantly in excess of the requirement in section 6.2 of NI 81-102.

25. Loomis is part of Loomis AB (publ), which is an Approved Weigher and Member of the LBMA. Loomis operates several subsidiaries around the world, including Loomis International (CA) Inc. which operates vaults in Canada.

26. Loomis had shareholders' equity of not less than CAD$10mm as at the date of its most recent audited annual financial statements that have been made public, and (ii) not less than CAD$10mm as at the date of its most recent interim unaudited financial statements that have been made public.

27. Each Sub-Custodian and their respective subsidiaries whose vault facilities may be utilised to hold the Funds' bullion in Canada, has not less than the amount of shareholders' equity required under NI 81-102 for entities qualified to act as a sub-custodian for portfolio assets held in Canada (the **Shareholder Equity Threshold**).

28. The Representative Manager, each Manager and the Custodian believe that each of the Sub-Custodians has the resources and experience required and are appropriate sub-custodians for the Funds' bullion held in Canada because each Sub-Custodian is experienced in providing bullion storage and custodial services, and is familiar with the requirements relating to the physical handling and storage of bullion.

Custodial Arrangements

29. All physical bullion owned by each Fund will be stored in the vault facilities of the Custodian and of the Sub-Custodians located in Canada, on a fully allocated and segregated basis. The Custodian and the Sub-Custodians shall at all times record and identify in the books and records of the Custodian and the Sub-Custodians that such bullion constitutes the

property of the Funds, which in the case of the Custodian and the Sub-Custodians will be done through the use of a unique account identifier on a per Fund basis.

30. Under the Storage and Custody Agreements, the custodial arrangements will be structured in a descending order such that monitoring, instructions, directions, information and other communications will flow from the Custodian, to each of the Sub-Custodians and vice versa in the case of reporting, instructions, directions, information and other communications ascending up through the custodial structure.

31. If a Fund's bullion is to be stored at a Sub-Custodian's facility under a Storage and Custody Agreement, the Custodian will give written notice to the applicable Sub-Custodian of its intention to have bullion delivered to and stored at the Sub-Custodian's facility. The notice will specify the amount, weight, type, assay characteristics, bar number and bar brands of the precious metal being delivered. Each of the Sub-Custodians reserves the right to refuse delivery in the event of storage capacity limitations at its own vault facilities. Upon receiving the bullion, each of the Sub-Custodians will verify the characteristics of the bullion against the information on the notice. After verification, the Sub-Custodians will each issue a "receipt of deposit" that confirms the count, weight, type, assay characteristics, bar number and bar brands of the bullion received (each, a **Receipt of Deposit**). In the event of a discrepancy arising during the verification process, the applicable Sub-Custodian will promptly notify the Custodian and will also provide prompt notice to the Manager.

32. Each of the Sub-Custodians will be required by the Storage and Custody Agreements to keep each Fund's fully allocated bullion identifiable as the Fund's property under specifically identified account numbers as directed by the Custodian and will keep it physically segregated at all times from any other property belonging to each Sub-Custodian or any of its customers. Each Sub-Custodian will provide a monthly inventory statement to the Custodian, and the Custodian and the Manager will reconcile the inventory statement with its records of the Fund's bullion holdings.

33. Each of the Sub-Custodians is not authorized to deliver stored bullion out of safekeeping by that Sub-Custodian without first receiving written instruction from the Custodian or obtaining the written approval of the Custodian to such delivery based on forms specified by the applicable Sub-Custodian indicating the purpose of the delivery and giving direction with respect to the specific amount. Such instructions and approvals are referred to as a **Delivery Direction**.

34. The Custodian will not issue a Delivery Direction to a Sub-Custodian unless it is directed by the Manager and the Fund, in the form specified in the agreement between the Fund and the Custodian.

35. Under each Storage and Custody Agreement, each of the Sub-Custodians has the right to reject bullion delivered to it if the bullion contains a hazardous substance or if such bullion is or becomes unsuitable or undesirable for metallurgical, environmental or other reasons.

36. All bullion bars purchased by the Funds will be certified by the relevant vendor as bullion conforming to the good delivery standards of the LBMA, the London Platinum and Palladium Market or another internationally recognized bullion trading body.

37. The Representative Manager, each Manager and the Custodian believe that the Fund Custodian Agreement is consistent with industry practice. The Representative Manager, each Manager, the Custodian and the Sub-Custodians believe that each Storage and Custody Agreement and the custodial arrangements with the Custodian and the Sub-Custodians in connection with the Funds' bullion are consistent with industry practice.

Supervision of the Custodian and the Sub-Custodians

38. The Manager is responsible for oversight of the work performed by the Custodian relating to the custody of portfolio assets of the Fund. In this regard, each Manager will oversee the Custodian, including, through the Custodian, any custodial functions that are performed by any sub-custodians appointed by the Custodian, and the selection and appointment of any sub-custodian by the Custodian, and will conduct ongoing reviews of the quality of the Custodian's services. Each Manager will have the same access to the records of the Custodian as it would if the Manager itself performed the activities and maintained the records.

39. The Custodian may appoint sub-custodians to hold the portfolio assets of the Funds from time to time. The Custodian is responsible for oversight of the sub-custodians in accordance with its standard of care relating to the custody of portfolio assets of the Fund. The Custodian will have the same access to the records of the sub-custodian as it would if the Custodian itself performed the activities and maintained the records.

40. The Custodian operates internal review and approval processes which evaluate its sub-custodians by reviewing legal, financial, agent bank, market, operational and other areas of risk to ensure both the safety of assets and the efficient processing of same is maintained at all times. These processes are evaluated on an ongoing basis by internal and external audit teams and applicable regulatory bodies.

41. The relationship between the Custodian and each of the Sub-Custodians will be primarily one whereby the Custodian is (a) responsible for oversight of the work performed by each Sub-Custodian and (b) sub-contracts the vault facilities of each Sub-Custodian for the purposes of storing a Fund's bullion. The Custodian will be responsible for ensuring that, with regard to each Sub-Custodian, adequate safeguards are in place, including, in the experience and judgment of the Custodian, satisfactory insurance arrangements. Under the relevant Fund Custodian Agreement, the Custodian is required to use reasonable care in the selection and monitoring of sub-custodians. Pursuant to this obligation, the Custodian has engaged in, and on a periodic basis thereafter, will engage in a review of the facilities, procedures, records, creditworthiness and level of insurance coverage of each Sub-Custodian to satisfy itself as to the continuing appropriateness of using each Sub-Custodian as a sub-custodian of the Funds' physical bullion. The Funds will rely upon the Custodian to satisfy itself as to the appropriateness of the use or continued use of each Sub-Custodian of each Fund's bullion.

Audit Rights

42. In relation to each Fund, the sub-custodial activities of each Sub-Custodian will be limited to holding the Fund's bullion.

43. Each of the Custodian and the Manager will exercise its audit rights under the Storage and Custody Agreements on an on-going basis in order to satisfy itself that each of the Sub-Custodians is in substantial compliance with the terms of the applicable Storage and Custody Agreement and, in particular, that the bullion of the Funds held by each Sub-Custodian (i) is held by the applicable Sub-Custodian at vault facilities that are accepted as warehouses for the LBMA or are, in the opinion of each of the Manager, the Custodian, and the applicable Sub-Custodian, of a similar standard, (ii) is physically segregated and specifically identified as specified in paragraphs 29 and 32, (iii) has not sustained loss, damage or destruction, and (iv) remains the subject of subsisting policies of insurance which covers the applicable Sub-Custodian's liability for the loss, damage or destruction of such bullion in amounts which both the Custodian and the applicable Sub-Custodian deem appropriate in their experience and judgement acting reasonably.

44. Each Fund will have the right to physically count and have the Fund's auditor subject the Fund's bullion to audit procedures at the vault facilities at each Sub-Custodian upon request on any Business Day during the regular business hours of the applicable Sub-Custodian, provided that the Fund has given the applicable Sub-Custodian, a minimum of five business days' prior written notice and that such physical count or audit procedures do not interrupt the routine operation of the applicable Sub-Custodian's facilities. Each Sub-Custodian has the right to reschedule the physical audit in the event that the applicable Sub-Custodian determines, acting reasonably, that the audit would disrupt the routine operation of the Sub-Custodian's facility.

45. The Manager and the Custodian will ensure that bullion held by each Sub-Custodian will be subject to a physical count and inventory reconciliation by a representative (including an agent) of the Manager and the Custodian, as applicable, annually and periodically on a spot-inspection basis (subject to the notice provisions described in paragraph 44), as well as subject to audit procedures by each Fund's external auditor on at least an annual basis on prior notice.

46. The Storage and Custody Agreements require that if a Fund's representative (including a director or officer or representative, including an agent, of the Manager) is accessing a Sub-Custodian's facility, such representative must be accompanied by at least one representative of the Custodian or at least one representative of the applicable Sub-Custodian.

Insurance

47. Each Fund Custodian Agreement requires that each of the Custodian and any Sub-Custodian must at all times maintain insurance in such amounts and on such terms and conditions as the Manager and the Custodian considers appropriate in respect of each Fund's bullion against all risk of physical loss, or damage to, bullion stored in the Custodian's or any Sub-Custodian's vaults except risks that are either uninsurable or beyond their control such as war, hostile or warlike actions, chemical, biological, electromagnetic or nuclear weapons or incidents, terrorism and government confiscation.

48. The Custodian's ability to recover from each of the Sub-Custodians is not contingent upon each Sub-Custodian's ability to claim on its own insurance.

49. Each Manager believes that the insurance carried by the Custodian or the insurance carried by each of the Sub-Custodians, provides each Fund with such protection in the event of loss or theft of the Fund's bullion stored at each Sub-Custodian that is consistent with the protection afforded by other custodians that store precious metals bullion commercially and is sufficient.

50. The Custodian confirms that each Sub-Custodian has arranged for insurance coverage in respect of any bullion held by it in amounts, which the Custodian deems appropriate in its experience and judgment, acting reasonably. The Custodian has discussed with each Sub-Custodian the level of insurance coverage obtained by each Sub-Custodian and the risks insured against by each Sub-Custodian and believes that the level of insurance will be sufficient and appropriate for the applicable Fund.

51. Each Fund Custodian Agreement provides that the Custodian shall not cancel or terminate its insurance or permit its sub-custodians, including each Sub-Custodian, to cancel such insurance coverage except upon 30 days prior written notice to the Manager, on behalf of each Fund.

52. By no later than the date of the final receipt of the next simplified prospectus of the Fund (after a Fund first relies on this decision), each Fund will disclose, in its prospectus, the material details of the Fund's custodial and sub-custodial arrangements.

53. On a periodic basis (at least annually) each Sub-Custodian will confirm to the Custodian that it has reviewed its insurance policy to ensure that it has the insurance coverage set forth in paragraph 47 and that any changes to its insurance coverage have been reported to the Custodian. The Custodian will report the results of the confirmations referred to in this paragraph to each Manager.

54. On a periodic basis (at least annually) the Custodian will confirm to each Manager that it has reviewed its insurance policy to ensure it has the insurance coverage as set forth in paragraph 47 and that any changes to its insurance coverage have been reported to the Manager.

Liability and Standard of Care

55. The Custodian shall indemnify and hold harmless the Fund in respect of all direct loss, damage or expense (a **Loss**) arising out of any negligence, willful misconduct, fraud or lack of good faith or breach of the standard of care by the Custodian in respect of the services contemplated under the Fund Custodian Agreements. The Custodian has the right under each Storage and Custody Agreement to seek recourse against the applicable Sub-Custodian in the event such Loss was as a result of a failure by the applicable Sub-Custodian to comply with the standard of care.

56. Pursuant to the Fund Custodian Agreements, the Custodian has agreed to exercise (i) the same degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances or (ii) at least the same degree of care as it exercises with respect to its own property of a similar kind if this is a higher degree of care than the degree of care described in (i) hereto.

57. Pursuant to each Storage and Custody Agreement, each Sub-Custodian has agreed to exercise (i) the same degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances or (ii) at least the same degree of care as it exercises with respect to its own property of a similar kind if this is a higher degree of care than the degree of care described in (i) hereto. The Custodian has satisfied itself that the degree of care to which each Sub-Custodian is subject under the applicable Storage and Custody Agreement is no less than the degree of care to which the Custodian is subject under the applicable Fund Custodian Agreement.

58. Upon each Sub-Custodian sending a Receipt of Deposit to the Custodian, each Sub-Custodian's liability to the Custodian will commence with respect to such bullion and each Sub-Custodian will bear all risk of loss, destruction and/or damage to the bullion owned by the Fund in the applicable Sub-Custodian's custody, subject to certain limitations generally based on events beyond the applicable Sub-Custodian's reasonable control, including, without limitation, acts or omissions or the failure to cooperate by the Custodian and/or third parties, fire or other casualty, act of God, strike, lockout or other labour disturbance, riot, war or other violence, or any law, order or requirement of any governmental agency or authority. To the extent that a Sub-Custodian is liable, each Sub-Custodian has contractually agreed to replace or pay for lost, damaged or destroyed bullion in the Fund's account while in the applicable Sub-Custodian's care, custody and control. Under each Storage and Custody Agreement, each Sub-Custodian's liability terminates with respect to any bullion: (i) at the expiration of the 90 day prior notice of termination for convenience of the Storage and Custody Agreement, whether or not the Fund's bullion thereafter remains in the applicable Sub-Custodian's possession and control; (ii) 90 days following the termination of the Storage and Custody Agreement for default, whether or not the Fund's bullion thereafter remains in the applicable Sub-Custodian's possession and control; (iii) upon transfer of such bullion to a different customer's account at the applicable Sub-Custodian; or (iv) upon remittance of the bullion to the Custodian's carrier or representative in the event that the applicable Sub-Custodian returns the bullion for the reasons specified in the Storage and Custody Agreement.

59. Each Fund will not be responsible for any losses or damages to the Fund arising out of any breach of standard of care by the Custodian or any Sub-Custodian.

60. The Custodian and each Sub-Custodian are not entitled to an indemnity from the Funds in the event that any of the Custodian and each Sub-Custodian breaches its standard of care.

61. Should the Custodian discover a physical loss, damage or destruction of a Fund's bullion in any of the Sub-Custodians' custody, care and control, the Custodian must give written notice to the applicable Sub-Custodian within five business days after the discovery of any such loss, damage or destruction and will also give written notice to the Fund's Manager. For any discrepancy in the quantity of bullion on an inventory statement, the Custodian must give the applicable Sub-Custodian written notice of the loss regarding such discrepancy within 60 days after the receipt of the inventory statement

in which the discrepancy first appears and will also give written notice to the Fund's Manager. The applicable Sub-Custodian will, at its discretion, as soon as practicable: (i) replace, or restore to its original state in the event of partial damage, as the case may be, the Fund's bullion that was lost, destroyed or damaged based on the advised weight and assay characteristics provided in the initial notice; (ii) compensate the Custodian for the monetary value of the bullion that was lost or destroyed based on the advised weight and assay characteristics provided in the initial notice and the market value of such bullion that was lost or destroyed as of the first trading date following the discovery by the applicable Sub-Custodian of the loss, damage or destruction or, if first discovered by the Custodian, the date of receipt by the applicable Sub-Custodian of the relevant notice of loss from the Custodian; or (iii) replace a portion of the lost or damaged bullion and compensate the Custodian for the monetary value of the remaining portion of the lost or damaged bullion based on the advised weight and assay characteristics provided in the initial notice and the market value of such bullion that was lost or destroyed as of the first trading date following the discovery by the applicable Sub-Custodian of the loss, damage or destruction or, if first discovered by the Custodian, the date of receipt by the applicable Sub-Custodian of the relevant notice of loss from the Custodian. If the Custodian fails to give such notice in accordance with the terms of the applicable Storage and Custody Agreement, all claims against the applicable Sub-Custodian will be deemed to have been waived. In addition, no action, suit or other proceeding to recover any loss, damage or destruction may be brought against the applicable Sub-Custodian if a notice of loss, damage or destruction has been given in accordance with the terms of the applicable Storage and Custody Agreement but an action, suit or proceeding has not been commenced within 24 months from the time of discovery of the loss, damage or destruction. Each Sub-Custodian will not be responsible for any special, incidental, consequential, indirect or punitive losses or damages (including lost profits or lost savings), whether or not the applicable Sub-Custodian had knowledge that such losses or damages might be incurred.

Termination and Changes to the Custodial Arrangements

62. The Custodian may terminate the sub-custodial relationship with any of the Sub-Custodians by giving written notice to the applicable Sub-Custodian of its intent to terminate the applicable Storage and Custody Agreement if (i) the applicable Sub-Custodian is in default in carrying out any of its obligations under the Storage and Custody Agreement that is not cured within ten business days following the Custodian giving written notice to the applicable Sub-Custodian of such default; (ii) the applicable Sub-Custodian is dissolved or adjudged bankrupt, or a trustee, receiver or conservator of the applicable Sub-Custodian or of its property is appointed, or an application for any of the foregoing is filed; or (iii) the applicable Sub-Custodian is in breach of any representation or warranty contained in its Storage and Custody Agreement. The obligations of each Sub-Custodian with respect to each Fund include, but are not limited to, maintaining an inventory of the Fund's bullion stored with each Sub-Custodian, providing a monthly inventory to the Custodian, maintaining the Fund's bullion physically segregated, allocated and specifically identifiable as the Fund's property under specifically identified account numbers as directed by the Custodian, and taking good care, custody and control of the Fund's bullion.

63. The Custodian believes that all of the obligations of each Sub-Custodian as described in paragraph 61 are material and anticipates that it would terminate any of the Sub-Custodians if a Sub-Custodian breaches any such obligations and does not cure such breach within ten business days of the Custodian giving written notice to the applicable Sub-Custodian of such breach. Prior to terminating the sub-custodial relationship with the applicable Sub-Custodian, the Custodian or the Fund will appoint a replacement sub-custodian for bullion that complies with the requirements under NI 81-102.

64. The Manager has determined that it would be in the best interests of each Fund to receive the Requested Relief.

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 Requested Relief is granted provided that:

(a) Each of the Sub-Custodians meet the Shareholder Equity Threshold;

(b) The Custodian will provide to the Principal Regulator for the Funds on an annual basis beginning 60 days after the date upon which the Requested Relief is first relied upon by the Funds, either (i) a current list of all such Funds that are relying on the Requested Relief, or (ii) an update to the list of such Funds or confirmation that there has been no change to such list;

(c) The Funds are limited to using each of the Sub-Custodians as sub-custodians for the Funds' bullion only, which will be held by the Sub-Custodians in Canada;

(d) In respect of the periodic compliance reports to be prepared by the Custodian pursuant to paragraphs 6.7(1)(b), 6.7(1)(c)(ii) and 6.7(2)(c) of NI 81-102, as such paragraphs will not be applicable given the nature of the relief granted herein, the Custodian shall include a statement in such reports regarding the completion of its review process for the Sub-Custodians and that the Custodian is of the view that the Sub-Custodians continue to be appropriate sub-custodians to hold the Funds' bullion in Canada;

(e) Prior to a Fund relying on this Decision, the Custodian provides to the Fund:

(i) a copy of this Decision;

(ii) a disclosure statement informing the Fund of the implications of this Decision; and

(iii) a form of acknowledgment of the matters referred to in paragraph (e) below, to be signed and returned by the Fund to the Custodian; and

(f) A Fund and its Manager seeking to rely on this Decision will, prior to doing so:

(i) acknowledge receipt of a copy of this Decision providing the Requested Relief;

(ii) appoint the Custodian as its custodian under NI 81-102;

(iii) consent to the Custodian providing to staff of the Principal Regulator for the Fund on an annual basis the name of the Fund so long as it relies on this Decision; and

(iv) deliver to the Custodian a signed acknowledgement and agreement binding the Fund to the foregoing.

“Darren McKall”
Manager, Investment Funds and Structured Products Branch
Ontario Securities Commission

Application File #: 2023/0083

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B.4
Cease Trading Orders

B.4.1 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
Alpha Copper Corp.	February 2, 2024	February 8, 2024
TRYP Therapeutics Inc.	February 2, 2024	February 7, 2024
Coloured Ties Capital Inc.	February 2, 2024	February 12, 2024

B.4.2 Temporary, Permanent & Rescinding Management Cease Trading Orders

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

B.4.3 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
Agrios Global Holdings Ltd.	September 17, 2020	
Sproutly Canada, Inc.	June 30, 2022	
iMining Technologies Inc.	September 30, 2022	
Alkaline Fuel Cell Power Corp.	April 4, 2023	
mCloud Technologies Corp.	April 5, 2023	
FenixOro Gold Corp.	July 5, 2023	
HAVN Life Sciences Inc.	August 30, 2023	
PlantFuel Life Inc.	January 30, 2024	
Odd Burger Corporation	January 30, 2024	

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B.7
Insider Reporting

This chapter is available in the print version of the OSC Bulletin, as well as in Thomson Reuters Canada's internet service SecuritiesSource (see www.westlawnextcanada.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).

B.9
IPOs, New Issues and Secondary Financings

INVESTMENT FUNDS

Issuer Name:
Scotia Wealth Canadian Bond Pool
Scotia Wealth Fundamental International Equity Pool
Scotia Wealth Quantitative Canadian Small Cap Equity Pool
Scotia Wealth Quantitative Global Small Cap Equity Pool
Principal Regulator – Ontario
Type and Date:
Final Simplified Prospectus dated Feb 5, 2024
NP 11-202 Final Receipt dated Feb 6, 2024
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Filing #06065814

Issuer Name:
Maple Leaf Critical Minerals 2024 Enhanced Flow-Through Limited Partnership - National Class
Principal Regulator – British Columbia
Type and Date:
Final Long Form Prospectus dated Feb 9, 2024
NP 11-202 Final Receipt dated Feb 9, 2024
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Filing #06063303

Issuer Name:
Maple Leaf Critical Minerals 2024 Enhanced Flow-Through Limited Partnership - Quebec Class
Principal Regulator – British Columbia
Type and Date:
Final Long Form Prospectus dated Feb 9, 2024
NP 11-202 Final Receipt dated Feb 9, 2024
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Filing #06063321

Issuer Name:
Embark Student Plan
Principal Regulator – Ontario
Type and Date:
Final Long Form Prospectus dated Feb 6, 2024
NP 11-202 Final Receipt dated Feb 7, 2024
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Filing #06068966

Issuer Name:
Franklin Canadian Low Volatility High Dividend Index ETF
Franklin International Low Volatility High Dividend Index ETF
Franklin U.S. Low Volatility High Dividend Index ETF
Principal Regulator – Ontario
Type and Date:
Final Simplified Prospectus dated Feb 9, 2024
NP 11-202 Final Receipt dated Feb 12, 2024
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Filing #06061547

Issuer Name:
Dynamic Active Canadian Bond ETF
Dynamic Active Canadian Dividend ETF
Dynamic Active Crossover Bond ETF
Dynamic Active Discount Bond ETF
Dynamic Active Emerging Markets ETF
Dynamic Active Energy Evolution ETF
Dynamic Active Enhanced Yield Covered Options ETF
Dynamic Active Global Dividend ETF
Dynamic Active Global Equity Income ETF
Dynamic Active Global Financial Services ETF
Dynamic Active Global Infrastructure ETF
Dynamic Active International Dividend ETF
Dynamic Active International ETF
Dynamic Active Investment Grade Floating Rate ETF
Dynamic Active Preferred Shares ETF
Dynamic Active Retirement Income ETF
Dynamic Active Tactical Bond ETF
Dynamic Active U.S. Dividend ETF
Dynamic Active U.S. Equity ETF
Dynamic Active U.S. Investment Grade Corporate Bond ETF
Dynamic Active U.S. Mid-Cap ETF
Principal Regulator – Ontario
Type and Date:
Final Long Form Prospectus dated Feb 9, 2024
NP 11-202 Final Receipt dated Feb 9, 2024
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Filing #06065193

Issuer Name:
Desjardins RI Active Canadian Bond - Net-Zero Emissions Pathway ETF
Desjardins RI Canada - Net-Zero Emissions Pathway ETF
Desjardins RI Canada Multifactor - Net-Zero Emissions Pathway ETF
Desjardins RI Developed ex-USA ex-Canada Multifactor - Net-Zero Emissions Pathway ETF
Desjardins RI Emerging Markets Multifactor - Net-Zero Emissions Pathway ETF
Desjardins RI Global Multifactor - Fossil Fuel Reserves Free ETF
Desjardins RI USA - Net-Zero Emissions Pathway ETF
Desjardins RI USA Multifactor - Net-Zero Emissions Pathway ETF
Principal Regulator – Quebec
Type and Date:
Amendment #2 to Final Long Form Prospectus dated Jan 29, 2024
NP 11-202 Final Receipt dated Feb 12, 2024
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Filing #03554206

Issuer Name:
Hamilton Enhanced Multi-Sector Covered Call ETF
Principal Regulator – Ontario
Type and Date:
Amendment #1 to Final Long Form Prospectus dated Feb 2, 2024
NP 11-202 Final Receipt dated Feb 8, 2024
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Filing #03531925

Issuer Name:
Pembroke Dividend Growth Fund (formerly Pembroke Dividend Growth Pooled Fund)
Principal Regulator – Quebec
Type and Date:
Amendment #1 to Final Simplified Prospectus dated Jan 29, 2024
NP 11-202 Final Receipt dated Feb 7, 2024
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Filing #03512024

NON-INVESTMENT FUNDS

Issuer Name:
Agrinam Acquisition Corporation
Principal Regulator – Ontario
Type and Date:
Amended and Restated Preliminary Long Form Prospectus dated Feb 8, 2024
NP 11-202 Amendment to Preliminary Receipt dated Feb 9, 2024
Offering Price and Description:
No securities are being offered pursuant to this prospectus
Filing# 06046374

Issuer Name:
Bateria Metals Corp.
Principal Regulator – British Columbia
Type and Date:
Preliminary Long Form Prospectus dated Feb 8, 2024
NP 11-202 Preliminary Receipt dated Feb 9, 2024
Offering Price and Description:
50,071 Common Shares on Exercise of 50,071 Outstanding Special Warrants
Filing# 06082627

Issuer Name:
GreenPower Motor Company Inc.
Principal Regulator – British Columbia
Type and Date:
Final Short Form Base Shelf Prospectus dated Feb 2, 2024
NP 11-202 Final Receipt dated Feb 5, 2024
Offering Price and Description:
US$20,000,000.00
Common Shares, Preferred Shares, Warrants, Subscription Receipts, Units, Debt Securities, Share Purchase Contracts
Filing# 06066338

Issuer Name:
kneat.com, inc.
Principal Regulator – Nova Scotia
Type and Date:
Final Short Form Prospectus dated Feb 6, 2024
NP 11-202 Final Receipt dated Feb 6, 2024
Offering Price and Description:
$3.25
5,351,200 Common Shares
Filing# 06075493

Issuer Name:
Safe Supply Streaming Co Ltd. (formerly Origin Therapeutics Holdings Inc.)
Principal Regulator – British Columbia
Type and Date:
Preliminary Shelf Prospectus dated Feb 7, 2024
NP 11-202 Preliminary Receipt dated Feb 8, 2024
Offering Price and Description:
$20,000,000.00
Common Shares, Warrants, Subscription Receipts, Debt Securities, Units
Filing# 06078970

Issuer Name:
Sherritt International Corporation
Principal Regulator – Ontario
Type and Date:
Preliminary Shelf Prospectus (NI 44-102) dated Feb 8, 2024
NP 11-202 Preliminary Receipt dated Feb 9, 2024
Offering Price and Description:
$300,000,000.00
Common Shares, Preference Shares, Debt Securities, Subscription Receipts, Warrants, Units
Filing# 06082761

Issuer Name:
Xtract One Technologies Inc.
Principal Regulator – Ontario
Type and Date:
Final Shelf Prospectus (NI 44-102) Prospectus dated Feb 6, 2024
NP 11-202 Final Receipt dated Feb 8, 2024
Offering Price and Description:
$50,000,000.00
Common Shares, Warrants, Subscription Receipts, Units, Debt Securities
Filing# 06075837

Issuer Name:
Zefiro Methane Corp.
Principal Regulator – British Columbia
Type and Date:
Preliminary Long Form Prospectus dated Feb 5, 2024
NP 11-202 Preliminary Receipt dated Feb 8, 2024
Offering Price and Description:
Common Shares
Number of Securities: 2,000,000
Price per Security: $1.50
Filing# 06082311

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B.10
Registrations

B.10.1 Registrants

Type	Company	Category of Registration	Effective Date
Consent to Suspension (Pending Surrender)	MCKINLEY CAPITAL MANAGEMENT, LLC	Portfolio Manager	February 7, 2024
Suspended (Regulatory Action)	EMERGE CANADA INC.	Investment Fund Manager, Portfolio Manager and Exempt Market Dealer	February 12, 2024
Suspended (Regulatory Action)	Simply Digital Technologies Inc.	Restricted Dealer	February 1, 2024

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B.11
CIRO, Marketplaces, Clearing Agencies and Trade Repositories

B.11.1 CIRO

B.11.1.1 Canadian Investment Regulatory Organization (CIRO) – Proposed Rule Amendments Respecting Fully Paid Securities Lending and Financing Arrangements – Request for Comment

REQUEST FOR COMMENT

CANADIAN INVESTMENT REGULATORY ORGANIZATION (CIRO)

PROPOSED RULE AMENDMENTS RESPECTING FULLY PAID SECURITIES LENDING AND FINANCING ARRANGEMENTS

CIRO is publishing for public comment proposed amendments to the Investment Dealer and Partially Consolidated (**IDPC**) Rules and IDPC Form 1 relating to fully paid securities lending and financing arrangements (**Proposed Amendments**).

The Proposed Amendments seek to:

- enhance the rule framework regarding retail fully paid securities lending,
- carry out CIRO's commitment to update the IDPC Rules to address lessons learned from Dealer Members offering fully paid lending programs, and
- address a few inconsistencies in the existing financing arrangements rules.

CIRO is also publishing for comment the revised Guidance on Fully Paid Securities Lending (**Draft FPL Guidance**), which will replace the existing guidance GN-4600-22-001.

A copy of the CIRO Bulletin, including the text of the Proposed Amendments and Draft FPL Guidance, is also available on our website at www.osc.ca. The comment period ends on April 15, 2024.

B.11.3 Clearing Agencies

B.11.3.1 Canadian Derivatives Clearing Corporation (CDCC) – Proposed Amendments to the Default Manual of the CDCC Regarding the Auction Tool Used to Organize a Default Auction During a Default Management Period – Notice of Commission Approval

CANADIAN DERIVATIVES CLEARING CORPORATION (CDCC)

NOTICE OF COMMISSION APPROVAL

PROPOSED AMENDMENTS TO
THE DEFAULT MANUAL OF THE CDCC REGARDING THE AUCTION TOOL USED TO
ORGANIZE A DEFAULT AUCTION DURING A DEFAULT MANAGEMENT PERIOD

In accordance with the Rule Protocol between the Ontario Securities Commission (Commission) and the Canadian Derivatives Clearing Corporation (CDCC), the Commission approved on February 8, 2024 the amendments to the CDCC Default Manual with respect to the implementation of an auction tool used to organize a Default Auction during a default management period.

For further details, please see the Request for Comments Notice published on CDCC's **website** on November 15, 2023.

Index