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ONTARIO SECURITIES COMMISSION NOTICE AND REQUEST FOR COMMENT

PROPOSED ONTARIO SECURITIES COMMISSION RULE 81-502
RESTRICTIONS ON THE USE OF THE DEFERRED SALES CHARGE OPTION FOR MUTUAL FUNDS

AND

PROPOSED COMPANION POLICY 81-502 TO
ONTARIO SECURITIES COMMISSION RULE 81-502
RESTRICTIONS ON THE USE OF THE DEFERRED SALES CHARGE OPTION FOR MUTUAL FUNDS

AND

RELATED CONSEQUENTIAL AMENDMENTS

February 20, 2020

Introduction

The Ontario Securities Commission (the **OSC** or **we**) are publishing for comment:

- proposed Ontario Securities Commission Rule 81-502 *Restrictions on the Use of the Deferred Sales Charge Option for Mutual Funds* (the **Proposed Rule**),
- proposed Companion Policy 81-502CP to Ontario Securities Commission Rule 81-502 *Restrictions on the Use of the Deferred Sales Charge Option for Mutual Funds* (the **Proposed CP**), and
- proposed consequential amendments to National Instrument 81-105 *Mutual Fund Sales Practices* (the **Proposed Consequential Amendments**).

The text of the Proposed Rule, Proposed CP and Proposed Consequential Amendments are contained in Annexes A to C of this notice and will also be available on the OSC website at www.osc.gov.on.ca.

Substance and Purpose

The purpose of the Proposed Rule is to implement the OSC's policy response to address the investor protection issues arising from the use of the deferred sales charges option (**DSC option**)[1] in the sale of mutual fund securities. The Proposed Rule introduces restrictions on the use of the DSC option that are designed to mitigate potential negative investor outcomes. In particular, the restrictions are intended to address the "lock-in"[2] effect associated with the DSC option and reduce the potential for mis-selling, while allowing dealers to offer the DSC option to clients with smaller accounts.

[1] Under the traditional deferred sales charge option, the investor does not pay an initial sales charge for fund securities purchased but may have to pay a redemption fee to the investment fund manager (i.e. a deferred sales charge) if the securities are sold before a predetermined period of typically 5 to 7 years from the date of purchase. Redemption fees decline according to a redemption fee schedule that is based on the length of time the investor holds the securities. While the investor does not pay a sales charge to the dealer, the investment fund manager pays the dealer an upfront commission (typically equivalent to 5% of the purchase amount). The investment fund manager may finance the payment of the upfront commission and accordingly incur financing costs that are included in the ongoing management fees charged to the fund. The low-load purchase option is a type of deferred sales charge option but has a shorter redemption fee schedule (usually 2 to 4 years). The upfront commission paid by the investment fund manager and redemption fees paid by investors are correspondingly lower than the traditional deferred sales charge option.

[2] The "lock-in" feature refers to the redemption fee schedule associated with the DSC option which has the potential to deter investors from redeeming an investment or changing their asset allocation, even in the face of consistently poor fund performance, unforeseen liquidity events, or changes in their financial circumstances.

The Proposed CP explains the Proposed Rule.

Background

The 2018 Consultation

On September 13, 2018, the Canadian Securities Administrators (the **CSA**) published for comment proposed amendments to National Instrument 81-105 *Mutual Fund Sales Practices* (**NI 81-105**) that would prohibit:

- the payment of upfront sales commissions by fund organizations to dealers, and in so doing, discontinue sales charge options that involve such payments, such as all forms of the DSC option (**DSC ban**), and
- trailing commission payments by fund organizations to dealers who do not make a suitability determination, such as order-execution-only (**OEO**) dealers (**OEO trailer fee ban**)

(collectively, the **2018 Consultation**).

CSA Staff Notice 81-332

On December 19, 2019, the CSA published CSA Staff Notice 81-332 *Next Steps on Proposals to Prohibit Certain Investment Fund Embedded Commissions* to announce that final amendments to implement a DSC ban will be published in early 2020. The OSC stated that, while it will participate in the OEO trailer fee ban, it will not be implementing a DSC ban.

OSC Staff Notice 81-730

Also, on December 19, 2019, the OSC published OSC Staff Notice 81-730 *Consideration of Alternative Approaches to Address Concerns Related to Deferred Sales Charges* to announce that the OSC will explore alternative approaches for addressing the investor protection concerns arising from the use of the DSC option.

Summary of Comments Received on the 2018 Consultation

On February 20, 2020, the CSA, with the exception of Ontario, published *Multilateral CSA Notice of Amendments to National Instrument 81-105 Mutual Fund Sales Practices, Changes to Companion Policy 81-105CP to National Instrument 81-105 Mutual Fund Sales Practices and Changes to Companion Policy 81-101CP to National Instrument 81-101 Mutual Fund Prospectus Disclosure relating to Prohibition of Deferred Sales Charges for Investment Funds* (the **2020 Multilateral CSA Notice**). Please refer to the 2020 Multilateral CSA Notice for a summary of comments received on the 2018 Consultation.

Summary of the Proposed Rule

As discussed above, the Proposed Rule introduces restrictions on the use of the DSC option that are designed to mitigate negative investor outcomes. The following chart sets out the Proposed Rule section reference, along with the corresponding restrictions and the policy rationale for each restriction.

Investment Fund Manager Restrictions

Proposed Rule Section Reference	***Description***	***Policy Rationale***
1. Section 3(a)(i)	Maximum term of DSC redemption fee schedule limited to 3 years	Reduce the negative implications of the lock-in feature associated with the DSC option by shortening the maximum term during which a redemption fee can be applied. The proposed term limit represents a significant reduction compared to current industry practice where the maximum term can be up to 7 years.
2. Section 3(a)(ii)	Clients can redeem 10% of the value of their investment without redemption fees annually, on a cumulative basis	Reduce the negative implications of the lock-in feature associated with the DSC option by ensuring that clients have the ability to redeem a portion of their investment without incurring fees. This codifies a general industry practice, but we are also requiring the “free redemption amount” to be cumulative in order to provide greater flexibility for investors.

3. Section 3(a)(iii)	Separate DSC series	Prevents potential for cross-subsidization by ensuring that investors who purchase on a no-load or front-end sales charge basis do not indirectly incur costs related to financing the upfront commissions typically associated with the DSC option. This could result in lower management fees for standalone no-load or front-end sales charge series.

Dealer Restrictions

Proposed Rule Section Reference	***Description***	***Policy Rationale***
1. Section 3(b)(i)	No sales of the DSC option to clients aged 60 and over	Reduces potential for mis-selling by requiring dealers to avoid use of the DSC option when making recommendations to seniors.
2. Section 3(b)(ii)	Maximum client account size of $50k	Limits use of the DSC option to clients with smaller accounts.
3. Section 3(b)(iii)	No sales of the DSC option to clients whose investment time horizon is shorter than the DSC schedule	Prevents potential for mis-selling by requiring dealers to adequately consider time horizon as part of the KYC process in order to ensure that recommendations made are suitable for the client.
4. Section 3(b)(iv)(A)	Client cannot use borrowed money to purchase mutual funds with the DSC option	Prevents clients from having to incur redemption fees in the event they need to redeem their investment to repay loans used to fund their purchase.
5. Section 3(b)(iv)(B)	Upfront commissions only for new contributions to a client's account	Prevents dealers from engaging in unnecessary trading in a client's account where the purpose of those transactions would be solely to earn additional upfront commissions.
6. Section 3(b)(iv)(C)	No upfront commissions on reinvested distributions	Prevents dealers from earning additional upfront commissions on distributions of investments where upfront commissions were previously paid.
7. Section 3(b)(v)	No redemption fees applicable to investor redemptions upon: (a) Death of client, (b) Involuntary loss of full-time employment, (c) Permanent disability, and (d) Critical illness.	Allows clients to redeem their mutual fund investment in financial hardship circumstances without being negatively impacted by redemption fees.

The Proposed CP

Short-Term Trading Fees

The Proposed CP clarifies that the Proposed Rule does not restrict investment fund managers from using redemption fees or penalties payable to the fund as part of policies aimed at protecting mutual fund investors in cases such as short-term trading.

Conflict of Interest Rules under National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations (NI 31-103)

We are of the view that there is an inherent conflict of interest for registrants to accept upfront commissions associated with the sale of mutual fund securities under the DSC option.

We expect registered firms to address this conflict consistent with the requirements under NI 31-103 by implementing policies and procedures sufficient to mitigate the risk to clients' interests and to closely monitor for compliance with (i) these policies and procedures, (ii) the Proposed Rule, if and when it comes into force, and (iii) their obligations when making suitability determinations.

The Proposed Consequential Amendments

The Proposed Consequential Amendments in Annex C are the same as the final amendments to NI 81-105 published with the 2020 Multilateral CSA Notice. Comments on the Proposed Consequential Amendments are not being sought as these amendments have no impact in Ontario. The Proposed Consequential Amendments will be published as part of the final amendments to implement the Proposed Rule in Ontario for harmonization purposes.

Anticipated Costs and Benefits of the Proposed Rule

In Annex E, we provide a regulatory impact analysis of the anticipated costs and benefits of the Proposed Rule.

Transition

We expect that registrants will require some time to operationalize the Proposed Rule. At this time, we anticipate that the Proposed Rule would apply from June 1, 2022. This date coincides with the effective date of the DSC ban that will be implemented by the CSA jurisdictions, other than Ontario.

Unpublished Materials

In developing the Proposed Rule, we have not relied on any significant unpublished study, report or other written materials.

Request for Comments

We welcome your comments on the Proposed Rule, the Proposed CP and the specific consultation questions related to the Proposed Rule. We cannot keep submissions confidential because securities legislation requires publication of a summary of written comments received during the comment period. All comments received will be posted on the website of the Ontario Securities Commission at www.osc.gov.on.ca. Therefore, you should not include personal information directly in comments to be published. It is important you state on whose behalf you are making the submissions.

Deadline for Comments

Please submit your comments in writing on or before May 21, 2020. If you are not sending your comments by email, please send a USB flash drive containing the submissions (in Microsoft Word format).

Where to Send Your Comments

Address your submission to the Ontario Securities Commission. Deliver your comments to the address below:

The Secretary
Ontario Securities Commission
20 Queen Street West
22nd Floor
Toronto, Ontario M5H 3S8
Fax: (416) 593-2318
comments@osc.gov.on.ca

Contents of Annexes

The text of the Proposed Rule, Proposed CP, Proposed Consequential Amendments is contained in the following annexes to this Notice and is available on the OSC website:

Annex A: Proposed Rule

Annex B: Proposed CP

Annex C: Proposed Consequential Amendments

Annex D: Specific Consultation Questions Relating to the Proposed Rule

Annex E: Regulatory Impact Analysis of the Proposed Rule to Address Concerns Related to Deferred Sales Charges

Annex F: Local Information

Questions

Please refer your questions to any of the following:

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ANNEX A

PROPOSED ONTARIO SECURITIES COMMISSION RULE 81-502
RESTRICTIONS ON THE USE OF THE DEFERRED SALES CHARGE OPTION FOR MUTUAL FUNDS

Definitions

1. (1) In this Rule,

"a member of the organization" for a mutual fund has the same meaning as in National Instrument 81-105 *Mutual Fund Sales Practices*;

(2) Terms defined in National Instrument 81-102 *Investment Funds* and used in this Rule have the respective meanings ascribed to them in National Instrument 81-102 *Investment Funds*.

Application

2. This Rule applies to

(a) a distribution of securities of a mutual fund that offers or has offered securities under a prospectus or simplified prospectus in the period throughout which the mutual fund is a reporting issuer; and

(b) a person or company in respect of activities in that period pertaining to a mutual fund referred to in paragraph (a).

Restrictions on the Use of Deferred Sales Charge Option for Mutual Funds

3. Despite section 3.1 of National Instrument 81-105 *Mutual Fund Sales Practices,*

(a) a member of the organization for a mutual fund must not pay to a dealer a commission in money for the distribution of security of the mutual fund made through the dealer, if any of the following apply:

(i) a fee or charge may be collected by a member of the organization for the mutual fund on a redemption of the security that occurs more than 3 years after the date of the distribution;

(ii) the client is not provided an opportunity in a calendar year to redeem at no cost at least the total of

(A) 10% of the number of securities that would otherwise be subject to a fee or charge upon redemption in the calendar year, and

(B) for each preceding calendar year, the amount, if any, by which

(I) 10% of the number of securities that would otherwise be subject to a fee or charge on redemption in the preceding calendar year

exceeds

(II) the number of securities that the client redeemed in the preceding calendar year;

(iii) the security is not in a separate series or class of securities of the mutual fund that are subject to a fee or charged on redemption; and

(b) a dealer must not accept a commission from a member of the organization of a mutual fund a commission in money for the distribution of securities of a mutual fund made through the dealer, if any of the following apply:

(i) the dealer knows or reasonably ought to know that the client is 60 years of age or over at the time of distribution;

(ii) the dealer knows the balance in the client's account immediately after the distribution would be in excess of $50,000;

(iii) at the time of the distribution, the dealer knows or reasonably ought to know that the client likely would need to redeem the security at any time during the period in which a fee or charge would be payable on the redemption of the securities;

(iv) at the time of the distribution, the dealer knows or reasonably ought to know that the source of funds to be used to purchase the security consists of

(A) borrowed money;

(B) money from the redemption of securities that had been subject to a redemption fee or could have been subject to a redemption fee if the securities had been redeemed earlier; or

(C) reinvestment of distributions received on securities that are subject to a redemption fee or had been subject to a redemption fee;

(v) at the time of distribution, the dealer does not have a policy that would compel the dealer to reimburse a fee to the client for a redemption of the security in the event that the redemption occurs after the death of the client or after one of the following events:

(A) the involuntary loss of full-time employment by the client,

(B) the client becomes subject to an impairment entitling the client to a tax credit under subsection 118.3(1) of the ITA,

(C) the client begins to suffer a critical illness such that the client has a high risk of dying in the next year as a result of illness, injuries, or any combination of illnesses and injuries.

Exemption

4. The Director may grant an exemption from the provisions in this Rule, in whole or in part, subject to such condition or restriction as may be imposed in the exemption.

Effective Date

5. This Rule comes into force on June 1, 2022.

ANNEX B

PROPOSED COMPANION POLICY TO ONTARIO SECURITIES COMMISSION RULE 81-502
RESTRICTIONS ON THE USE OF THE DEFERRED SALES CHARGE OPTION FOR MUTUAL FUNDS

Short-Term Trading Fees

1. Section 3 of the Rule does not restrict the investment fund manager from adopting policies and procedures that deter short term or excessive trading, or that minimize the potential impact of sizable transactions. More specifically, short term-trading fees or penalties on large redemptions that are charged to investors and collected for the benefit for the mutual fund would not be caught by section 3 of the Rule since no amount would be payable to the investment fund manager.

Conflict of Interest Rules in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*

2. We are of the view that there is an inherent conflict of interest for registrants to accept upfront commissions associated with the sale of mutual fund securities under the deferred sales charge option.

   We expect registered firms to address this conflict consistent with the requirements under National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* by implementing policies and procedures sufficient to mitigate the risk to clients' interests and to closely monitor for compliance with (i) these policies and procedures, (ii) the Rule, and (iii) their obligations when making suitability determinations.

3. This Companion Policy becomes effective on June 1, 2022.

ANNEX C

PROPOSED AMENDMENTS TO NATIONAL INSTRUMENT 81-105 *MUTUAL FUND SALES PRACTICES*

1. National Instrument 81-105 Mutual Fund Sales Practices is amended by this Instrument.

2. Section 1.1 is amended in paragraph (d) of the definition of "*member of the organization*" by adding "*associate or*" before "*affiliate*".

3. Section 3.1 is amended

(a) by renumbering section 3.1 as subsection 3.1(1), and

(b) by adding the following subsection:

(2) Subsection (1) does not apply to a distribution of a security of a mutual fund to a client resident in British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Newfoundland and Labrador, Prince Edward Island, Northwest Territories, Nunavut and Yukon..

4. This Instrument comes into force on June 1, 2022.

ANNEX D

SPECIFIC CONSULTATION QUESTIONS RELATING TO THE PROPOSED RULE

1. On January 10, 2017, the Canadian Securities Administrators (the **CSA**) published for comment CSA Consultation Paper 81-408 *Consultation on the Option of Discontinuing Embedded Commissions* (the **Consultation Paper**). The Consultation Paper stated that some investors may indirectly subsidize certain dealer compensation costs that are not attributable to their investment in the fund, which means they indirectly pay excess fees[1]. As an example of this "cross-subsidization", the Consultation Paper made reference to the financing costs incurred by investment fund managers in connection with the payment of the upfront commission to dealers that is typically associated with the DSC sales charge option. This financing cost could be embedded in a mutual fund's management fee, which would result in some investors in a fund, such as the front-end load investors, cross-subsidizing the costs attributable to DSC investors in the fund. As a result, we are proposing to require the DSC sales charge option to be included in a separate series of the fund, which would have its own management fee. We note that some investment fund mangers already use this practice. Do you agree that mandating a separate DSC series will help in curtailing the cross-subsidization of the costs attributable to DSC investors? Why or why not?

2. The effective date of the Proposed Rule coincides with the effective date of the final amendments to implement a DSC ban in the other CSA jurisdictions. Are there additional transition issues that we should consider?

3. Annex E sets out the anticipated costs and benefits of the Proposed Rule. Are there any other significant costs or benefits that have not been identified in this analysis? Please explain with concrete examples and provide data to support your views.

[1] See page 13, https://www.osc.gov.on.ca/documents/en/Securities-Category8/sn_20170110_81-408_consultation-discontinuing-embedded-commissions.pdf.

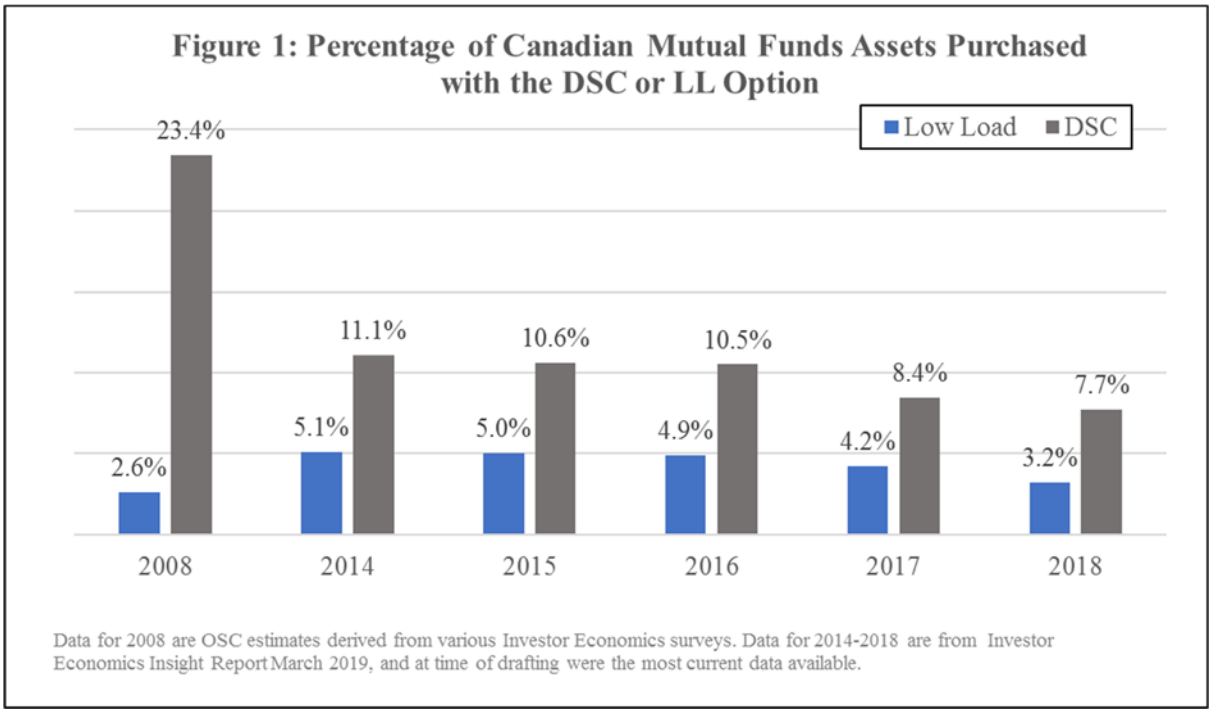
ANNEX E

REGULATORY IMPACT ANALYSIS OF THE PROPOSED RULE TO ADDRESS CONCERNS RELATED TO DEFERRED SALES CHARGES

A. Overview of investments in mutual funds

Canadians held approximately $1.6 trillion in mutual fund assets as at November 2019[1]. Ontario investors held approximately $700 billion of these assets or about 45% of all mutual fund assets in Canada[2]. We estimate that, of this amount, approximately $76 billion or 10.9% of mutual fund assets in Ontario were purchased using the deferred sales charge (DSC) option[3].

As noted in CSA Consultation Paper 81-408 *Consultation on the Option of Discontinuing Embedded Commission* (CP 81-408), the use of the DSC option[4] has been gradually on the decline since 2008 (Figure 1), and in the past few years several investment fund managers[5] have stopped using this type of sales charge. While the prevalence of the DSC option is declining, the continued use of this purchase option creates potential investor protection issues that require regulatory intervention.



We estimate that 38% of all households in Ontario own mutual funds[6]. *Typically the DSC purchase option is used by households with an account size less than $100,000 and these sales are through dealers, primarily financial advisory firms in the MFDA*

[1] Source: https://www.ific.ca/wp-content/uploads/2019/12/News-Release-November-Monthly-Statistics-Mutual-Funds-and-ETFs-December-23-2019.pdf/23889/

[2] OSC estimate based on data from Investor Economics October 2019 Insight Report and IFIC data.

[3] Estimate is based on the assumption that the percentage of assets that were purchased with a DSC or low-load (LL) sales option in Ontario mirrors national figures. As at December 2018, 7.7% of mutual fund assets in Canada were purchased with a DSC sales option and another 3.2% was purchased with a LL sales option. Source: Investor Economics Insight Report March 2019. Unless otherwise noted, references to the DSC option hereinafter include the low-load sales option.

[4] There are several different purchase options for mutual funds and they fall into one of two categories – load and no-load purchase options. The load purchase option comprises three different types of sales charges – front-end sales charge, deferred sales charge and low-load sales charge. Under the front-end sales charge option an investor pays a sales commission at the time of purchase. Under the deferred sales charge and low-load sales charge options an investor pays a sales commission if the mutual fund is redeemed within a specified holding period. If the mutual fund is redeemed after the specified holding period the investor does not pay a sales commission. The no-load purchase option does not charge a sales commission either at the time of purchase or at the time of redemption. As at December 2018 the share of Canadian mutual fund assets by load option was 62.9% no-load, 26.2% front-end, 7.7% deferred sales charge and 3.2% low-load. While load funds account for 37% of mutual fund assets these types of funds account for 62% of all mutual funds. As at December 2018, there were 1,987 load funds and 1,205 no load funds. A more thorough discussion of mutual fund fees in Canada be found in the Canadian Securities Administrators' Discussion Paper 81-407 *Mutual Fund Fees*.

[5] These investment fund managers include IG Wealth Management, Dynamic Funds, Capital Group, and BMO Investments.

[6] We estimate that 50% of all households in Ontario have investments and that 75% of these households own mutual funds. OSC analysis of Ipsos Reid's Canadian Financial Monitor data and various investor surveys.

channel[7]. While deposit-taker dealers[8] in the MFDA channel offer the low-load sales option, only a small share of their total assets is held in this sales option[9] as funds sold in this channel are typically sold without a sales charge.

B. Rationale for intervention

CP 81-408 examined the following two key investor protection and market efficiency issues arising from the use of embedded commissions:

- Embedded commissions raise conflicts of interest that misalign the interests of investment fund managers and dealers and representatives with those of investors, which can impair investor outcomes (conflicts of interest); and
- Embedded commissions paid generally do not align with the services provided to investors (cost and service alignment)[10].

The Proposed Rule seeks to address the negative implications of the DSC purchase option through restrictions on its use. These restrictions should address the following issues arising from the use of this specific type of embedded commission:

- The DSC option is unsuitable for a subset of investors,[11]
- Mutual fund purchases that are financed with loans and sold with the DSC option,
- It is costly for investors to redeem funds before the fee redemption schedule expires, and
- Funds may unnecessarily be churned to generate additional upfront dealer commission.

C. Proposed intervention

The Proposed Rule, if implemented, will enhance investor protection measures for those who purchase mutual funds using the DSC option. This is to be achieved by introducing the following investment fund manager and dealer restrictions.

The proposed investment fund manager restrictions are:

- Maximum DSC schedule of 3 years
- Clients can redeem 10% of the value of their investment without redemption fees annually, on a cumulative basis
- Separate DSC series

The proposed dealer restrictions are:

- No sales of the DSC option to clients aged 60 and over
- Maximum client account size of $50,000
- No sales of the DSC option to clients whose investment time horizon is shorter than the DSC schedule
- Clients cannot use borrowed money to purchase mutual funds with the DSC option
- Upfront commissions only apply for new contributions to a client's account
- No upfront commissions on reinvested dividends

[7] Financial advisory firms are comprised of independent firms and firms that are affiliated with or owned by an investment fund manager or insurance company. Within the MFDA channel 39% of assets are held by financial advisory firms, 59% of assets are held by deposit-takers and credit unions, and 2% of assets are held by direct-to-consumer firms. We estimate that an additional $800 billion of mutual fund assets are held outside of the MFDA channel, i.e., in the private wealth management and discount and full service brokerages channels. These channels are dominated by firms owned by deposit-takers and insurance companies. Sales of mutual funds in these channels typically do not use the DSC option. OSC analysis of data from the 2017 MFDA Client Research Report, IFIC statistics, and various Investor Economics reports.

[8] Deposit-takers refer to banks and credit unions. Within the MFDA channel, 59% of assets are held by deposit-takers. OSC analysis of data from the 2017 MFDA Client Research Report and Investor Economics Insight Report March 2019, and discussions with the MFDA.

[9] Investor Economics Insight Report March 2019.

[10] The policy response to this investor protection issue will be published later in 2020 when the CSA publishes final rules related to the payment of trailing commissions to dealers who do not make a suitability determination.

[11] Investors whose investment time horizon is shorter than the DSC redemption schedule; investors who are 60 years old or older.

- No redemption fees applicable to investor redemptions upon:
    - Death of client,
    - Involuntary loss of full-time employment,
    - Permanent disability, and
    - Critical illness.

D. Stakeholders affected by the Proposed Rule

The stakeholders who will be impacted by the Proposed Rule are investment fund managers, dealers and their registered individuals, and investors.

1. Investment Fund Managers

There are 106[12] investment fund managers managing prospectus-qualified mutual funds in Canada. We estimate that 93[13] of these investment fund managers could be impacted by the Proposed Rule because they may distribute funds that can be purchased with the DSC option.

2. Dealers

Under the Proposed Rule, only investors with an account size of $50,000 or less can purchase mutual funds using the DSC option. Investors typically need a minimum account size of $500,000[14] to access the IIROC channel and $1 million to access the private wealth management channel. However, because the DSC option is generally not used in the IIROC and private wealth management channels, we have excluded these dealer firms and their registered individuals from our analysis.

With respect to the MFDA channel, there are 91 MFDA firms and 79,580 registered individuals in Canada[15]. We estimate that 65 MFDA firms and 14,000[16] of the 18,000 registered individuals in the MFDA financial advisory channel may be affected by the Proposed Rule in Ontario. These 14,000 registered individuals have a book of business that is less than $10 million in assets under administration and tend to rely primarily on DSC commissions to finance their operations[17]. Additionally, most of their clients have account sizes less than $100,000.

3. Investors

Investors[18] may be impacted by the Proposed Rule in the following ways:

- Investors who are at least 60 years old will no longer be able to purchase mutual funds using the DSC option,
- Investors who are under 60 years old can purchase mutual funds using the DSC option but only under certain conditions,
- Investors whose account size is greater than $50,000 will no longer be able to purchase mutual funds using the DSC options,
- Investors whose account size is $50,000 or smaller can purchase mutual funds using the DSC option but only under certain conditions,
- Investors who borrow money to finance mutual fund purchases cannot use that money to purchase mutual funds using the DSC option,

[12] https://www.ific.ca/wp-content/uploads/2019/01/IFIC-2018-Investment-Funds-Report.pdf/21611/
[13] Investment fund managers who are owned by deposit-takers or who have a direct-to-consumer business model typically do not distribute mutual funds with the DSC option. We have excluded these 13 firms from our analysis as they would not be materially impacted by the Proposed Rule. We note that the top 10 investment fund managers who have the largest amount of assets sold with the DSC option collectively manage 36.4% ($579 billion) of all mutual fund assets in Canada as at September 2019. Five of these investment fund managers are also amongst the top 10 largest investment fund managers in Canada, as measured by assets. OSC analysis based on regulatory data, IFIC industry statistics, Morningstar data, and data from various Investor Economics reports.
[14] Investor Economics 2012 Winter Retail Brokerage Report
[15] https://mfda.ca/members/membership-statistics/
[16] 2017 MFDA Client Research Report https://mfda.ca/wp-content/uploads/2017_MFDA_ClientResearchReport.pdf
[17] Ibid
[18] Our estimates of the proportion of investors who may be impacted by the Proposed Rule are based on current investing patterns of individuals who own mutual funds and the assumption that these patterns will continue if the Proposed Rule is adopted.

- Investors with an investment time horizon that is shorter than the DSC redemption schedule cannot purchase a mutual fund using the DSC option, and
- Investors experiencing involuntary loss of full-time employment, permanent disability, critical illness or death will not have to pay redemption fees in instances where the redemption schedule has not expired.

We estimate that in Ontario between 33% and 36% of investors[19] who own mutual funds are 60 years old or older.

The $50,000 account size threshold will impact two distinct groups of investors. The first group of investors includes those whose account size is $50,000 or smaller. This group of investors can continue to purchase mutual funds with the DSC option, but only if none of the other restrictions apply to them. We estimate that 17%[20] of investors owning securities, including mutual funds, have an account size that is equal to or less than $50,000, and, the average value of their account size is $13,000[21]. The second group of investors includes those whose account size is greater than $50,000 but less than $100,000. We estimate that 28%[22] of investors owning securities, including mutual funds, belong to this market segment and the average value of their accounts is $68,000[23]. This subset of investors will no longer be able to purchase mutual funds using the DSC option. We note that the remaining 55%[24] of investors have account sizes greater than $100,000 and these investors are less likely to purchase mutual funds using the DSC option[25].

An investor's time horizon for an investment is not static and can vary depending on changing personal and financial circumstances and investment objectives at any point in time. We anticipate that at some point during their investing life cycle, all Ontario investors purchasing a mutual fund and, in particular, older investors nearing age 60 may be impacted by the time horizon restriction.

Investors can also experience involuntary loss of full-time employment, permanent disability or critical illness or death at any point during their life. We anticipate that many Ontario investors at some point in their investing life cycle may be (positively) impacted by the financial hardship provisions. Due to limitations of the available information, we are unable to reliably estimate the proportion of investors who may experience these circumstances.

E. Benefits of Proposed Rule

In this section we present our qualitative assessment of the anticipated benefits of the Proposed Rule on investment fund managers, dealers and investors. The baseline underpinning our analysis is the current set of regulatory requirements pertaining to the distribution and sale of prospectus-qualified mutual funds in Ontario.

1. Dealers and registered individuals

Registered individuals working in the MFDA financial advisory channel will benefit from the Proposed Rule in two key ways. The Proposed Rule, by explicitly setting out some of the circumstances when the DSC option cannot be used, will aid registered individuals in making recommendations that are more likely to be suitable for their clients. For dealers, the restricted use of the DSC option will preserve recruitment and succession planning of registered individuals because registered individuals new to the business can use the revenue from DSC commissions to finance their operations[26]. This is particularly important given the significant number of registered individuals who are approaching retirement age.[27]

[19] OSC estimates using data from various investor surveys.
[20] Estimate is as at 2019 and is based on the OSC's analysis of various investors surveys. This estimate excludes investors who are age 60 and older because we have already accounted for this segment of investors in our age threshold analysis. Additionally, our estimate accounts for mutual fund ownership in *all* dealer channels and is not directly comparable to the figures in the 2017 MFDA Client Research Report. The MFDA research is confined to a subset of investors who have mutual fund holdings in the MFDA channel.
[21] OSC analysis of unpublished data from the 2017 MFDA Client Research. The average account size is at the household level and may over-report the average assets for single-person households.
[22] Estimate is as at 2019 and is based on the OSC's analysis of various investors surveys. This estimate excludes investors who are age 60 and older because we have already accounted for this segment of investors in our age threshold analysis. Additionally, our estimate accounts for mutual fund ownership in *all* dealer channels and is not directly comparable to the figures in the 2017 MFDA Client Research Report. The MFDA research is confined to a subset of investors who have mutual fund holdings in the MFDA channel.
[23] Unpublished analysis from the 2017 MFDA Client Research. The average account size is at the household level and may over-report the average assets for single-person households. As stated earlier in our analysis the DSC option is typically used by households where the account size is less than $100,000. For this reason we have excluded investors with account sizes greater than $100,000 from our analysis.
[24] Estimate is as at 2019 and is based on the OSC's analysis of various investors surveys. This estimate excludes investors who are age 60 and older because we have already accounted for this segment of investors in our age threshold analysis. Additionally, our estimate accounts for mutual fund ownership in *all* dealer channels and is not directly comparable to the figures in the 2017 MFDA Client Research Report. The MFDA research is confined to a subset of investors who have mutual fund holdings in the MFDA channel.
[25] 2017 MFDA Client Research Report.
[26] As advisors increase their book size they become less reliant on the DSC option to finance their operations and instead rely on other sources of revenue, including trailing commissions.
[27] Advocis submission in response to CSA Notice and Request For Comment – Proposed Amendments to National Instrument 81-105 *Mutual Fund Sales Practices and Related Consequential Amendments* (December 13, 2018).

2. Investors

By addressing investor protection issues related to conflicts of interest and costs, the Proposed Rule is anticipated to lead to the following benefits for investors.

Investor payment option is maintained

As noted earlier in our analysis, the subset of investors who would be affected by the Proposed Rule are investors with small amounts of money to invest and who work with a registered individual in the MFDA financial advisory channel[28]. By restricting the use of the DSC option, the Proposed Rule would preserve the business model that is used to serve this segment of investors and would, in doing so, maintain payment choice[29].

Lower redemption costs

The cost for investors of redeeming their investments before reaching the end of the redemption schedule is anticipated to decline. The elements of the proposal that should lead to this outcome are:

- The shortened redemption schedule and corresponding lower redemption fees[30],
- Restrictions on levying redemption fees in situations of financial hardship,
- The ability to redeem 10% of their investment per year without incurring redemption fees[31] and to carry forward any unused allowance.

We estimate that under various redemption scenarios, investors' redemption fee costs will decrease between 50% and 70% from today's levels. Investors may take advantage of the lower redemption costs by rebalancing their account holdings or selling underperforming funds, while the redemption schedule is still in effect, and in doing so minimize investment losses or potentially improve their investment returns[32].

Enhanced suitability of purchases using the DSC option

The account size, age, time horizon, and leverage restrictions provide registered individuals with explicit factors that must be considered when they are assessing whether the DSC option is an appropriate payment option for their clients. By articulating some of the specific factors that must be taken into account when using the DSC option, the Proposed Rule would provide registered individuals with greater regulatory clarity on the appropriate use of this sales charge. We anticipate that investors will benefit from this greater clarity in the form of improved product recommendations[33] that are more aligned with their investment needs and objectives.

Lower management fees and higher net returns on funds purchased with a front-end load

At present, the mutual fund series commonly known as "Series A" is the series that is typically distributed to retail investors and is sold under both the front-end load option and the DSC option. This industry-wide practice[34] means that all investors purchasing Series A of a fund, including front-end load investors, bear the costs associated with the payment of upfront commissions on DSC and low-load sales[35]. This form of cross-subsidization results in investors who purchased the Series A fund with a front-end load option paying management fees and trailing commissions that are higher than they would have been had they been segregated in a series of their own. The requirement for a separate DSC series will end this form of cross-subsidization and should result in lower management fees and correspondingly higher net returns for investors who choose the front-end load option. We analyzed the management expense ratios and investment returns for a limited number of funds that offer a separate DSC series for the same fund. We found that on average the MER for the DSC series was 20 basis points higher than the MER for the front-end load series. Assuming an initial investment of $10,000, in January 2010, in a fund

[28] CSA and OSC discussions with the MFDA about the data, analysis, and findings in its 2017 MFDA Client Research Report. CSA analysis of industry practices and trends – refer to CSA Consultation Paper 81-408 *Consultation on the Option of Discontinuing Embedded Commissions.*

[29] The choice is to delay payment of sales charges at the point of redemption or to not pay sales charges at all if investors choose to hold their mutual funds to the end of the DSC redemption schedule.

[30] Our analysis assumes that investment fund managers will adopt fee redemption rates at levels that are typically charged by low-load funds.

[31] This is an existing industry practice that is being codified.

[32] Research undertaken by professor Douglas Cumming following the consultation on CSA Discussion Paper and Request for Comment 81-407 *Mutual Fund Fees* found that fee-based fund flows are much more sensitive to past performance when compared to DSC purchase options. Further, the research found that funds that have flows more sensitive to past performance tend to have better future performance. The full research report can be retrieved at https://www.osc.gov.on.ca/documents/en/Securities-Category5/rp_20151022_81-407_dissection-mutual-fund-fees.pdf

[33] Including a potential reduction in mis-selling.

[34] All but a handful of investment fund managers co-mingle the management fee revenue for funds sold with a DSC option and a front-end load option.

[35] Investment fund managers fund the costs of the DSC upfront sales commission from the management fee revenue they earn on their mutual fund assets.

that invests in Canadian large cap equity, the value of this investment in January 2020 would be $26,901 for the DSC series[36] and $27,556 for the front-end load series[37], a difference of $655 or 2.4%.

3. Investment fund managers

Management fee revenue, which is generated from managing assets, is typically the biggest revenue source for investment fund managers. Our analysis of financial statements found that management fee revenue can account for 75% to 90% of a firm's revenue. Investment fund managers who have other business segments such as the administration of mutual funds are less reliant on revenue generated from asset management. As previously noted, an estimated $76 billion of mutual fund assets in Ontario was purchased with the DSC option. Assuming that the average net management fee is 1%[38], investment fund managers would have generated $760 million in management fee revenue as a result of managing assets accumulated through the DSC option. We anticipate that the share of management fee revenue resulting from the management of DSC-related assets is likely to decrease because of the smaller investor base with smaller amounts of money to invest who can potentially purchase mutual funds with the DSC option. In spite of the potential reduction in management fee revenues, the Proposed Rule would allow investment fund managers to continue their practice of accumulating assets under management using the DSC option and thereby maintain the revenue stream arising from the management of these assets.

Investment fund managers finance the payment of the upfront commission paid to dealers and they incur financing costs that are included in the ongoing management fees charged to the fund. The introduction of a shorter redemption schedule and correspondingly lower upfront commission fees may lead to lower financing-related expenses.

F. Compliance costs, impacts on business models and investors

In this section we present a qualitative assessment of the costs of complying with the Proposed Rule for investment fund managers and dealers in addition to discussing the impacts on existing business models and investors. Similar to our approach for the benefits analysis, the baseline underpinning the analysis here is the current set of regulatory requirements pertaining to the distribution and sale of prospectus-qualified mutual funds in Ontario. As such, only regulatory compliance costs have been analyzed.

1) Investment fund managers

The table below lists each proposed restriction and identifies the anticipated compliance-related changes that may be required.

Proposed Restriction	Areas of Anticipated Compliance Change
• Maximum 3 year redemption schedule	IT systems Policies and procedures
• 10% free redemption allowance annually and cumulatively	IT systems Policies and procedures
• Separate DSC series	IT systems Policies and procedures Fund Facts, simplified prospectus and related disclosure documents

IT systems, policies and procedures costs

Because the proposed restrictions are modifying existing industry practices, we anticipate that investment fund managers may have to change their IT systems and related policies and procedures to comply with the new restrictions. For this reason, we are of the view that implementation costs will be incremental to existing costs associated with industry practices that are now codified into regulation.

Implementation costs will vary by firm and will be influenced by the number of funds that can be sold using the DSC option that investment fund managers continue to offer; whether fund administration activities[39] are carried out in-house or externally, and, if externally, whether a single or multiple service providers are used to carry out these activities.

We anticipate ongoing costs will be similar to levels that investment fund managers currently incur in complying with current regulatory requirements.

[36] The realized annualized return is 10.40%.
[37] The realized annualized return is 10.66%.
[38] This reflects current industry rates.
[39] Activities carried out by registrars, transfer agents, and custodians.

Fund Facts, simplified prospectus and related disclosure costs

Investment fund managers who choose to continue offering the DSC option will have to produce new Fund Facts as a result of the requirement to offer a separate DSC series for each fund available with the DSC option. Updates to simplified prospectuses or the production of related disclosure documents[40] will also be required to comply with the rules pertaining to a shortened redemption schedule, and the cumulative 10% free redemption allowance. We anticipate the initial costs of producing a new Fund Facts and updating the simplified prospectus or producing related disclosure document to be incremental to existing compliance costs. Investment fund managers already have in place a framework for these undertakings, and we assume that the framework can be modified to address the requirements in the Proposed Rule.

We do not anticipate any direct ongoing costs associated with the Proposed Rule. Rather, ongoing costs for these disclosure documents will be triggered and dictated by other disclosure requirements pertaining to prospectus-qualified mutual funds, such as the requirement to update Fund Facts annually.

Business model impacts

The Proposed Rule transforms the DSC option into a modified low-load sales charge option while narrowing the investor base who can purchase funds with the DSC option. We anticipate the Proposed Rule may have an impact on the business model of investment fund managers who use the DSC option to generate asset growth and management fee revenue. The extent of the impact will vary and will heavily depend on a firm's revenue and cost structures, the short- and long-term profitability of serving a subset of the investing population who occupy the lower end of the investible asset continuum, and how competing firms choose to respond to the Proposed Rule.

2) Dealers

Many of the dealer-related restrictions can be addressed within a firm's existing compliance approach to the NI 31-103 requirements[41] pertaining to conflicts of interest, know your product, know your client, and suitability. For this reason, we are of the view that firms may incur some minimal direct initial and ongoing costs with respect to the restrictions pertaining to age, account size, time horizon, and use of leverage.

The only new requirement pertains to the elimination of redemption fees in instances of demonstrable financial hardship; specifically, death, involuntary loss of full-time employment, permanent disability and critical illness. This requirement builds upon the existing requirement in NI 31-103 for a registrant to take reasonable steps to ensure that it has sufficient information about a client's financial circumstances and upon existing guidance about know your client obligations generally. We note that once all the Client Focused Reforms amendments take effect on December 31, 2021, registered individuals will be explicitly required to take reasonable steps to ensure that they have sufficient information about their clients' personal and financial circumstances when making a suitability determination. Firms will need to decide how best to establish that their clients are experiencing any of these financial hardship conditions and implement the necessary policies and procedures to comply with this new requirement. The initial and ongoing costs of this undertaking will largely be dictated by a firm's approach to compliance.

Firms will incur initial costs associated with providing initial training to their registered individuals on the requirements of the Proposed Rule. Ongoing training costs are anticipated to be significantly lower as we assume that training will only be provided to new employees or when material changes are made to the firm's approach to compliance.

Business model impacts

We anticipate the business models of dealer firms in the MFDA financial advisory channel may be impacted by the Proposed Rule. Specifically, business models that are focused on serving a narrow segment of investors with small amounts of money to invest, and the use of DSC-generated commission revenue by newly registered individuals to build a book of business at the start of their career may not be economically viable. If we assume that commission rates will be reduced to levels currently offered for low-load funds, registered individuals starting their business may then need larger book sizes to offset a reduction in revenue from sales commissions and a smaller potential client base. Registered individuals who are unable to generate a profitable book size in the early years of their business may need to exit the industry[42].

[40] Our cost assessment assumes that investment fund managers will view the proposed requirements as material changes, which will then trigger corresponding changes to Fund Facts and the simplified prospectus or related disclosure documents such as an amendment to the simplified prospectus.

[41] NI 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations.*

[42] Our analysis of publicly available financial information disclosure found that at least one dealer is shortening the time that newly registered individuals have to build a profitable book of business and are terminating registered individuals who are unable to achieve profitability early in their careers.

3) Impacts on Investors

The subset of investors who will be impacted by the Proposed Rule are those whose investment account size is greater than $50,000 but less than $100,000, and who purchase mutual funds in the MFDA channel through a financial advisory firm. Currently, investors matching this profile have a high concentration of assets in funds purchased using the DSC option. If the Proposed Rule is adopted, these investors will have to purchase their mutual funds using a different sales charge option. We anticipate that investors will migrate to the front-end sales charge option because the front-end sales charge option is the second most common sales charge option used by this segment of investors. We note that while this segment of investors will have to switch to a different sales charge option, the upfront cost of buying a mutual fund with a front-end sales charge is typically waived[43].

G. Risks and Uncertainties

The CSA jurisdictions other than Ontario have announced their intention to prohibit all forms of the DSC option and the upfront sales commissions associated with this purchase option. This decision would lead to the end of the DSC option and associated upfront dealer commission payments outside of Ontario. It is unclear how investment fund managers, dealers, and investors in Ontario may respond to these regulatory changes. Changing industry trends and market conditions, such as the shift to online advisers and ETFs, and the decision by several large investment fund managers to voluntarily discontinue the use of the DSC option, may also affect their responses to the Proposed Rule. The risk posed by these uncertainties is that our assessment of the impacts of the Proposed Rule may not reflect all the key costs and benefits that could arise.

This analysis only considers stakeholder responses to the proposed regulatory change in Ontario and is underpinned by assumptions based on current industry trends and market conditions.

[43] 2017 MFDA Client Research Report.

ANNEX F

LOCAL MATTERS

ONTARIO RULE-MAKING AUTHORITY

AUTHORITY FOR THE PROPOSED RULE

The following provisions of the *Securities Act* (Ontario) (the **Act**) provide the Commission with authority to make the Proposed Rule:

Subparagraph 143(1)2(ii) of the Act authorizes the Commission to make rules prescribing requirements for registrants including requirements that are advisable for the prevention or regulation of conflicts of interest;

Paragraph 143(1)13 of the Act authorizes the Commission to make rules regulating trading or advising in securities to prevent trading or advising that is, among other things, unfairly detrimental to investors;

Paragraph 143(1)18 of the Act authorizes the Commission to make rules designating activities, including the use of documents or advertising, in which registrants or issuers are permitted to engage or are prohibited from engaging in connection with distributions; and

Paragraph 143(1)31 of the Act authorizes the Commission to make rules regulating investment funds and the distribution and trading of the securities of investment funds, including

- making rules varying Part XV (Prospectuses – Distribution) or Part XVIII (Continuous Disclosure) by prescribing additional disclosure requirements in respect of investment funds and requiring or permitting the use of particular forms or types of additional offering or other documents in connection with the funds;
- making rules respecting sales charges imposed by a distribution company or contractual plan service company under a contractual plan on purchasers of shares or units of an investment fund, and commissions or sales incentives to be paid to registrants in connection with the securities of an investment fund; and
- making rules prescribing procedures applicable to investment funds, registrants and any other person or company in respect of sales and redemptions of investment fund securities.

1.4 Notices from the Office of the Secretary

1.4.1 Sean Daley and Kevin Wilkerson

FOR IMMEDIATE RELEASE
February 12, 2020

SEAN DALEY and
KEVIN WILKERSON,
File No. 2019-39

TORONTO – Take notice that the hearing in the above named matter scheduled to be heard on February 13, 2020 is vacated.

The hearing will continue on April 3, 2020 at 10:00 a.m.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

For Media Inquiries:

media_inquiries@osc.gov.on.ca

For General Inquiries:

1-877-785-1555 (Toll Free)
inquiries@osc.gov.on.ca

1.4.2 Sean Daley et al.

FOR IMMEDIATE RELEASE
February 12, 2020

SEAN DALEY; and
SEAN DALEY carrying on business as
the ASCENSION FOUNDATION,
OTO.Money,
SilentVault, and
CryptoWealth;
WEALTH DISTRIBUTED CORP.;
CYBERVISION MMX INC.;
KEVIN WILKERSON; and
AUG ENTERPRISES INC.,
File No. 2019-28

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

A copy of the Order dated February 12, 2020 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

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inquiries@osc.gov.on.ca

1.4.3 MOAG Copper Gold Resources Inc. et al.

FOR IMMEDIATE RELEASE
February 14, 2020

MOAG COPPER GOLD RESOURCES INC.,
GARY BROWN and
BRADLEY JONES,
File No. 2018-41

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

A copy of the Order dated February 14, 2020 is available at www.osc.gov.on.ca.

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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Brent (BC) Participation S.À R.L.

Headnote

Section 6.1 of NI 62-104 – Exemption from the formal take-over bid requirements – Filer Group propose to make normal course purchases of subordinate voting shares of the issuer – Filer converted a block of the issuer's multiple voting shares into an equal number of subordinate voting shares and immediately disposed of such shares in secondary offering within previous 12-month period – Filer cannot rely on the normal course purchase exemption set out in section 4.1 of NI 62-104 – Filer seeking flexibility for Filer Group to purchase additional subordinate voting shares in the market and to provide liquidity – Filer Group granted relief to acquire subordinate voting shares in the normal course provided that such purchases satisfy the requirements of section 4.1 of NI 62-104, except that, for the purpose of calculating the 5% purchase limit, the subordinate voting shares of the issuer acquired by the Filer Group in connection with the prior conversion will be excluded – Issuer advised of and supports the application.

August 16, 2019

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
BRENT (BC) PARTICIPATION S.À R.L.
(the Filer)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for an exemption (the **Exemption Sought**) pursuant to section 6.1 of National Instrument 62-104 *Take-Over Bids and Issuer Bids* (**NI 62-104**) from the requirements applicable to take-over bids in Part 2 of NI 62-104 in respect of certain normal course market purchases of SVS of the Issuer by members of the Filer Group (each such term as defined herein).

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 section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in each of the provinces and territories of Canada, other than Ontario.

Interpretation

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

Representations

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

The Issuer

1. Canada Goose Holdings Inc. (the **Issuer**) is a corporation incorporated under the *Business Corporations Act* (British Columbia).

2. The Issuer's head office is located at 250 Bowie Avenue, Toronto, Ontario.

3. The Issuer is a reporting issuer in each of the provinces and territories of Canada and is not in default of the securities legislation in any of these jurisdictions.

4. The Issuer's authorized share capital consists of: (i) an unlimited number of subordinate voting shares (**SVS**), (ii) an unlimited number of multiple voting shares (**MVS** and together with the SVS, the **Shares**), and (iii) an unlimited number of preferred shares, issuable in series. All of the outstanding MVS are held by the Filer and DTR LLC (**DTR**), DTR (CG) II Limited Partnership and DTR (CG) Limited Partnership, each of which are indirectly controlled by the Issuer's Chairman and Chief Executive Officer.

5. Holders of MVS are entitled to 10 votes per MVS and holders of SVS are entitled to one vote per SVS on all matters upon which holders of shares in the capital of the Issuer are entitled to vote. The SVS are not convertible into any other class of shares. Each outstanding MVS may at any time, at the option of the holder, be converted into one SVS.

6. Pursuant to the Issuer's articles, on the first date that any MVS is held by a person other than certain Permitted Holders (as defined below), the Permitted Holder which held such MVS until such date, without any further action, is automatically deemed to have exercised its rights to convert such MVS into SVS. The "Permitted Holders" of MVS are comprised of two groups of persons, namely (i) the "Bain Group Permitted Holders", which include the Filer, any of the Filer's affiliates (which for the purposes of this definition, in respect of any specified person, includes any person which directly or indirectly through one or more intermediaries controls, is controlled by or is under common control with the specified person) and entities controlled, directly or indirectly, or managed by Bain Capital L.P. or any affiliates of Bain Capital L.P.(the **Filer Group**), and (ii) the "Reiss Group Permitted Holders", which include Dani Reiss, the Issuer's Chairman and Chief Executive Officer, certain members of his immediate family and any person controlled, directly or indirectly by one or more of the foregoing persons (the **Reiss Group**).

7. As of July 26, 2019, 58,502,884 SVS, 51,004,076 MVS and no preferred shares were issued and outstanding. The SVS represent approximately 10.29% of the aggregate voting rights attached to all of the Issuer's outstanding Shares and the MVS represent approximately 89.71% of the aggregate voting rights attached to all of the Issuer's outstanding Shares.

8. The SVS are listed on both the Toronto Stock Exchange (the **TSX**) and the New York Stock Exchange (the **NYSE**) under the symbol "GOOS". The MVS are not listed on any exchange or marketplace.

The Filer

9. The Filer is a limited liability company (Société à responsabilité limitée) incorporated in the Grand Duchy of Luxembourg. The Filer's registered office is located at 4, rue Lou Hemmer, Luxembourg L-1748.

10. The Filer is an investment fund advised by Bain Capital L.P. and its affiliates. Bain Capital L.P. is a private, multi-asset alternative investment firm which invests across asset classes including private equity, credit, public equity and venture capital. The Filer is owned by Brent (BC) S.à r.l., which in turn is owned by Bain Capital Integral Investors 2008, L.P. Bain Capital Investors (LLC) is the general partner of Bain Capital Integral Investors 2008, L.P.

11. In connection with the Issuer's initial public offering (the **IPO**) in March 2017, the Issuer undertook certain pre-closing capital changes (the **Pre-Closing Capital Changes**). As a result of the Pre-Closing Capital Changes, the Filer exchanged existing equity interests for an aggregate of 70,000,000 MVS. Following the Pre-Closing Capital Changes and in connection with the IPO, the Filer converted an aggregate of 9,584,292 MVS into SVS, of which (i) 2,358,238 MVS were converted into SVS on March 15, 2017 and immediately gifted to certain registered charities as charitable donations (which charities subsequently elected to sell such SVS in the IPO) and (ii) 7,226,054 MVS were converted into SVS on March 21, 2017 and immediately sold to the underwriters of the IPO.

12. Since the IPO, the Filer has converted MVS into SVS, and immediately disposed of such SVS in the context of public secondary offerings as follows:

    (a) in June of 2017, the Filer converted an aggregate of 10,551,966 MVS into SVS, of which (x) 2,100,754 MVS were converted into SVS on June 27, 2017 and immediately gifted to certain registered charities as charitable donations (which charities subsequently elected to sell such SVS in the secondary offering described below) and (y) 8,451,212 MVS were converted into SVS on July 5, 2017 and immediately sold by the Filer to certain underwriters under a secondary offering of SVS conducted pursuant to (i) a Canadian supplemented short form PREP prospectus dated June 27, 2017 and (ii) a prospectus dated June 27, 2017 contained in a registration statement on Form F-1 filed in the United States;

    (b) in June of 2018, the Filer converted an aggregate of 8,400,000 MVS into SVS, of which (x) 1,112,164 MVS were converted into SVS on June 20, 2018 and immediately gifted to certain registered charities as charitable donations (which charities subsequently elected to sell such SVS in the secondary offering described below) and (y) 7,287,836 MVS were converted into SVS on June 26, 2018 and immediately sold by the Filer to certain underwriters under a secondary offering of SVS conducted pursuant to (i) a Canadian prospectus supplement dated June 20, 2018, supplementing a short form base shelf prospectus dated April 17, 2018 and (ii) a prospectus supplement dated June 20, 2018, supplementing a prospectus dated June 20, 2018 contained in a registration statement on Form F-3 filed in the United States; and

    (c) in November 2018, the Filer converted an aggregate of 8,490,000 MVS into SVS (the **November 2018 Bain MVS**

Conversion), of which (x) 1,087,500 MVS were converted into SVS on November 26, 2018 and immediately gifted to certain registered charities as charitable donations (which charities subsequently elected to sell such SVS in the secondary offering described below), and (y) 7,402,500 MVS were converted into SVS on November 29, 2018 and immediately sold by the Filer to certain underwriters under a secondary offering of SVS conducted pursuant to (i) a Canadian prospectus supplement dated November 26, 2018, supplementing an amended and restated short form base shelf prospectus dated November 21, 2018 and (ii) a prospectus supplement dated November 28, 2018, supplementing a prospectus dated June 20, 2018 contained in a registration statement on Form F-3 filed in the United States, under a secondary offering of SVS (the **November 2018 Secondary Offering**).

13. As of August 1, 2019, the Filer does not own any SVS and has beneficial ownership of and control over 30,873,742 MVS (the **Filer MVS**). As of July 26, 2019, the Filer MVS represent approximately 60.53% of the outstanding MVS, approximately 54.30% of the votes attaching to all of the Issuer's outstanding Shares, and approximately 28.19% of all of the Issuer's outstanding Shares. Other than MVS owned by the Filer, no member of the Filer Group currently owns, or controls or directs, Shares.

14. No member of the Filer Group has purchased any SVS of the Issuer in the last twelve months in reliance on the exemption from the formal bid requirements in section 4.1 of NI 62-104 that permits the purchase in any twelve-month period of not more than 5% of the SVS outstanding at the beginning of such twelve-month period (the **Normal Course Purchase Exemption**).

15. The Filer is not in default of the securities legislation in the jurisdictions in which the Issuer is a reporting issuer.

The Reiss Group

16. As of the date hereof, entities comprising the Reiss Group have stock options exercisable into 368,879 SVS and have beneficial ownership of and control over 20,130,334 MVS in the aggregate (the **Reiss Group MVS**). As of July 26, 2019, the Reiss Group MVS represent approximately 39.47% of the outstanding MVS, approximately 35.41% of the votes attaching to all of the Issuer's outstanding Shares, and approximately 18.38% of all of the Issuer's outstanding Shares.

17. In November 2018, DTR converted an aggregate of 1,500,000 MVS into SVS (the **November 2018 Reiss MVS Conversion**) and such SVS were immediately sold by DTR to certain underwriters under the November 2018 Secondary Offering.

Potential Normal Course Purchases

18. The Filer Group contemplates purchasing SVS on the TSX, the NYSE or otherwise in accordance with the parameters of the Normal Course Purchase Exemption from time to time, as it considers appropriate, subject to market conditions. Any such purchase (a **Normal Course Purchase**), when aggregated with the other acquisitions of SVS by the Filer Group or any person acting jointly or in concert with the Filer Group in the twelve-month period preceding the purchase, other than (i) the acquisition of SVS by the Filer pursuant to the November 2018 Bain MVS Conversion, and (ii) to the extent the Filer Group is acting jointly or in concert with the Reiss Group at the time of any such Normal Course Purchase, the SVS acquired by DTR in the November 2018 Reiss MVS Conversion, would not exceed 5% of the SVS outstanding at the commencement of such twelve-month period.

19. The Filer Group currently intends to make any Normal Course Purchase of SVS for investment purposes based on prevailing market conditions and to provide additional liquidity in the market.

20. No member of the Filer Group has any present intention of making a bid for all of the SVS, proposing a going private transaction in respect of the Issuer or otherwise acquiring all of the issued and outstanding SVS by way of a plan of arrangement or other similar voting transaction.

21. Since the Filer exercises control or direction over more than 20% of the outstanding SVS (as determined in accordance with NI 62-104, which assumes conversion of the MVS), any offer to acquire SVS by members of the Filer Group would constitute a take-over bid under NI 62-104 requiring either a formal bid or compliance with an exemption from the formal bid requirements thereunder.

22. Since the Filer acquired SVS in excess of 5% of the outstanding SVS in the November 2018 Bain MVS Conversion, members of the Filer Group cannot rely upon the Normal Course Purchase Exemption.

23. Members of the Filer Group are prohibited from purchasing any Shares at any time when it has knowledge of any material fact or material change about the Issuer that has not been generally disclosed.

24. The Filer has advised the Issuer that it has submitted an application to the OSC for the

Exemption Sought. Management of the Issuer supports the Exemption Sought on the basis that Normal Course Purchases of the SVS will provide additional liquidity in the market.

25. DTR has applied to the OSC for relief similar to the Exemption Sought in connection with Normal Course Purchases by the Reiss Group.

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 provided that any Normal Course Purchase by members of the Filer Group complies with the Normal Course Purchase Exemption, except that, for the purpose of determining the number of SVS acquired by any such member of the Filer Group within the twelve-month period preceding the date of any such Normal Course Purchase, the SVS acquired (i) in the November 2018 Bain MVS Conversion; and (ii) to the extent the Filer Group is acting jointly or in concert with the Reiss Group at the time of any such Normal Course Purchase, the SVS acquired by DTR in the November 2018 Reiss MVS Conversion, shall be excluded in the calculation of acquisitions of SVS otherwise made by members of the Filer Group within the previous twelve-month period.

"Naizam Kanji"
Director, Office of Mergers & Acquisitions
Ontario Securities Commission

2.1.2 DTR LLC

Headnote

Section 6.1 of NI 62-104 – Exemption from the formal take-over bid requirements – Filer Group propose to make normal course purchases of subordinate voting shares of the issuer – Filer converted a block of the issuer's multiple voting shares into an equal number of subordinate voting shares and immediately disposed of such shares in secondary offering within previous 12-month period – Filer cannot rely on the normal course purchase exemption set out in section 4.1 of NI 62-104 – Filer seeking flexibility for Filer Group to purchase additional subordinate voting shares in the market and to provide liquidity – Filer Group granted relief to acquire subordinate voting shares in the normal course provided that such purchases satisfy the requirements of section 4.1 of NI 62-104, except that, for the purpose of calculating the 5% purchase limit, the subordinate voting shares of the issuer acquired by the Filer Group in connection with the prior conversion will be excluded – Issuer advised of and supports the application.

August 16, 2019

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
DTR LLC
(the Filer)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for an exemption (the **Exemption Sought**) pursuant to section 6.1 of National Instrument 62-104 *Take-Over Bids and Issuer Bids* (**NI 62-104**) from the requirements applicable to take-over bids in Part 2 of NI 62-104 in respect of certain normal course market purchases of SVS of the Issuer by members of the Filer Group (each such term as defined herein).

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 section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in each of the provinces and territories of Canada, other than Ontario.

Interpretation

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

Representations

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

The Issuer

1. Canada Goose Holdings Inc. (the **Issuer**) is a corporation incorporated under the *Business Corporations Act* (British Columbia).

2. The Issuer's head office is located at 250 Bowie Avenue, Toronto, Ontario.

3. The Issuer is a reporting issuer in each of the provinces and territories of Canada and is not in default of the securities legislation in any of these jurisdictions.

4. The Issuer's authorized share capital consists of: (i) an unlimited number of subordinate voting shares (**SVS**), (ii) an unlimited number of multiple voting shares (**MVS** and together with the SVS, the **Shares**), and (iii) an unlimited number of preferred shares, issuable in series. All of the outstanding MVS are held by Brent (BC) Participation S.à.r.l. (**Brent**), an entity managed by Bain Capital, and the Filer, DTR (CG) II Limited Partnership and DTR (CG) Limited Partnership, each of which are indirectly controlled by the Issuer's Chairman and Chief Executive Officer.

5. Holders of MVS are entitled to 10 votes per MVS and holders of SVS are entitled to one vote per SVS on all matters upon which holders of shares in the capital of the Issuer are entitled to vote. The SVS are not convertible into any other class of shares. Each outstanding MVS may at any time, at the option of the holder, be converted into one SVS.

6. Pursuant to the Issuer's articles, on the first date that any MVS is held by a person other than certain Permitted Holders (as defined below), the Permitted Holder which held such MVS until such date, without any further action, is automatically deemed to have exercised its rights to convert such MVS into SVS. The "Permitted Holders" of MVS are comprised of two groups of persons, namely (i) the "Bain Group Permitted Holders", which include Brent, any of Brent's affiliates (which for the purposes of this definition, in respect of any specified person, includes any person which directly or indirectly through one or more intermediaries controls, is controlled by or is under common control with the specified person) and entities controlled, directly or indirectly, or managed by Bain Capital L.P. or any affiliates of Bain Capital L.P. (the **Bain Group**), and (ii) the "Reiss Group Permitted Holders", which include Dani Reiss, the Issuer's Chairman and Chief Executive Officer, certain members of his immediate family and any person controlled, directly or indirectly by one or more of the foregoing persons, which for greater certainty includes the Filer (the **Filer Group**).

7. As of July 26, 2019, 58,502,884 SVS, 51,004,076 MVS and no preferred shares were issued and outstanding. The SVS represent approximately 10.29% of the aggregate voting rights attached to all of the Issuer's outstanding Shares and the MVS represent approximately 89.71% of the aggregate voting rights attached to all of the Issuer's outstanding Shares.

8. The SVS are listed on both the Toronto Stock Exchange (the **TSX**) and the New York Stock Exchange (the **NYSE**) under the symbol "GOOS". The MVS are not listed on any exchange or marketplace.

The Filer

9. The Filer is a limited liability company continued in the State of Delaware. The Filer's registered office is 2711 Centreville Road, Suite 400, Wilmington, New Castle, Delaware, 19808.

10. The Filer is owned by Black Feather Holdings Incorporated which in turn is owned by Down The Road Enterprises Incorporated which in turn is owned by Dani Reiss, the Chairman and Chief Executive Officer of the Issuer.

11. In connection with the Issuer's initial public offering (the **IPO**) in March 2017, the Issuer undertook certain pre-closing capital changes (the **Pre-Closing Capital Changes**). As a result of the Pre-Closing Capital Changes, the Filer, DTR (CG) II Limited Partnership and DTR (CG) Limited Partnership exchanged existing equity interests for an aggregate of 30,000,000 MVS. Following the Pre-Closing Capital Changes and in connection with the IPO, the Filer converted an aggregate of 5,007,554 MVS into SVS and immediately sold them to the underwriters of the IPO.

12. Since the IPO, the Filer has converted MVS into SVS, and immediately disposed of such SVS in the context of public secondary offerings as follows:

    (a) in June of 2017, the Filer converted an aggregate of 1,862,112 MVS into SVS and immediately sold them to certain

underwriters under a secondary offering of SVS conducted pursuant to (i) a Canadian supplemented short form PREP prospectus dated June 27, 2017 and (ii) a prospectus dated June 27, 2017 contained in a registration statement on Form F-1 filed in the United States;

(b) in June of 2018, the Filer converted an aggregate 1,500,000 MVS into SVS and immediately sold them to certain underwriters under a secondary offering of SVS conducted pursuant to (i) a Canadian prospectus supplement dated June 20, 2018, supplementing a short form base shelf prospectus dated April 17, 2018 and (ii) a prospectus supplement dated June 20, 2018, supplementing a prospectus dated June 20, 2018 contained in a registration statement on Form F-3 filed in the United States; and

(c) in November 2018, the Filer converted an aggregate of 1,500,000 MVS into SVS (the **November 2018 Reiss MVS Conversion**) and immediately sold them to certain underwriters under a secondary offering of SVS conducted pursuant to (i) a Canadian prospectus supplement dated November 26, 2018, supplementing an amended and restated short form base shelf prospectus dated November 21, 2018 and (ii) a prospectus supplement dated November 28, 2018, supplementing a prospectus dated June 20, 2018 contained in a registration statement on Form F-3 filed in the United States, under a secondary offering of SVS (the **November 2018 Secondary Offering**).

13. As of the date hereof, entities comprising the Filer Group have stock options exercisable into 368,879 SVS and have beneficial ownership of and control over 20,130,334 MVS in the aggregate (the **Filer Group MVS**). As of July 26, 2019, the Filer Group MVS represent approximately 39.47% of the outstanding MVS, approximately 35.41% of the votes attaching to all of the Issuer's outstanding Shares, and approximately 18.38% of all of the Issuer's outstanding Shares.

14. No member of the Filer Group has purchased any SVS of the Issuer in the last twelve months in reliance on the exemption from the formal bid requirements in section 4.1 of NI 62-104 that permits the purchase in any twelve-month period of not more than 5% of the SVS outstanding at the beginning of such twelve-month period (the **Normal Course Purchase Exemption**).

15. The Filer is not in default of the securities legislation in the jurisdictions in which the Issuer is a reporting issuer.

The Bain Group

16. As of August 1, 2019, Brent does not own any SVS and has beneficial ownership of and control over 30,873,742 MVS (the **Brent MVS**). As of July 26, 2019, the Brent MVS represent approximately 60.53% of the outstanding MVS, approximately 54.30% of the votes attaching to all of the Issuer's outstanding Shares, and approximately 28.19% of all of the Issuer's outstanding Shares. Other than MVS owned by Brent, no member of the Bain Group currently owns, or controls or directs, Shares.

17. In November 2018, Brent converted an aggregate of 8,490,000 MVS into SVS (the **November 2018 Bain MVS Conversion**), of which (x) 1,087,500 MVS were converted into SVS on November 26, 2018 and immediately gifted to certain registered charities as charitable donations (which charities subsequently elected to sell such SVS in the November 2018 Secondary Offering), and (y) 7,402,500 MVS were converted into SVS on November 29, 2018 and immediately sold by Brent to certain underwriters under the November 2018 Secondary Offering.

Potential Normal Course Purchases

18. The Filer Group contemplates purchasing SVS on the TSX, the NYSE or otherwise in accordance with the parameters of the Normal Course Purchase Exemption from time to time, as it considers appropriate, subject to market conditions. Any such purchase (a **Normal Course Purchase**), when aggregated with the other acquisitions of SVS by the Filer Group or any person acting jointly or in concert with the Filer Group in the twelve-month period preceding the purchase, other than (i) the acquisition of SVS by the Filer pursuant to the November 2018 Reiss MVS Conversion, and (ii) to the extent the Filer Group is acting jointly or in concert with the Bain Group at the time of any such Normal Course Purchase, the SVS acquired by Brent in the November 2018 Bain MVS Conversion, would not exceed 5% of the SVS outstanding at the commencement of such twelve-month period.

19. The Filer Group currently intends to make any Normal Course Purchase of SVS for investment purposes based on prevailing market conditions and to provide additional liquidity in the market.

20. No member of the Filer Group has any present intention of making a bid for all of the SVS, proposing a going private transaction in respect of the Issuer or otherwise acquiring all of the issued and outstanding SVS by way of a plan of arrangement or other similar voting transaction.

21. Since the Filer exercises control or direction over more than 20% of the outstanding SVS (as determined in accordance with NI 62-104, which assumes conversion of the MVS), any offer to acquire SVS by members of the Filer Group would constitute a take-over bid under NI 62-104 requiring either a formal bid or compliance with an exemption from the formal bid requirements thereunder.

22. Since the Filer acquired SVS in the November 2018 Reiss MVS Conversion, the number of SVS that members of the Filer Group can acquire in reliance upon the Normal Course Purchase Exemption is less than the number that would otherwise be permitted.

23. Members of the Filer Group are prohibited from purchasing any Shares at any time when it has knowledge of any material fact or material change about the Issuer that has not been generally disclosed.

24. The Filer has advised the Issuer that it has submitted an application to the OSC for the Exemption Sought. Management of the Issuer supports the Exemption Sought on the basis that Normal Course Purchases of the SVS will provide additional liquidity in the market.

25. Brent has applied to the OSC for relief similar to the Exemption Sought in connection with Normal Course Purchases by the Bain Group.

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 provided that any Normal Course Purchase by members of the Filer Group complies with the Normal Course Purchase Exemption, except that, for the purpose of determining the number of SVS acquired by any such member of the Filer Group within the twelve-month period preceding the date of any such Normal Course Purchase, the SVS acquired (i) in the November 2018 Reiss MVS Conversion; and (ii) to the extent the Filer Group is acting jointly or in concert with the Bain Group at the time of any such Normal Course Purchase, the SVS acquired by Brent in the November 2018 Bain MVS Conversion, shall be excluded in the calculation of acquisitions of SVS otherwise made by members of the Filer Group within the previous twelve-month period.

"Naizam Kanji"
Director, Office of Mergers & Acquisitions
Ontario Securities Commission

2.1.3 Sun Life Global Investments (Canada) Inc.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted from the requirement in section 6.1 of NI 81-102 that all portfolio assets of an investment fund must be held under the custodianship of one custodian – Relief needed because plain reading of exemption in section 6.8.1 of NI 81-102 from the requirement in section 6.1 of NI 81-102 results in unintended consequences – Relief permits mutual funds and alternative mutual funds to deposit portfolio assets with a borrowing agent as security in connection with a short sale of securities, if the aggregate market value of the portfolio assets held by the borrowing agent after such deposit, excluding the aggregate market value of the proceeds from outstanding short sales of securities held by the borrowing agent does not: (a) in the case of a mutual fund, other than an alternative mutual fund, exceed 10% of the net asset value of the mutual fund at the time of deposit; and (b) in the case of an alternative mutual fund, exceed 25% of the net asset value of the alternative mutual fund at the time of deposit.

Applicable Legislative Provisions

National Instrument 81-102 Investment Funds, ss. 6.1, 6.8.1, and 19.1.

February 5, 2020

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
SUN LIFE GLOBAL INVESTMENTS (CANADA) INC.
(the Filer)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer on behalf of Sun Life Opportunistic Fixed Income Fund (**OFI Fund**), any alternative mutual fund established in the future and managed by the Filer or an affiliate of the Filer (together with OFI Fund, the **Alternative Mutual Funds**) and any current or future mutual fund, other than an Alternative Mutual Fund, managed by the Filer or an affiliate of the Filer (each, a **Mutual Fund** and, together with the Alternative Mutual Funds, the **Funds**) for a decision under the securities legislation of the principal regulator (the

Legislation) exempting the Funds from the requirement set out in subsection 6.1(1) of National Instrument 81-102 *Investment Funds* (**NI 81-102**) that provides that, except as provided in section 6.8, 6.8.1 and 6.9 of NI 81-102, all portfolio assets of an investment fund must be held under the custodianship of one custodian that satisfies the requirements of section 6.2, in order to permit a Fund to deposit portfolio assets with a borrowing agent that is not the Fund's custodian or sub-custodian in connection with a short sale of securities, if the aggregate market value of the portfolio assets held by the borrowing agent after such deposit, excluding the aggregate market value of the proceeds from outstanding short sales of securities held by the borrowing agent, does not:

(a) in the case of each Mutual Fund, exceed 10% of the net asset value (**NAV**) of the Mutual Fund at the time of deposit; and

(b) in the case of each Alternative Mutual Fund, exceed 25% of the NAV of the Alternative Mutual Fund at the time of deposit,

(the **Exemption Sought**).

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

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

(b) the Filer has provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in all of the provinces and territories of Canada other than the Jurisdiction (together with the Jurisdiction, the **Jurisdictions**).

Interpretation

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

Prime Broker means any entity that acts as, among other things, a borrowing agent to one or more investments funds.

Representations

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

1. The Filer is a corporation governed by the laws of Canada with its head office located in Toronto, Ontario.

2. The Filer is registered as: (i) an investment fund manager in Ontario, Québec and Newfoundland and Labrador; (ii) a commodity trading manager in Ontario; (iii) a portfolio manager in Ontario; and (iv) a mutual fund dealer in each of the Jurisdictions.

3. The Filer or an affiliate of the Filer is, or will be, the investment fund manager of each of the Funds.

4. OFI Fund is a reporting issuer in each Jurisdiction. Between May 11, 2016 and May 24, 2019, OFI Fund was a commodity pool that distributed its series A, series F, series I and series O units to the public under a long form prospectus in each Jurisdiction. On May 24, 2019, the Filer filed a simplified prospectus, annual information form and fund facts with respect to the series A, series F, series I and series O units of OFI Fund. OFI Fund is subject to the requirements of NI 81-102 that relate to alternative mutual funds and to the requirements of National Instrument 81-106 *Investment Fund Continuous Disclosure* that apply to investment funds that are reporting issuers.

5. Each Fund is, or will be, a reporting issuer in one or more Jurisdictions and distributes, or will distribute, its units to the public pursuant to disclosure documents prepared and filed in accordance with National Instrument 81-101 *Mutual Fund Prospectus Disclosure* or National Instrument 41-101 *General Prospectus Requirements.*

6. None of the Filer, OFI Fund, or an existing Fund is in default of securities legislation in any Jurisdiction.

7. In connection with, among other things, the short sale of securities that the Funds will or may engage in, each Fund is permitted to grant a security interest in favour of, and deposit pledged portfolio assets with, the entity that acts as, among other things, a Prime Broker to it, whether the Fund is an Alternative Mutual Fund or a Mutual Fund.

8. Effective as of January 3, 2019, NI 81-102 was amended to include alternative mutual funds. The ability of alternative mutual funds to borrow cash and to sell short securities more extensively than other investment funds governed by NI 81-102 has led to the increased involvement of Prime Brokers in the operations of these alternative mutual funds. While the prime brokerage model works well in the exempt investment fund space, the prime brokerage community and investment fund managers are experiencing greater difficulties in applying that model to alternative mutual funds and other investment funds under NI 81-102.

9. Under section 6.8.1 of NI 81-102, if a Mutual Fund engages as its Prime Broker an entity that is not its custodian or sub-custodian, then it may only deliver to its Prime Broker portfolio assets having a market value, in the aggregate, of not more than 10% of the NAV of the Mutual Fund at the time of deposit. If an Alternative Mutual Fund engages as its Prime Broker an entity that is not its custodian or sub-custodian, then it may only deliver to its

Prime Broker portfolio assets having a market value, in the aggregate, of not more than 25% of the NAV of the Alternative Mutual Fund at the time of deposit.

10. A Prime Broker may not wish to act as borrowing agent for a Mutual Fund that wants to sell short securities having an aggregate market value of up to 20% of the Mutual Fund's NAV if the Prime Broker is only permitted to hold as security for such transactions portfolio assets, including the proceeds from the short sale, having an aggregate market value that is not in excess of 10% of the NAV of the Mutual Fund.

11. The issue is even greater in the context of an Alternative Mutual Fund, as a Prime Broker will not want to act as borrowing agent for an Alternative Mutual Fund that wants to sell short securities having an aggregate market value of up to 50% of the Alternative Mutual Fund's NAV if the Prime Broker is only permitted to hold as security for such transactions portfolio assets, including the proceeds from the short sale, having an aggregate market value that is not in excess of 25% of the NAV of the Alternative Mutual Fund.

12. The prime brokerage operational and pricing models in the context of short selling are premised on the ability of the Prime Broker to retain, as collateral for the obligations of the applicable Fund, the proceeds from the short sales, whether such proceeds are cash or are used by the Fund to purchase other portfolio assets. These models are also based on the ability of the Prime Broker to hold additional assets of the Fund as collateral for those obligations.

13. Many Prime Brokers are not appointed as custodians or sub-custodians under NI 81-102, as it can be operationally challenging to appoint them to act in that capacity.

14. Given the collateral requirements that Prime Brokers impose on their customers that engage in the short sale of securities, if the 10% and 25% of NAV limitations set out in section 6.8.1 of NI 81-102 apply, then the Funds will need to retain two or more Prime Brokers in order to sell short securities to the extent permitted under section 2.6.1 of NI 81-102. This will result in inefficiencies for the Funds, increase their costs of operations, reduce returns and negatively impact investors.

15. While the collateral limits for the short sale of securities is currently topical in the context of alternative mutual funds, the Filer submits that there is no policy reason to differentiate between Alternative Mutual Funds and Mutual Funds to the extent that Mutual Funds also engage in the short selling of securities.

16. The Filer submits that it is not prejudicial to the public interest to grant the Exemption Sought.

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 provided that the Funds otherwise comply with subsections 6.8.1(2) and (3) of NI 81-102.

"Darren McKall"
Investment Funds and Structured Products
Ontario Securities Commission

2.1.4 Organigram Holdings Inc. et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Application for exemptive relief to permit issuer and underwriters, acting as agents for the issuer, to enter into an equity distribution agreement to make at the market (ATM) distributions of common shares over the facilities of the TSX, the NASDAQ or other marketplace upon which the common shares of the issuer are listed – ATM distributions to be made pursuant to shelf prospectus procedures in Part 9 of NI 44-102 Shelf Distributions – Issuer will issue a news release announcing the equity distribution agreement and file the agreement on SEDAR – Application for relief from prospectus delivery requirement – Delivery of prospectus not practicable in circumstances of an ATM distribution – Relief from prospectus delivery requirement has effect of removing two-day right of withdrawal and remedies of rescission or damages for non-delivery of the prospectus – Application for relief from certain prospectus form requirements – Relief granted to permit modified forward-looking certificate language – Relief granted on terms and conditions set out in decision document – Decision will terminate 25 months after the issuance of a receipt for the shelf prospectus – Decision and application also held in confidence by decision makers until the earlier of the date the issuer announces an ATM distribution, enters into an equity distribution agreement, waives confidentiality, or 60 days from the date of the decision.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 71(1), 140 and 147.
National Instrument 44-101 Short Form Prospectus Distributions, 8.1 and Item 20 of Form 44-101F1.
National Instrument 44-102 Shelf Distributions, s. 6.7, Part 9, s. 11.1 and ss. 2.1, 2.2 and 2.4 of Appendix A.
National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions.

November 22, 2019

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
NEW BRUNSWICK AND ONTARIO
(THE "JURISDICTIONS")

AND

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

AND

IN THE MATTER OF
ORGANIGRAM HOLDINGS INC.
(THE "ISSUER")

AND

IN THE MATTER OF
BMO NESBITT BURNS INC. (THE "CANADIAN AGENT") AND
BMO CAPITAL MARKETS CORP. (THE "U.S. AGENT", AND
TOGETHER WITH THE CANADIAN AGENT, THE "AGENTS", AND
TOGETHER WITH THE ISSUER, THE "FILERS")

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (the "**Decision Makers**"), have received an application (the "**Application**") from the Filers for a decision under the securities legislation of the Jurisdictions (the "**Legislation**") for the following relief (the "**Exemptions Sought**"):

(a) that the requirement that a dealer not acting as agent of the purchaser who receives an order or subscription for a security offered in a distribution to which the prospectus requirement applies send or deliver to the purchaser the latest prospectus (including the applicable prospectus supplement(s) in the case of a base shelf prospectus) and any amendment to the prospectus (the "**Prospectus Delivery Requirement**") does not apply to the Agents or any other TSX participating organization or other marketplace participant acting as selling

agent for the Agents (each, a "**Selling Agent**") in connection with any at-the-market distribution (each, an "**ATM Distribution**" and collectively, the "**ATM Offering**"), as defined in National Instrument 44-102 - *Shelf Distributions* ("**NI 44-102**") of common shares ("**Common Shares**") of the Issuer pursuant to one or more equity distribution agreements (each, an "**Equity Distribution Agreement**") to be entered into between the Issuer and the Agents; and

(b) that the requirements to include in a base shelf prospectus or prospectus supplement or an amendment thereto:

(i) a forward-looking issuer certificate of the Issuer in the form specified in section 2.1 or section 2.4, as applicable, of Appendix A to NI 44-102;

(ii) a forward-looking underwriter certificate in the form specified by section 2.2 or section 2.4, as applicable, of Appendix A to NI 44-102; and

(iii) a statement respecting purchasers' statutory rights of withdrawal and remedies of rescission or damages in substantially the form prescribed in Item 20 of Form 44-101F1 - *Short Form Prospectus*;

(collectively, the "**Prospectus Form Requirements**") do not apply to the Shelf Prospectus (as defined below), the Prospectus Supplement (as defined below) or an amendment thereto provided that the Issuer includes in the Prospectus Supplement or an amendment thereto the form of issuer certificate and form of agent certificate and include in the Prospectus Supplement or an amendment thereto the revised description of a purchaser's statutory rights of withdrawal and remedies for rescission or damages described below, in each case (other than with respect to the underwriter certificate) superseding and replacing the corresponding language in the Shelf Prospectus solely with regards to the ATM Offering.

The Decision Makers have also received a request from the Filers for a decision that the Application and this decision (together, the "**Confidential Material**") be kept confidential and not be made public until the earliest of: (a) the first date on which the Filers publicly announce an ATM Distribution, (b) the first date on which the Filers enter into an Equity Distribution Agreement; (c) the date the Filers advise the Decision Makers that there is no longer any need for the Confidential Material to remain confidential; and (d) the date that is 90 days after the date of this decision (the "**Confidentiality Relief**").

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

(a) the Financial and Consumer Services Commission (New Brunswick) is the principal regulator for this Application based on the "most significant connection" test articulated under section 3.6(6)(c) of National Policy 11-203 – *Process for Exemptive Relief Applications in Multiple Jurisdictions*;

(b) the Filers have provided notice that section 4.7(1) of Multilateral Instrument 11-102 – *Passport System* ("**MI 11-102**") is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, the Yukon, the Northwest Territories and Nunavut (together with the Jurisdictions, the "**Reporting Jurisdictions**"); and

(c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in National Instrument 14-101 - *Definitions*, National Instrument 13-101 - *System for Electronic Document Analysis and Retrieval* ("**SEDAR**"), in MI 11-102 or in NI 44-102 have the same meaning if used in this decision, unless otherwise defined herein. All dollar figures in this decision refer to Canadian dollars.

Representations

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

The Issuer

1. The Issuer is a corporation incorporated under the *Business Corporations Act* (British Columbia) on July 5, 2010 and continued under the *Canada Business Corporations Act* on April 6, 2016.

2. The Issuer's wholly-owned subsidiary, Organigram Inc., is a licensed producer of cannabis and cannabis derived products under the *Cannabis Act* (Canada) and the *Cannabis Regulations* (Canada) and regulated by Health Canada.

3. The Issuer's head and registered offices are located at 35 English Drive, Moncton, New Brunswick, E1E 3X3.

4. The Issuer is a reporting issuer in each of the Reporting Jurisdictions other than the territories and, to its knowledge, is not in default of the requirements of securities legislation applicable therein. The Issuer will become a reporting issuer in the territories upon the issuance of a receipt of the Shelf Prospectus (as defined below).

5. The Common Shares are registered under Section 12(b) of the *U.S. Securities Exchange Act of 1934*, as amended (the "**U.S. Exchange Act**") and are listed on the Toronto Stock Exchange (the "**TSX**") and the Nasdaq Global Select Market ("**NASDAQ**") under the trading symbol "OGI".

6. The Filer is subject to reporting obligations under the U.S. Exchange Act and files its continuous disclosure documents with the Securities and Exchange Commission (the "**SEC**") in the U.S. as a "foreign private issuer" under SEC rules.

7. The Issuer filed a preliminary short form base shelf prospectus (**"Preliminary Shelf Prospectus**") in the Reporting Jurisdictions on November 5, 2019, to qualify the distribution from time to time of Common Shares, preferred shares, debt securities, subscription receipts and warrants, and units comprised of some or all of such securities, and a registration statement and base shelf prospectus (the "**Registration Statement**") under the U.S. Securities Act of 1933, as amended, on Form F-10 with the SEC under the multi-jurisdictional disclosure system on November 6, 2019, providing for the distribution or registration, as applicable, from time to time of Common Shares having an aggregate offering price of up to $175,000,000.

8. The Financial and Consumer Services Commission (New Brunswick) issued a receipt for the Preliminary Shelf Prospectus on November 6, 2019, which also evidenced the issuance of a receipt by Ontario Securities Commission, and which receipt was deemed pursuant to MI 11-102 to have been issued by the securities regulatory authority of each of the other Reporting Jurisdictions.

The Agents

9. The Canadian Agent is a corporation incorporated under the laws of Canada with its head office in Toronto, Ontario.

10. The Canadian Agent is registered as an investment dealer under the securities legislation of each of the Reporting Jurisdictions, is a member of the Investment Industry Regulatory Organization of Canada, and is a participating organization of the TSX.

11. The U.S. Agent is a corporation incorporated under the laws of Delaware with its head office in New York, New York.

12. The U.S. Agent is a broker-dealer registered with the SEC under the U.S. Exchange Act.

13. Neither of the Agents is in default of the requirements of securities legislation applicable in any of the Reporting Jurisdictions.

Proposed ATM Distribution

14. Subject to mutual agreement on terms and conditions, the Filers expect to enter into one or more Equity Distribution Agreements providing for the sale of Common Shares by the Issuer through the Agents, as agents, pursuant to ATM Distributions under the base shelf prospectus procedures prescribed by Part 9 of NI 44-102.

15. Upon entering into an Equity Distribution Agreement, the Issuer will issue a news release to announce the Equity Distribution Agreement and will file a copy of the Equity Distribution Agreement on SEDAR. The news release will state that the related final base shelf prospectus ("**Shelf Prospectus**") and the Prospectus Supplement (defined below) have been filed on SEDAR and will specify where and how purchasers of Common Shares under the applicable ATM Offering may obtain copies. A copy of the news release will also be posted on the Issuer's website.

16. Prior to making any ATM Distribution, the Issuer will have filed (i) the Shelf Prospectus in the Reporting Jurisdictions, (ii) the Registration Statement with the SEC, and (iii) a prospectus supplement in the Reporting Jurisdictions and with the SEC, describing the terms of the applicable ATM Offering, including the terms of the Equity Distribution Agreement, and otherwise supplementing the disclosure in the Shelf Prospectus and Registration Statement (the "**Prospectus Supplement**", and together with the Shelf Prospectus, as supplemented or amended and including any documents incorporated by reference therein, the "**Prospectus**").

17. Under the proposed Equity Distribution Agreement, the Issuer may conduct one or more ATM Distributions subject to the 10% limitation set out in subsection 9.1(1) of NI 44-102.

18. The Issuer will not, during the period that the Shelf Prospectus is effective, distribute by way of one or more ATM Distributions a total market value of Common Shares that exceeds 10% of the aggregate market value of Common Shares, such aggregate market value calculated in accordance with section 9.2 of NI 44-102 and as at the last trading day of the month before the month in which the first ATM Distribution is made.

19. The Issuer will conduct ATM Distributions only through one or more of the Agents (as agent) directly or via a Selling Agent, and only through (i) the TSX, (ii) the NASDAQ, or (iii) another marketplace (as defined in National Instrument 21-101 *Marketplace Operation*) upon which such Common Shares are listed, quoted or otherwise traded (each a "**Marketplace**")

20. The Canadian Agent will act as the sole agent of the Issuer in connection with an ATM Distribution directly or through one or more Selling Agents on the TSX or any other Marketplace in Canada, and will be paid an agency fee or commission by the Issuer in connection with such sales. If sales are effected through a Selling Agent, the Selling Agent will be paid a seller's commission for effecting the trades on behalf of the Canadian Agent. The Canadian Agent will sign an agent's certificate in the Prospectus Supplement, and a purchaser's rights and remedies under applicable securities legislation against the Canadian Agent, as agent of an ATM Distribution through the TSX or any other Canadian Marketplace, will not be affected by a decision to effect the sale directly or through a Selling Agent.

21. The aggregate number of Common Shares sold on the TSX or any other Canadian Marketplace pursuant to an ATM Distribution on any trading day will not exceed 25% of the aggregate trading volume of such Common Shares on the TSX or any other Canadian Marketplace on that day.

22. Each Equity Distribution Agreement will provide that, at the time of each sale of Common Shares pursuant to an ATM Distribution, the Issuer will represent to the Agents that the Prospectus contains full, true and plain disclosure of all material facts relating to the Issuer and Common Shares being distributed. The Issuer would, therefore, be unable to proceed with sales pursuant to an ATM Distribution when it is in possession of undisclosed information that would constitute a material fact or a material change in respect of the Issuer or the Common Shares.

23. During the period after the date of the Prospectus Supplement and before the termination of any ATM Distribution, if the Issuer disseminates a news release disclosing information that, in the Issuer's determination, constitutes a "material fact" (as such term is defined in the Legislation), the Issuer will identify such news release as a "designated news release" for the purposes of the Prospectus. This designation will be made on the face page of the version of such news release filed on SEDAR (any such news release, a "**Designated News Release**"). The Prospectus Supplement will provide that any such Designated News Release will be deemed to be incorporated by reference into the Prospectus. A Designated News Release will not be used to update disclosure in the Prospectus by the Issuer in the event of a "material change" (as such term is defined in the Legislation of the Jurisdictions).

24. If, after the Issuer delivers a sell notice to the Agents directing the Agents to sell Common Shares on the Issuer's behalf pursuant to an Equity Distribution Agreement (a "**Sell Notice**"), the sale of Common Shares specified in the Sell Notice, taking into consideration undisclosed prior sales under previous ATM Distributions, would constitute a material fact or material change, the Filer will suspend sales under an Equity Distribution Agreement until either: (i) it has filed a Designated News Release or material change report, as applicable, or amended the Prospectus; or (ii) circumstances have changed such that the sales would no longer constitute a material fact or material change.

25. In determining whether the sale of the number of Common Shares specified in a Sell Notice would constitute a material fact or material change, the Issuer will take into account a number of factors, including, without limitation: (i) the parameters of the Sell Notice, including the number of Common Shares proposed to be sold and any price or timing restrictions that the Filer may impose with respect to the particular ATM Distribution; (ii) the percentage of the outstanding type of such Common Shares that the number of Common Shares proposed to be sold pursuant to the Sell Notice represents; (iii) sales under earlier Sell Notices; (iv) the trading volume and volatility of such Common Shares; (v) recent developments in the business, affairs and capital structure of the Issuer; and (vi) prevailing market conditions generally.

26. It is in the interest of both the Issuer and the Agents to minimize the market impact of sales under an ATM Distribution. Therefore, the Agents will closely monitor the market's reaction to trades made on any Marketplace under the ATM Distribution in order to evaluate the likely market impact of future trades. The Agents have experience and expertise in managing sell orders to limit downward pressure on trading prices. If the Agents have concerns as to whether a particular sell order placed by the Issuer may have a significant effect on the market price of the securities, the Agents will recommend against effecting the trade at that time.

Disclosure of ATM Distributions

27. The Issuer will disclose the number and average price of the Common Shares sold pursuant to an ATM Distribution under the Prospectus, as well as total gross proceeds, agent's commission and net proceeds, in its annual and interim financial statements and management discussion and analysis filed on SEDAR.

Prospectus Delivery Requirement

28. Pursuant to the Prospectus Delivery Requirement, a dealer effecting a trade of securities under a prospectus-based offering is required to deliver a copy of the prospectus (including the applicable prospectus supplement(s) in the case of a base shelf prospectus) to the purchaser within prescribed time limits.

29. The delivery of a prospectus is not practicable in the circumstances of an ATM Distribution, as neither the Agents nor a Selling Agent effecting the trade will know the purchaser's identity.

30. The Prospectus will be filed and readily available to all purchasers electronically via SEDAR. In addition, as stated above, the Issuer will issue a news release that specifies where and how copies of the Prospectus can be obtained.

31. The liability of an issuer or an underwriter (among others) for a misrepresentation in a prospectus pursuant to the civil liability provisions of the Legislation will not be affected by the grant of an exemption from the Prospectus Delivery Requirement, as purchasers of securities offered by a prospectus during the period of distribution have a right of action for damages or rescission if there is a misrepresentation in the prospectus, without regard as to whether the purchaser relied on the misrepresentation and whether the purchaser in fact received a copy of the prospectus.

Withdrawal Right and Right of Action for Non-Delivery

32. Pursuant to the Legislation, an agreement to purchase securities in respect of a distribution to which the prospectus requirement applies is not binding on the purchaser if a dealer receives, not later than the prescribed time after receipt by the purchaser of the latest prospectus or any amendment to the prospectus, a notice in writing that the purchaser does not intend to be bound by the agreement of purchase (the "**Withdrawal Right**").

33. Pursuant to the Legislation, a purchaser of securities to whom a prospectus was required to be sent or delivered in compliance with the Prospectus Delivery Requirements, but was not so sent or delivered, has a right of action for rescission or damages against the dealer who did not comply with the Prospectus Delivery Requirements (the "**Right of Action for Non-Delivery**").

34. Neither the Withdrawal Right nor the Right of Action for Non-Delivery is workable in the context of an ATM Distribution, because of the impracticability of delivering the Prospectus to a purchaser of Common Shares thereunder.

Prospectus Form Requirements

35. To reflect the fact that the ATM Offering is a continuous distribution, the Prospectus Supplement and any amendment thereto will include the following issuer certificate (with appropriate modifications in respect of the filing of an amendment prescribed by section 2.4 of Appendix A to NI 44-102), such issuer certificate to supersede and replace the issuer certificate in the Shelf Prospectus solely with regard to the ATM Offering:

> *This short form prospectus, as supplemented by the foregoing, together with the documents incorporated in this prospectus by reference as of the date of a particular distribution of securities offered by this prospectus, will, as of that date, constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of each of the provinces and territories of Canada.*

36. The Prospectus Supplement and any amendment thereto will include the following underwriter certificate (with appropriate modifications in respect of the filing of an amendment prescribed by section 2.4 of Appendix A to NI 44-102):

> *To the best of our knowledge, information and belief, the short form prospectus, as supplemented by the foregoing, together with the documents incorporated in the prospectus by reference as of the date of a particular distribution of securities offered by this prospectus, will, as of that date, constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus, as required by the securities legislation of each of the provinces and territories of Canada.*

37. A different statement of purchasers' rights than that required by the Legislation is necessary so that the Prospectus Supplement will accurately reflect the relief granted from the Prospectus Delivery Requirement. Accordingly, the Prospectus Supplement will state the following, with the date reference completed:

> *Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities and with remedies for rescission or, in some jurisdictions, revision of the price, or damages if the prospectus, prospectus supplements relating to securities purchased by a purchaser and any amendment are not delivered to the purchaser, provided that the remedies are exercised by the purchaser within the time limit prescribed by securities legislation. However, purchasers of securities under an at-the-market distribution by the Issuer will not have the right to withdraw from an agreement to purchase the securities and will not have remedies of rescission or, in some jurisdictions, revision of the price, or damages for non-delivery of the prospectus supplement, the accompanying*

prospectus and any amendment thereto relating to the securities purchased by the purchaser, because the prospectus relating to securities purchased by such purchaser will not be delivered as permitted under a decision dated [●], 2019 and granted pursuant to National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions.

Securities legislation in certain of the provinces and territories of Canada also provides purchasers with remedies for rescission or, in some jurisdictions, revision of the price or damages if the prospectus, prospectus supplements relating to securities purchased by a purchaser and any amendment contains a misrepresentation, provided that the remedies are exercised by the purchaser within the time limit prescribed by securities legislation. Any remedies under securities legislation that a purchaser of securities under an at-the-market distribution by the Issuer may have against the Issuer or the Agents for rescission or, in some jurisdictions, revision of the price, or damages if the prospectus, prospectus supplements relating to securities purchased by a purchaser and any amendment contain a misrepresentation remain unaffected by the non-delivery and the decision referred to above.

Purchasers should refer to any applicable provisions of securities legislation and the decision referred to above for the particulars of these rights or consult with a legal adviser.

38. The Prospectus Supplement will disclose that, solely with regards to the ATM Offering, the statement prescribed in paragraph 37 above supersedes and replaces the statement of purchasers' rights contained in the Shelf Prospectus.

Decision

The Decision Makers are satisfied that this decision satisfies the test set out in the Legislation for the Decision Makers to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemptions Sought are granted, provided:

(a) at least one of the following is true:

  (i) during the 60-day period ending not earlier than 10 days prior to the commencement of an ATM Distribution, the Common Shares have traded, in total, on one or more Marketplaces, as reported on a consolidated market display:

    (A) an average of at least 100 times per trading day, and

    (B) with an average trading value of at least $1,000,000 per trading day; or

  (ii) at the commencement of an ATM Distribution, the Common Shares are subject to Regulation M under the U.S. Exchange Act and are an "actively-traded security" as defined thereunder;

(b) the Issuer does not, during the period that the Shelf Prospectus is effective, distribute by way of one or more ATM Distributions a total market value of Common Shares that exceeds 10% of the aggregate market value of Common Shares, such aggregate market value calculated in accordance with section 9.2 of NI 44-102 and as at the last trading day of the month before the month in which the first ATM Distribution is made;

(c) the Issuer complies with the disclosure requirements set out in paragraphs 27, and 35 through 38 above; and

(d) the Issuer and Agents respectively comply with the representations made in paragraphs 15, and 18 through 26 above.

This decision will terminate on the date that is 25 months from the date on which the receipt for the Shelf Prospectus is issued.

The further decision of the Decision Maker is that the Confidentiality Relief in respect of the Exemptions Sought is granted.

As to the Exemptions Sought from the Prospectus Delivery Requirement and the Prospectus Form Requirements:

"Céline Robichaud-Trifts"
Commission Member
Financial and Consumer Services Commission (New Brunswick)

"Vincent L. Duff"
Commission Member
Financial and Consumer Services Commission (New Brunswick)As to the Confidentiality Relief:

"Kevin Hoyt"
Executive Director of Securities
Financial and Consumer Services Commission (New Brunswick)

2.1.5 Addenda Capital Inc.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Exemption granted from conflict of interest trading prohibition in paragraph 13.5(2)(b) (ii) and (iii) of NI 31-103 to permit Inter-Fund by Managed Accounts and Pooled Funds in Pooled Funds – Portfolio manager of Managed Accounts is also portfolio manager of Pooled Funds and is therefore a "responsible person" – Relief subject to certain conditions.

Applicable Legislative Provisions

National Instrument 31-103 Registration Requirements and Exemptions, ss. 13.5 and 15.

[TRANSLATION]

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

AND

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

AND

IN THE MATTER OF
ADDENDA CAPITAL INC.
(the "Filer")

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (**Decision Maker**) has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation)** for an exemption from the prohibition found under paragraph 13.5(2)b) of *Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**31-103**) against a registered adviser from knowingly causing an investment portfolio managed by it, including an investment fund for which it acts as an adviser, to purchase or sell a security from or to (i) the investment portfolio of an associate of a responsible person or (ii) an investment fund for which a responsible person acts as an adviser, to permit the purchase and sale of securities of any issuer (each purchase and sale, an **Inter-Fund Trade**):

(a) between a Fund (defined below) and another Fund or a Managed Account (defined below); and

(b) between a Managed Account and a Fund,

to occur at the last sale price, as defined in the Market Integrity Rules of the Investment Industry Regulatory Organization of Canada, prior to the execution of the trade (the **Last Sale Price**) or at the closing sale price (the **Closing Sale Price**) contemplated by the definition of current market price referred to in paragraph (e) of section 6.1(2) of *Regulation 81-107 respecting Independent Review Committee for Investment Funds* (**81-107**), as determined by the Filer in its discretion (the **Exemption Sought**).

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

(a) the *Autorité des marchés financiers* is the principal regulator for this application;

(b) the Filer has provided notice that section 4.7(1) of *Regulation 11-102 respecting Passport System* (**11-102**) is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Nunavut, New Brunswick, Nova Scotia, Newfoundland-and-Labrador and Prince Edward Island; and

(c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

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

Fund means an investment fund managed by the Filer or an affiliate or managed in the future by the Filer or a affiliate to which *Regulation 81-102 respecting Investment Funds* does not apply.

Managed Account means an account over which the Filer has discretionary authority.

Certain other defined terms have the meanings given to them above or below.

Representations

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

1. The Filer was constituted under Part IA of the *Companies Act* (Québec) and continued under the *Business Corporations Act* (Québec). Its head office is located in Montréal, Québec.

2. The Filer is a registered portfolio manager, exempt market dealer and a registered investment fund manager in the provinces of Québec, Ontario, British Columbia, Alberta, Saskatchewan, Manitoba, Nunavut, New Brunswick, Nova Scotia, Newfoundland-and-Labrador and Prince Edward Island, as well as a registered derivatives portfolio

manager in the Province of Québec and a commodity trading manager in the Province of Ontario.

3. Each Fund is, or will be, an investment fund structured as a trust, a corporation or a partnership under the laws of Canada or of one of the provinces or territories of Canada.

4. The Filer or its affiliate is or will be the investment fund manager and/or portfolio manager of each of the Funds.

5. CIBC Mellon Trust Company acts as trustee and as custodian of each of the Funds.

6. The Funds are not, and will not be, reporting issuers in any of the Filing Jurisdictions nor in any of the other provinces or territories of Canada.

7. The securities of the Funds are, or will be, offered pursuant to exemptions from prospectus requirements in each Filing Jurisdiction.

8. The Filer and each of the Funds are not in default of securities legislation in either the Filing Jurisdictions or in any other province or territory of Canada.

9. The Filer or an affiliate is or will be the portfolio manager of each of the Managed Accounts.

10. Each client who wishes to receive the investment management services of the Filer through a Managed Account executes a written discretionary management agreement (**Discretionary Management Agreement**) with the Filer whereby such client appoints the Filer to act as a portfolio manager in connection with an investment portfolio of the client with full discretionary authority to trade in securities for the Managed Account without obtaining the specific consent of the client to execute a trade, including the authorization to invest the Managed Accounts in the Funds and to switch Funds as determined by the Filer in accordance with the investment objectives of the Managed Account.

11. The Filer wishes to be able to enter into Inter-Fund Trades of portfolio securities between:

    (a) a Fund and another Fund or a Managed Account; and

    (b) a Managed Account and a Fund.

12. Inter-Fund Trades will result in benefits to Fund investors and Managed Account holders such as lower trading costs, reduced market disruption and faster order execution.

13. At the time of each Inter-Fund Trade, the Filer (or its affiliate) will have policies and procedures in place to enable it to engage in the applicable Inter-Fund Trade.

14. When the Filer engages in an Inter-Fund Trade of securities between two Funds or between a Managed Account and a Fund, it will follow the following procedures:

    (a) an advising representative of the Filer (or its affiliate) will request the approval of the chief compliance officer of the Filer or his or her designated alternate to execute a purchase or sale of a security by a Fund or a Managed Account as an Inter-Fund Trade;

    (b) upon receipt of the required approval, the advising representative of the Filer (or its affiliate) will deliver the trading instructions to a trader on a trading desk of the Filer (or its affiliate);

    (c) upon receipt of the trade instructions and the required approval, the trader on the trading desk will execute the trade as an Inter-Fund Trade in accordance with the requirements of paragraphs (c) to (g) of subsection 6.1(2) of 81-107 provided that, for exchange-traded securities, the trader will have the discretion to execute the Inter-Fund Trade at the Last Sale Price of the security, determined at the time of the receipt of the required approval prior to the execution of the trade, or at the Closing Sale Price; and

    (d) the policies applicable to the trading desk of the Filer (or its affiliate) will require that all orders are to be executed on a timely basis.

15. The Filer (or its affiliate) will establish an independent review committee (**IRC**) in respect of each Fund. The IRC will be composed by the Filer (or its affiliate) in accordance with section 3.7 of 81-107 and will be expected to comply with the standard of care set out in section 3.9 of 81-107. The mandate of the IRC will include approving purchases and sales of securities between a Fund and a Managed Account or between two Funds and the IRC will not approve an Inter-Fund Trade between a Fund and a Managed Account or between two Funds unless it has made the determination set out in section 5.2(2) of 81-107.

16. If the IRC of a Fund becomes aware of an instance where the Filer (or its affiliate), as manager of the Fund, did not comply with the terms of this decision or a condition imposed by the IRC in its approval, the IRC of the Fund will, as soon as practicable, notify in writing the securities regulatory authority or regulator in the jurisdiction under which the Fund is organized.

17. The Filer cannot rely on the exemption from section 13.5 of 31-103 contained in subsection 6.1(4) of 81-107 as the Funds and Managed

Accounts are not reporting issuers and thus are not subject to 81-107.

Decision

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

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

(a) the Inter-Fund Trade is consistent with the investment objective of the Fund or the Managed Account, as applicable;

(b) the Filer (or its affiliate) refers the Inter-Fund Trade that involves a Fund to the IRC of the Fund in the manner contemplated by section 5.1 of 81-107, and the Filer (or its affiliate), as manager of the Fund complies with section 5.4 of 81-107 in respect of any standing instructions the IRC provides in connection with the Inter-Fund Trade;

(c) if the transaction is with a Fund or between two Funds, the IRC of each Fund has approved the Inter-Fund Trade in respect of that Fund in accordance with the terms of subsection 5.2(2) of 81-107;

(d) if the transaction is with a Managed Account, the Discretionary Management Agreement or other documentation in respect of the Managed Account contains or will contain the authorization of the client for the Filer (or its affiliate) to engage in Inter-Fund Trades and such authorization has not been revoked; and

(e) the Inter-Fund Trade complies with paragraphs (c) to (g) of subsection 6.1(2) of 81-107, except that for purposes of paragraph (e) of subsection 6.1(2) in respect of exchange-traded securities, the trade is executed at the Last Sale Price or the Closing Sale Price of the security.

"Frédéric Pérodeau"
Superintendent, Client Services and Distribution Oversight

2.1.6 AGF Investments Inc.

Headnote

NP 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Exemption from subsection 5.1(a) of NI 81-105 to allow the investment fund manager to pay to a participating dealer direct costs incurred by the participating dealer relating to a sales communication, investor conference or investor seminar prepared or presented by the participating dealer which has a primary purpose of providing educational information on financial planning matters.

Applicable Legislative Provisions

National Instrument 81-105 Mutual Fund Sales Practices, ss. 5.1(a) and 9.1.

February 13, 2020

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
AGF INVESTMENTS INC.
(the Filer)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction (the **Legislation**) for relief from subsection 5.1(a) of National Instrument 81-105 *Mutual Fund Sales Practices* (**NI 81-105**) to permit the Filer to pay to a participating dealer direct costs incurred by the participating dealer relating to a sales communication, investor conference or investor seminar prepared or presented by the participating dealer (each individually referred to as a **Cooperative Marketing Initiative** and collectively as **Cooperative Marketing Initiatives**) if the primary purpose of the Cooperative Marketing Initiative is to promote or provide educational information concerning investing in securities and investment, retirement, tax and estate planning (collectively, **Financial Planning**) matters (the **Exemption Sought**).

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 Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in each of the other provinces and territories of Canada (together with Ontario, the **Jurisdictions**).

Interpretation

Terms defined in National Instrument 14-101 *Definitions*, MI 11-102 or NI 81-105 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:

The Filer

1. The Filer is a corporation amalgamated under the laws of the Province of Ontario with its head office in Toronto, Ontario.

2. The Filer is registered in the categories of (a) exempt market dealer in the Provinces of Alberta, British Columbia, Manitoba, Ontario, Quebec and Saskatchewan, (b) portfolio manager in each of the Jurisdictions, (c) investment fund manager in the Provinces of Alberta, British Columbia, Newfoundland and Labrador, Ontario and Quebec, (d) a mutual fund dealer in the Provinces of British Columbia, Ontario and Quebec and (e) a commodity trading manager in the Province of Ontario.

3. The Filer acts and may in the future act as investment fund manager in respect of various mutual funds, including exchange-traded funds, (each a **Fund** and collectively, the **Funds**) governed by National Instrument 81-102 *Investment Funds*.

4. Securities of the Funds are distributed by participating dealers in the Jurisdictions.

The Funds

5. The Filer is, or will be in the future, a "member of the organization" (as that term is defined in NI 81-105) of the Funds, as the Filer is, or will be in the future, the manager of the Funds.

6. Each of the Funds is, or will be, an open-ended mutual fund established under the laws of Canada or a Jurisdiction. The securities of each of the Funds are, or will be, qualified for distribution pursuant to a prospectus that has been, or will be, prepared and filed in accordance with the securities legislation of each applicable Jurisdiction. Each of the Funds is, or will be, a reporting issuer in one or more of the Jurisdictions. Each of the Funds is, or will be, subject to NI 81-105, including Part 5 thereof which governs marketing and educational practices.

7. Neither the Filer nor the Funds it manages are in default of securities legislation in any of the Jurisdictions.

Exemption Sought

8. Under subsection 5.1(a) of NI 81-105, the Filer is permitted to pay direct costs incurred by a participating dealer where the purpose of the Cooperative Marketing Initiative is to promote or provide educational information about the Funds, the mutual fund family of which the Funds are members, or mutual funds generally.

9. Subsection 5.1(a) of NI 81-105 prohibits the Filer from paying direct costs incurred by a participating dealer relating to a Cooperative Marketing Initiative where the primary purpose is to provide educational information about Financial Planning matters. Consequently, the Filer is not permitted to sponsor the cost of sales communications, investor seminars or investor conferences prepared or presented by participating dealers where the main topics discussed include investment planning, retirement planning, tax planning and estate planning, each of which are aspects of Financial Planning.

10. The Filer and its affiliates have expertise in Financial Planning matters or may retain others with such expertise from time to time.

11. In addition to the topics currently permitted under subsection 5.1(a) of NI 81-105, the Filer wishes to sponsor Cooperative Marketing Initiatives where the primary purpose of the Cooperative Marketing Initiatives is to provide educational information concerning Financial Planning matters. The Filer will otherwise comply with subsections 5.1(b) to (e) of NI 81-105 in respect of such Cooperative Marketing Initiatives it sponsors.

12. Mutual funds typically form only a portion of an investor's portfolio and should be considered in the broader context of the investor's Financial Planning. Allowing the Filer to sponsor Cooperative Marketing Initiatives on Financial Planning matters may benefit investors as it may facilitate and potentially increase investors' access to educational information on such matters, which may in turn better equip them to make financial decisions that involve mutual funds.

13. Under sections 5.2 and 5.5 of NI 81-105, the Filer is permitted to sponsor the costs incurred by participating dealers in attending or organizing and presenting at conferences where the primary purpose is the provision of educational information on, among other things, financial planning.

14. Specifically, under subsection 5.2(a) of NI 81-105, the Filer is permitted to provide a non-monetary

benefit to a representative of a participating dealer by allowing him or her to attend a conference or seminar organized and presented by the Filer where the primary purpose is the provision of educational information about, among other things, financial planning, investing in securities or mutual fund industry matters.

15. Similarly, under subsection 5.5(a) of NI 81-105, the Filer is permitted to pay to a participating dealer part of the direct costs the participating dealer incurs in organizing or presenting at a conference or seminar that is not an investor conference or investor seminar referred to in section 5.1 of NI 81-105, where the primary purpose is the provision of educational information about, among other things, financial planning, investing in securities or mutual fund industry matters.

16. The Filer will not require participating dealers to sell any of its Funds or other financial products to investors as a condition of the Filer's sponsorship of a Cooperative Marketing Initiative.

17. The Filer will pay for its sponsorship of a Cooperative Marketing Initiative out of its normal sources of revenue. Accordingly, the sponsorship cost will not be borne by the Funds.

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, provided that in respect of a Cooperative Marketing Initiative whose primary purpose is to provide educational information concerning Financial Planning matters:

(a) the Filer otherwise complies with the requirements of subsections 5.1(b) through (e) of NI 81-105;

(b) the Filer does not require any participating dealer to sell any of its Funds or other financial products to investors;

(c) other than as permitted by NI 81-105, the Filer does not provide participating dealers and their representatives with any financial or other incentives for recommending any of its Funds to investors;

(d) the materials presented in a Cooperative Marketing Initiative concerning Financial Planning matters contain only general educational information about such matters;

(e) the Filer prepares or approves the content of the general educational information about Financial Planning matters presented in a Cooperative Marketing Initiative it sponsors and selects or approves an appropriately-qualified speaker for each presentation about such matters delivered in a Cooperative Marketing Initiative;

(f) any general educational information about Financial Planning matters presented in a Cooperative Marketing Initiative contains an express statement that the content presented is for information purposes only, and is not providing advice to the attendees of the investor conference or investor seminar or the recipients of the sales communication, as applicable; and

(g) any general educational information about Financial Planning matters presented in a Cooperative Marketing Initiative contains an indication of the types of professionals who may generally be qualified to provide advice on the subject matter of the information presented.

“Lawrence P. Haber”
Commissioner
Ontario Securities Commission

“Mary Anne De Monte-Whelan”
Commissioner
Ontario Securities Commission

2.1.7 Ovintiv Inc.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions– relief granted permitting issuer to send proxy-related materials to registered securityholders and beneficial owners using a delivery method permitted under U.S. federal securities law – issuer will send proxy-related materials in compliance with Rule 14a-16 under the Securities Exchange Act of 1934of the United States of America and will provide additional information relating to meetings and delivery and voting processes.

Applicable Legislative Provisions

National Instrument 51-102 Continuous Disclosure Obligations, ss. 9.1, 9.1.5 and 13.1.
National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer, ss. 2.7, 9.1.1 and 9.2.

Citation: *Re Ovintiv Inc.*, 2020 ABASC 23

February 11, 2020

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

AND

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

AND

IN THE MATTER OF
OVINTIV INC.
(the Filer)

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (the **Decision Maker**) has received an application (the **Application**) from the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) for relief permitting the Filer to send proxy-related materials (**proxy-related materials**), as such term is defined in National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (**NI 54-101**), to registered holders of securities (**Registered Holders**) and beneficial owners of securities (**Beneficial Holders**) entitled to vote at any meeting of securityholders of the Filer using a delivery method permitted under U.S. federal securities law (the **Requested Relief**).

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

(a) the Alberta Securities Commission is the principal regulator for this Application;

(b) the 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 British Columbia, Saskatchewan, Manitoba, Québec, New Brunswick, Prince Edward Island, Nova Scotia, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut; and

(c) this decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in National Instrument 14-101 *Definitions*, MI 11-102, National Instrument 51-102 *Continuous Disclosure Obligations* (**NI 51-102**) and NI 54-101 have the same meaning if used in this decision, unless otherwise defined.

Representations

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

1. The Filer became a Delaware corporation following a series of reorganization transactions (the **Reorganization**) which resulted in the Filer acquiring all of the issued and outstanding common shares (**Encana Common Shares**) of Encana Corporation (**Encana**) in exchange for common shares of the Filer (**Ovintiv Common Shares**).

2. The business, assets, liabilities, directors and officers of the Filer are the same as the business, assets, liabilities, directors and officers of Encana immediately prior to the Reorganization.

3. The only outstanding securities of the Filer are the Ovintiv Common Shares, incentive awards under incentive award plans of the Filer and short-term promissory notes issued pursuant to the Filer's U.S. commercial paper program (**Notes**). The Notes are not beneficially owned, directly or indirectly, by any securityholder in any jurisdiction of Canada and are non-voting.

4. The Filer will maintain a business office in Calgary, Alberta, and field offices in Alberta, British Columbia and Nova Scotia.

5. Prior to the Reorganization, Encana was a reporting issuer in all provinces and territories of Canada, was subject to reporting obligations under the 1934 Act, and filed regular periodic reports with the SEC. As part of the Reorganization, Encana was continued under the *Business Corporations Act* (British Columbia) and changed its corporate name to Ovintiv Canada

ULC and subsequently ceased to be subject to reporting obligations under the 1934 Act. Ovintiv Canada ULC ceased to be a reporting issuer in all provinces and territories of Canada on January 30, 2020.

6. Upon completion of the Reorganization, the Filer became a reporting issuer in all provinces and territories of Canada, became subject to reporting obligations under the 1934 Act, and will file regular periodic reports with the SEC.

7. Neither Encana nor the Filer is in default of securities legislation in any jurisdiction of Canada.

8. The Filer had outstanding approximately 259,821,145 Ovintiv Common Shares as of the close of business on January 24, 2020.

9. The Encana Common Shares were delisted from both the Toronto Stock Exchange (**TSX**) and the New York Stock Exchange (**NYSE**) upon completion of the Reorganization, and the Ovintiv Common Shares became listed on the TSX and NYSE under the symbol "OVV".

10. Prior to completion of the Reorganization, Encana was, and upon closing of the Reorganization, Ovintiv became, an SEC issuer.

11. The Filer does not qualify as a "foreign private issuer" under Rule 3b-4 of the 1934 Act and, accordingly, is required to comply with applicable U.S. federal securities law in all respects, including the U.S. proxy solicitation rules applicable to U.S. domestic registrants.

12. In accordance with section 9.1.5 of NI 51-102, a reporting issuer that is an SEC issuer can send proxy-related materials to registered holders under section 9.1 of NI 51-102 using a delivery method permitted under U.S. federal securities law, if both of the following apply:

    (a) the SEC issuer is subject to, and complies with, Rule 14a-16 under the 1934 Act (the **U.S. Notice-and-Access Rules**);

    (b) residents of Canada do not own, directly or indirectly, outstanding voting securities carrying more than 50% of the votes for the election of directors, and none of the following apply:

        (i) the majority of the executive officers or directors of the issuer are residents of Canada;

        (ii) more than 50% of the consolidated assets of the issuer are located in Canada;

        (iii) the business of the issuer is administered principally in Canada

(the **Automatic Registered Holder Exemption**).

13. In accordance with section 9.1.1(1) of NI 54-101, despite section 2.7 of NI 54-101, a reporting issuer that is an SEC issuer can send proxy-related materials to beneficial owners using a delivery method permitted under U.S. federal securities law, if all of the following apply:

    (a) the SEC issuer is subject to, and complies with the U.S. Notice-and-Access Rules;

    (b) the SEC issuer has arranged with each intermediary through whom the beneficial owner holds its interest in the reporting issuer's securities to have each intermediary send the proxy-related materials to the beneficial owner by implementing the procedures under Rule 14b-1 or Rule 14b-2 under the 1934 Act that relate to the procedures in the U.S. Notice-and-Access Rules;

    (c) residents of Canada do not own, directly or indirectly, outstanding voting securities of the issuer carrying more than 50% of the votes for the election of directors, and none of the following apply:

        (i) the majority of the executive officers or directors of the issuer are residents of Canada;

        (ii) more than 50% of the consolidated assets of the issuer are located in Canada;

        (iii) the business of the issuer is administered principally in Canada

    (the **Automatic Beneficial Holder Exemption** and, together with the Automatic Registered Holder Exemption, the **Automatic Exemptions**).

14. The Filer is unable to rely on the Automatic Exemptions because a majority of the Filer's executive officers are residents of Canada. The Filer otherwise meets the criteria for relying on the Automatic Exemptions.

15. Four of the Filer's nine executive officers are residents of the U.S., including the Chief Executive Officer.

16. Eight of the Filer's 12 directors are residents of the U.S.

17. The Filer's head office is located in Denver, Colorado, U.S., where three of the Filer's nine executive officers, including the Chief Executive Officer, are located.

18. In addition:

    (a) as of January 27, 2020, the majority of the shareholders of the Ovintiv Common Shares were not residents of Canada;

    (b) as of January 27, 2020, a majority of holders of voting securities of the Filer were not residents of Canada; and

    (c) immediately prior to closing of the Reorganization, the majority of the trading volume of the Encana Common Shares occurred on the NYSE.

19. Pursuant to NI 51-102, the Filer is required to deliver proxy-related materials to Registered Holders and pursuant to NI 54-101, the Filer is required to deliver proxy-related materials to Beneficial Holders that have requested materials for the meetings of the Filer.

20. For any meeting of securityholders of the Filer for which the Filer elects to deliver proxy-related materials by using notice-and-access (each, a **Notice-and-Access Meeting**), the Filer will send proxy-related materials to holders of voting securities in compliance with the U.S. Notice-and-Access Rules.

21. The U.S. Notice-and-Access Rules allow the Filer to furnish proxy-related materials by: (a) sending registered securityholders entitled to vote at a Notice-and-Access Meeting a notice of internet availability of proxy-related materials (the **Notice**) 40 calendar days or more prior to the date of the applicable Notice-and-Access Meeting and sending the record holder, broker or respondent bank the Notice in sufficient time for the record holder, broker or respondent bank to prepare, print and send the Notice to beneficial securityholders entitled to vote at the applicable Notice-and-Access Meeting at least 40 calendar days before the date of such Notice-and-Access Meeting; and (b) making all proxy-related materials identified in the Notice, including the management proxy circular, publicly accessible, free of charge, at a website address specified in the Notice. The Notice will comply with the requirements of the U.S. Notice-and-Access Rules and include instructions regarding how a securityholder entitled to vote at the applicable Notice-and-Access Meeting may request a paper or email copy of the proxy-related materials at no charge. The U.S. Notice-and-Access Rules permit the Filer and, in turn, the record holder, broker or respondent bank, to send only the Notice to beneficial securityholders, provided that all applicable requirements of the U.S. Notice-and-Access Rules have been satisfied.

22. In lieu of delivering to each Registered Holder the proxy-related materials required under NI 51-102, for each Notice-and-Access Meeting, the Filer will deliver by mail or email (if permitted by applicable law) the Notice to each Registered Holder.

23. In lieu of delivering to each Beneficial Holder the proxy-related materials required under NI 54-101, for each Notice-and-Access Meeting, the Filer will deliver to Broadridge Financial Solutions, Inc., its affiliates, successor or an equivalent provider of proxy services (collectively, **Broadridge**) the Notice for delivery to each Beneficial Holder. Broadridge will deliver the English-only Notice to each Beneficial Holder by postage-paid mail or email (if permitted by applicable law). Broadridge will act as the Filer's agent for such purposes and the Filer will pay all of the expenses involved in printing and delivering the Notice to all Beneficial Holders.

24. The Notice sent by the Filer to securityholders entitled to vote at a Notice-and-Access Meeting will include the following information:

    (a) the date, time and location of such Notice-and-Access Meeting as well as information on how to obtain directions to be able to attend such Notice-and-Access Meeting and vote in person or to designate another person to attend, vote and act on the securityholder's behalf;

    (b) a clear and impartial description of each matter to be voted on at such Notice-and-Access Meeting, including the recommendations of the board of directors of the Filer regarding those matters;

    (c) an indication that the Notice is not a form for voting and presents only an overview of the more complete proxy-related materials;

    (d) a plain language explanation of the U.S. Notice-and-Access Rules, including that the proxy-related materials for such Notice-and-Access Meeting have been made available online and that securityholders may request a physical copy at no charge;

    (e) an explanation of how to obtain a physical copy of the proxy-related materials for such Notice-and-Access Meeting;

    (f) the website addresses for SEDAR, the Filer's website and any other third-party hosting websites where the proxy-related materials are posted;

    (g) a reminder to review the management proxy circular for such Notice-and-Access Meeting before voting;

(h) an explanation of the methods available for securityholders to vote at such Notice-and-Access Meeting; and

(i) the date by which a validly completed form of proxy or voting instruction form must be deposited in order for the securities represented by such form of proxy or voting instruction form to be voted at such Notice-and-Access Meeting, or any adjournment thereof.

25. Registered Holders and Beneficial Holders requesting the proxy-related materials will receive the same materials required to be sent to securityholders under the U.S. Notice-and-Access Rules.

26. A Beneficial Holder who wants to attend a Notice-and-Access Meeting in person will be required to obtain a proxy from his, her or its applicable intermediary.

27. For each Notice-and-Access Meeting, Broadridge will notify all Canadian intermediaries on whose behalf it acts as agent under NI 54-101 to advise them of the Filer's reliance on the U.S. Notice-and-Access Rules and this decision for communicating with Beneficial Holders.

28. For each Notice-and-Access Meeting, the Filer will retain Broadridge to respond to requests for proxy-related materials from Beneficial Holders and will retain AST Trust Company (Canada), its affiliates, successor or an equivalent provider of transfer agent or proxy services (together with Broadridge, the **Agents**) to respond to requests for proxy-related materials from Registered Holders. The Notice from the Filer will direct such Registered Holders and Beneficial Holders to contact the Agents, as applicable, at a specified toll-free telephone number, by email or via the internet to request a printed copy of the proxy-related materials for the applicable Notice-and-Access Meeting. The Agents will give notice to the Filer of the receipt of requests for printed copies, and the Filer will provide English-only materials to the Agents in compliance with the requirements of the U.S. Notice-and-Access Rules.

29. The Filer will not receive any information from the Agents about the Registered Holders and Beneficial Holders that contact the Agents in respect of a Notice-and-Access Meeting, other than the aggregate number of proxy-related material packages requested by Registered Holders and Beneficial Holders, and the Filer will reimburse the Agents for the costs of delivering such packages. The Agents will not use any email address obtained from a Registered Holder or a Beneficial Holder solely for the purpose of requesting a copy of proxy-related materials for any purpose other than to send a copy of those materials to that holder.

30. Encana consulted with the Agents in developing the mailing and voting procedures described in this decision for Registered Holders and Beneficial Holders.

Decision

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

The decision of the Decision Makers under the Legislation is that the Requested Relief is granted, provided that, in respect of a Notice-and-Access Meeting, at the time the Filer sends the notification of meeting and record dates for such meeting in accordance with section 2.2 of NI 54-101, the Filer meets all of the requirements of the Automatic Exemptions other than those set out in:

(a) section 9.1.5(b)(i) of NI 51-102, in the case of the Automatic Registered Holder Exemption; and

(b) section 9.1.1(1)(c)(i) of NI 54-101, in the case of the Automatic Beneficial Holder Exemption.

For the Commission:

“Tom Cotter”
Vice-Chair

“Kari Horn”
Vice-Chair

2.1.8 I.G. Investment Management, Ltd.

Headnote

NP 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Mutual funds granted relief from ss.15.3(4)(c) and (f) of National Instrument 81-102 Investment Funds to permit references to Fundata A+ Awards and relief from s.15.3(4)(c) to permit references to FundGrade Ratings in sales communications – Relief subject to conditions requiring specified disclosure and the requirement that the Fundata A+ Awards being referenced not have been awarded more than 365 days before the date of the sales communication.

Applicable Legislative Provisions

National Instrument 81-102 Investment Funds, ss. 15.3(4)(c) and (f), and 19.1.

January 24, 2020

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

AND

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

AND

IN THE MATTER OF
I.G. INVESTMENT MANAGEMENT, LTD.
(referred to as "IGIM" or the "Filer")

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (the "Decision Maker") has received an application from the Filer on behalf of existing mutual funds and future mutual funds of which the Filer is or becomes the investment fund manager which are available for sale to retail investors and to which National Instrument 81-102 – *Investment Funds* ("**NI 81-102**") applies (each a **"Fund"** and collectively, the "**Funds**") for a decision under the securities legislation of the Jurisdictions (the "Legislations") for an exemption from the requirements set out in paragraphs 15.3(4)(c) (in respect of both the FundGrade A+ Awards presented annually by Fundata Canada Inc. ("**Fundata**") and the FundGrade Ratings) and 15.3(4)(f) (in respect of the FundGrade A+ Awards only) of NI 81-102, which provide that a sales communication must not refer to a performance rating or ranking of a mutual fund or asset allocation service unless:

(a) the rating or ranking is provided for each period for which standard performance data is required to be given, except the period since the inception of the mutual fund; and

(b) the rating or ranking is to the same calendar month end that is

i. not more than 45 days before the date of the appearance or use of the advertisement in which it is included, and

ii. not more than three months before the date of first publication of any other sales communication in which it is included

in order to permit the FundGrade A+ Awards and the FundGrade Ratings to be referenced in sales communications relating to the Funds (together, the **"Exemption Sought"**).

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

(a) The Manitoba Securities Commission is the principal regulator for this application;

(b) the Filer has provided notice that subparagraph 4.7(1) of Multilateral Instrument 11-102 *Passport System* ("MI 11-102") is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Nunavut and the Northwest Territories (together with the Jurisdictions, collectively referred to as the "Canadian Jurisdictions"); and

(c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

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

Representations

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

IGIM and the Funds

1. IGIM is a corporation continued under the laws of Ontario. It is or will be the trustee and the manager of the Funds, and in most cases is or will be the portfolio advisor of the Funds. The head office of IGIM is in Winnipeg, Manitoba.

2. IGIM is registered as a Portfolio Manager and an Investment Fund Manager in Manitoba, Ontario and Quebec and as an Investment Fund Manager in Newfoundland and Labrador.

3. IGIM and the Funds are not in default of any of the requirements of securities legislation of any of the Canadian Jurisdictions.

4. Each of the Funds is, or will be, a mutual fund established under the laws of Canada or a Jurisdiction. The securities of each of the Funds are, or will be, qualified for distribution pursuant to a prospectus that has been, or will be, prepared and filed in accordance with the securities legislation of each Jurisdiction.

5. Each of the Fund is, or will be, a reporting issuer in the Canadian Jurisdictions. Each of the Fund is, or will be, subject to NI-81-102 including Part 15 of NI 81-102, which governs sales communications.

Fundata FundGrade A+ Awards Program

6. IGIM wishes to include in sales communications of the Funds references to the FundGrade Ratings and references to the FundGrade A+ Awards where such Funds have been awarded a FundGrade A+ Award.

7. Fundata is not a member of the Funds' organization. Fundata is a “mutual fund rating entity” as that term is defined in NI 81-102. Fundata is a leader in supplying mutual fund information, analytical tools, and commentary. Fundata's fund data and analysis, fund awards designations and ratings information provide valuable insight to advisors, media and individual investors.

8. One of Fundata's programs is the FundGrade A+ Awards program. This program highlights funds that have excelled in delivering consistently strong risk-adjusted performance relative to their peers. The FundGrade A+ Awards designate award-winning funds in most individual fund classifications for the previous calendar year, and the awards are announced in January of each year. The categories for fund classification used by Fundata are those maintained by the Canadian Investment Funds Standards Committee (“**CIFSC”**) (or a successor to CIFSC), a Canadian organization that is independent of Fundata.

9. The FundGrade A+ Awards are based on a proprietary rating methodology developed by Fundata, the FundGrade Rating system. The FundGrade Rating system evaluates funds based on their risk-adjusted performance measured by three well-known and widely used metrics: the Sharpe Ratio, the Information Ratio, and the Sortino Ratio. The ratios are calculated for the two through ten year time periods for each fund. When there is more than one eligible series of a fund, an average ratio is taken for each period. The ratios are ranked across all time periods and an overall score is calculated by equally weighting the yearly rankings.

10. The FundGrade Ratings are letter grades for each fund and are determined each month. The FundGrade Ratings for each month are released on the seventh business day of the following month. The top 10% of funds earn an A Grade; the next 20% of funds earn a B Grade; the next 40% of funds earn a C Grade; the next 20% of funds receive a D Grade; and the lowest 10% of funds receive an E Grade. Because the overall score of a fund is calculated by equally weighting the periodic rankings, to receive an A Grade, a Fund must show consistently high scores for all ratios across all time periods.

11. Fundata calculates a grade using only the retail series of each Fund. Institutional series or fee-based series of any Fund are not included in the calculation. A Fund must have at least two years of history to be included in the calculation. Once a letter grade is calculated for a Fund, it is then applied to all related series of that Fund.

12. At the end of each calendar year, Fundata calculates a “Fund GPA” for each Fund based on the full year's performance. The Fund GPA is calculated by converting each month's FundGrade Rating letter grade into a numerical score. Each A is assigned a grade of 4.0; each B is assigned a grade of 3.0; each C is assigned a grade of 2.0; each D is assigned a grade of 1.0; and each E is assigned a grade of 0. The total of the grades for each Fund is divided by 12 to arrive at the Fund's GPA for the year. Any Fund earning a GPA of 3.5 or greater earns a FundGrade A+ Award.

13. When a Fund is awarded a FundGrade A+ Award, Fundata will permit such Fund to make reference to the award in its sales communications.

14. The FundGrade Ratings fall within the definition of “performance data” under NI 81-102, as they constitute “a rating, ranking, quotation, discussion or analysis regarding an aspect of the investment performance of an investment fund”, given that the FundGrade Ratings are based on performance measures calculated by Fundata. The FundGrade A+ Awards may be considered to be “overall ratings or rankings”, given that the awards are based on the FundGrade Ratings as described above. Therefore, references to FundGrade Ratings and FundGrade A+ Awards in sales communications relating to the Funds need to meet the applicable requirements in Part 15 of NI 81-102.

15. Paragraph 15.3(4)(c) of NI 81-102 imposes a “matching” requirement for performance ratings or rankings that are included in sales communications for mutual funds. If a performance rating or ranking is referred to in a sales communication, it must be provided for, or “match”, each period for which standard performance data is required to be given for the fund, except for the period since the inception of

the fund (i.e., for one, three, five and ten year periods, as applicable).

16. While FundGrade Ratings are based on calculations for a minimum of two years through to a maximum of ten years, and the FundGrade A+ Awards are based on a yearly average of monthly FundGrade Ratings, specific ratings for the three, five and ten year periods within the two to ten year measurement period are not given. This means that a sales communication referencing FundGrade Ratings cannot comply with the "matching" requirement contained in paragraph 15.3(4)(c) of NI 81-102. Relief from paragraph 15.3(4)(c) of NI 81-102 is, therefore, required in order for a Fund to use FundGrade Ratings in sales communications.

17. The exemption in subsection 15.3(4.1) of NI 81-102 for references to overall ratings or rankings of funds cannot be relied upon to reference the FundGrade A+ Awards in sales communications for the Funds because it is available only if a sales communication "otherwise complies" with the requirements of subsection 15.3(4). As noted above, sales communications referencing the FundGrade A+ Awards cannot comply with the "matching" requirement in subsection 15.3(4) because the underlying FundGrade Ratings are not available for the three, five and ten year periods within the two to ten year measurement period for the FundGrade Ratings, rendering the exemption in subsection 15.3(4.1) unavailable. Relief from paragraph 15.3(4)(c) is, therefore, required in order for the Funds to reference the FundGrade A+ Awards in sales communications.

18. Paragraph 15.3(4)(f) of NI 81-102 imposes certain restrictions on disclosure in sales communications. This paragraph provides that in order for a rating or ranking such as a FundGrade A+ Award to be used in an advertisement, the advertisement must be published within 45 days of the calendar month end to which the rating or ranking applies. Further, in order for the rating or ranking to be used in any other sales communication, the rating or ranking must be published within three months of the calendar month end to which the rating or ranking applies.

19. Because the evaluation of Funds for the FundGrade A+ Awards will be based on data aggregated until the end of December in any given year and the results will be published in January of the following year, by the time a Fund receives a FundGrade A+ Award in January, paragraph 15.3(4)(f) of NI 81-102 will only allow the FundGrade A+ Award to be used in an advertisement until the middle of February and in other sales communications until the end of March. Relief from paragraph 15.3(4)(f) is required in order for the FundGrade A+ Awards to be referenced in sales communications relating to the Funds outside the above periods.

20. The Exemption Sought is required in order for the FundGrade Ratings and the FundGrade A+ Awards to be referenced in sales communications relating to the Funds.

21. The FundGrade A+ Awards and the FundGrade Ratings provide important tools for investors, as they provide investors with context when evaluating investment choices.

22. The FundGrade A+ Awards and the FundGrade Ratings provide an objective, transparent and quantitative measure of performance that is based on the expertise of Fundata in fund analysis and alleviates any concern that references to them may be misleading and therefore, contrary to paragraph 15.2(1)(a) of NI 81-102.

Decision

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

The decision of the Decision Makers under the Legislation is that the Exemption Sought is granted to permit the FundGrade A+ Awards and the FundGrade Ratings to be referenced in sales communications relating to a Fund provided that:

1. The sales communication that refers to the FundGrade A+ Awards and the FundGrade Ratings complies with Part 15 of NI 81-102 other than as set out herein and contains the following disclosure in at least 10 point type:

    a. the name of the category for which the Fund has received the award or rating;

    b. the number of mutual funds in the category for the applicable period;

    c. the name of the ranking entity, i.e., Fundata;

    d. the length of period and the ending date, or, the first day of the period and the ending date on which the FundGrade A+ Awards or the FundGrade Rating is based;

    e. a statement that FundGrade Ratings are subject to change every month;

    f. in the case of a FundGrade A+ Award, a brief overview of the FundGrade A+ Awards;

    g. in the case of a FundGrade Rating (other than FundGrade Ratings referenced in connection with a FundGrade A+ Award), a brief overview of the FundGrade Rating;

h. disclosure of the meaning of the FundGrade Ratings from A to E (e.g., rating of A indicates a fund is in the top 10% of its category); and

i. reference to Fundata's website (www.fundata.com) for greater detail on the FundGrade A+ Awards and the FundGrade Ratings;

2. The FundGrade A+ Award being referenced must not have been awarded more than 365 days before the date of the sales communication; and

3. The FundGrade A+ Awards and the FundGrade Ratings being referenced are calculated based on comparisons of performance of mutual funds within a specified category established by the CIFSC (or a successor to the CIFSC).

"Christopher Besko"
Director, General Counsel
The Manitoba Securities Commission

2.2. Orders

2.2.1 Intertain Group Limited

Headnote

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

Applicable Legislative Provisions

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

February 11, 2020

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

AND

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

AND

IN THE MATTER OF
THE INTERTAIN GROUP LIMITED
(the Filer)

ORDER

Background

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

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

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

(b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in British Columbia, Alberta, Quebec and New Brunswick.

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

2. the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders in total worldwide;

3. no securities of the Filer, including debt securities, are traded in Canada or another country on a marketplace as defined in National Instrument 21-101 *Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported;

4. the Filer is applying for an order that the Filer has ceased to be a reporting issuer in all of the jurisdictions of Canada in which it is a reporting issuer; and

5. the Filer is not in default of securities legislation in any jurisdiction.

Order

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

The decision of the Principal Regulator under the Legislation that the Order Sought is granted.

"Jo-Anne Matear"
Manager, Corporate Finance
Ontario Securities Commission

2.2.2 Sean Daley et al. – ss. 127(8), 127(1)

IN THE MATTER OF
SEAN DALEY; and
SEAN DALEY carrying on business as
the ASCENSION FOUNDATION,
OTO.Money,
SilentVault, and
CryptoWealth;
WEALTH DISTRIBUTED CORP.;
CYBERVISION MMX INC.;
KEVIN WILKERSON; and
AUG ENTERPRISES INC.

File No. 2019-28

Lawrence P. Haber, Commissioner and Chair of the Panel

February 12, 2020

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

WHEREAS the Ontario Securities Commission held a hearing in writing to consider a motion by staff of the Commission (**Staff**) to further extend a temporary order dated August 6, 2019 (the **Temporary Order**) against Sean Daley, Sean Daley carrying on business as Ascension Foundation, OTO.Money, SilentVault and Cryptowealth, Wealth Distributed Corp., Cybervision MMX Inc., Kevin Wilkerson and Aug Enterprises Inc.;

ON READING the motion filed by Staff, and on considering the consent of Sean Daley to extend the Temporary Order;

IT IS ORDERED that the Temporary Order is extended until April 4, 2020.

"Lawrence P. Haber"

2.2.3 Detour Gold Corporation

Headnote

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

Applicable Legislative Provisions

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

February 13, 2020

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

AND

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

AND

IN THE MATTER OF
DETOUR GOLD CORPORATION
(the Filer)

ORDER

Background

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

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

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

(b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador.

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

2. the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders in total worldwide;

3. no securities of the Filer, including debt securities, are traded in Canada or another country on a marketplace as defined in National Instrument 21-101 *Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported;

4. the Filer is applying for an order that the Filer has ceased to be a reporting issuer in all of the jurisdictions of Canada in which it is a reporting issuer; and

5. the Filer is not in default of securities legislation in any jurisdiction.

Order

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

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

"Michael Balter"
Manager, Corporate Finance
Ontario Securities Commission

2.2.4 Cautivo Mining 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).

Applicable Legislative Provisions

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

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

AND

IN THE MATTER OF
CAUTIVO MINING 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 the OBCA;
2. The Applicant has no intention to seek public financing by way of an offering of securities; and
3. On February 3, 2020, 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 jurisdiction of Canada in accordance with the procedure set out in National Policy 11-206 *Process for Cease to be a Reporting Issuer Applications*. The representations set out in the Reporting Issuer Order continue to be true.

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

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

DATED this 7th day of February, 2020.
"Craig Hayman"
Commissioner
Ontario Securities Commission

"Lawrence Haber"
Commissioner
Ontario Securities Commission

2.2.5 MOAG Copper Gold Resources Inc. et al.

IN THE MATTER OF
MOAG COPPER GOLD RESOURCES INC.,
GARY BROWN and
BRADLEY JONES

File No. 2018-41

M. Cecilia Williams, Commissioner and Chair of the Panel

February 14, 2020

ORDER

WHEREAS on February 13, 2020, the Ontario Securities Commission (the **Commission**) held a hearing at 20 Queen Street West, 17th Floor, Toronto, Ontario, to schedule a hearing with respect to sanctions and costs;

ON HEARING the submissions of the representative for Staff of the Commission (**Staff**) and the representative for Bradley Jones, appearing in person, and the submissions of Gary Brown, participating by telephone, and of Peter Cooper, participating by telephone on behalf of MOAG Copper Gold Resources Inc.;

IT IS ORDERED THAT:

1. Staff shall serve and file an affidavit with respect to sanctions and costs by no later than February 28, 2020;
2. the Respondents shall serve and file a witness list and serve a summary of each witness' anticipated evidence on all parties by no later than March 27, 2020; and
3. the hearing with respect to sanctions and costs will commence on April 27, 2020, at 10:00 a.m., and will continue on April 29 and 30, 2020, at 10:00 a.m., or on such other dates and times as provided by the Office of the Secretary and agreed to by the parties.

"M. Cecilia Williams"

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Chapter 4

Cease Trading Orders

4.1.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders

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

Failure to File Cease Trade Orders

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

4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders

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

4.2.2 Outstanding Management & Insider Cease Trading Orders

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

Company Name	Date of Order	Date of Lapse
CannTrust Holdings Inc.	15 August 2019	
EEStor Corporation	29 January 2020	

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Chapter 7

Insider Reporting

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

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

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

Chapter 11

IPOs, New Issues and Secondary Financings

INVESTMENT FUNDS

Issuer Name:
Portland Canadian Focused Fund
Portland Canadian Balanced Fund
Portland Global Banks Fund
Portland Advantage Fund
Portland Value Fund
Portland 15 of 15 Fund
Portland Global Dividend Fund
Principal Regulator - Ontario
Type and Date:
Amendment #1 to Final Simplified Prospectus dated February 10, 2020
Received on February 11, 2020
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
Mandeville Private Client Inc.
Promoter(s):
N/A
Project #2887141

Issuer Name:
Brookfield Global Infrastructure Securities Income Fund
Principal Regulator - Ontario
Type and Date:
Final Shelf Prospectus (NI 44-102) dated February 10, 2020
NP 11-202 Receipt dated February 12, 2020
Offering Price and Description:
Units
Underwriter(s) or Distributor(s):
N/A
Promoter(s):
N/A
Project #3013837

Issuer Name:
iShares ESG MSCI Canada Advanced Index ETF
iShares ESG MSCI EAFE Advanced Index ETF
iShares ESG MSCI USA Advanced Index ETF
Principal Regulator – Ontario
Type and Date:
Preliminary Long Form Prospectus dated Feb 12, 2020
NP 11-202 Preliminary Receipt dated Feb 12, 2020
Offering Price and Description:
Units
Underwriter(s) or Distributor(s):
N/A
Promoter(s):
N/A
Project #3016680

Issuer Name:
Invesco 1-10 Year Laddered Investment Grade Corporate Bond Index ETF (formerly, PS 1-10 Yr Laddered Invmt Gr Corp Bond)
Invesco 1-3 Year Laddered Floating Rate Note Index ETF (formerly, PowerShares 1-3 Year Laddered Floating Rate Note Index
Invesco 1-5 Year Laddered All Government Bond Index ETF (formerly, PowerShares 1-5 Year Laddered All Government Bond Ind
Invesco 1-5 Year Laddered Investment Grade Corporate Bond Index ETF (formerly, PS 1-5 Yr Laddered Invmt Gr Corp Bond)
Invesco Canadian Dividend Index ETF (formerly, PowerShares Canadian Dividend Index ETF)
Invesco Canadian Preferred Share Index ETF (formerly, PowerShares Canadian Preferred Share Index ETF)
Invesco DWA Global Momentum Index ETF (formerly, PowerShares DWA Global Momentum Index ETF)
Invesco FTSE RAFI Canadian Index ETF (formerly, PowerShares FTSE RAFI Canadian Fundamental Index ETF)
Invesco FTSE RAFI Canadian Small-Mid Index ETF (formerly, PS FTSE RAFI Canadian Small-Mid Fundamental Index ETF)
Invesco FTSE RAFI Global Small-Mid ETF (formerly, PowerShares FTSE RAFI Global Small-Mid Fundamental ETF)
Invesco FTSE RAFI Global+ Index ETF (formerly, PowerShares FTSE RAFI Global+ Fundamental Index ETF)
Invesco FTSE RAFI U.S. Index ETF (formerly, PowerShares FTSE RAFI U.S. Fundamental Index ETF)
Invesco FTSE RAFI U.S. Index ETF II (Formerly, PowerShares FTSE RAFI U.S. Fundamental Index ETF II)
Invesco Fundamental High Yield Corporate Bond Index ETF (formerly, PowerShares Fundamental High Yield Corporate Bond Ind
Invesco Global Shareholder Yield ETF (formerly, PowerShares Global Shareholder Yield ETF)
Invesco LadderRite U.S. 0-5 Year Corporate Bond Index ETF (formerly, PowerShares LadderRite U.S. 0-5 Yr Corp Bond Index
Invesco Long Term Government Bond Index ETF (formerly, PowerShares Ultra Liquid Long Term Government Bond Index ETF)
Invesco Low Volatility Portfolio ETF (formerly, PowerShares Low Volatility Portfolio ETF)
Invesco QQQ Index ETF (formerly, PowerShares QQQ Index ETF)
Invesco S&P 500 Equal Weight Index ETF
Invesco S&P 500 ESG Index ETF
Invesco S&P 500 High Dividend Low Volatility Index ETF (formerly, PowerShares S&P 500 High Dividend Low Vol Index ETF)

Invesco S&P 500 Low Volatility Index ETF (formerly, PowerShares S&P 500 Low Volatility Index ETF)
Invesco S&P Emerging Markets Low Volatility Index ETF (formerly, PowerShares S&P Emerging Markets Low Vol Index ETF)
Invesco S&P Europe 350 Equal Weight Index ETF
Invesco S&P Global ex. Canada High Dividend Low Volatility Index ETF (formerly, PowerShares S&P Global ex. Can High Div
Invesco S&P International Developed Low Volatility Index ETF (formerly, PowerShares S&P International Dev Low Vol Index)
Invesco S&P/TSX Composite Low Volatility Index ETF (formerly, PowerShares S&P/TSX Composite Low Volatility Index ETF)
Invesco S&P/TSX REIT Income Index ETF (formerly, PowerShares S&P/TSX REIT Income Index ETF)
Invesco Senior Loan Index ETF (formerly, PowerShares Senior Loan Index ETF)
Invesco Tactical Bond ETF (formerly, PowerShares Tactical Bond ETF)
Principal Regulator – Ontario
Type and Date:
Combined Preliminary and Pro Forma Long Form Prospectus dated Feb 13, 2020
NP 11-202 Final Receipt dated Feb 14, 2020
Offering Price and Description:
USD Units, CAD Hedged Units and CAD Units
Underwriter(s) or Distributor(s):
N/A
Promoter(s):
N/A
Project #2993417

Issuer Name:
Sun Life Core Advantage Credit Private Pool
Sun Life Global Dividend Private Pool
Sun Life Global Tactical Yield Private Pool
Sun Life Real Assets Fund
Principal Regulator – Ontario
Type and Date:
Combined Preliminary and Pro Forma Simplified Prospectus dated Feb 13, 2020
NP 11-202 Final Receipt dated Feb 14, 2020
Offering Price and Description:
Series A securities, Series O securities, Series I securities and Series F securities
Underwriter(s) or Distributor(s):
N/A
Promoter(s):
N/A
Project #2990732

Issuer Name:
First Trust Cboe Vest U.S. Equity Buffer ETF - February
First Trust Cboe Vest U.S. Equity Deep Buffer ETF - February
Principal Regulator – Ontario
Type and Date:
Preliminary Long Form Prospectus dated Feb 12, 2020
NP 11-202 Final Receipt dated Feb 14, 2020
Offering Price and Description:
Hedged Units and units
Underwriter(s) or Distributor(s):
N/A
Promoter(s):
N/A
Project #3007470

Issuer Name:
Mackenzie Alternative Income Fund
Principal Regulator – Ontario
Type and Date:
Preliminary Simplified Prospectus dated Feb 13, 2020
NP 11-202 Preliminary Receipt dated Feb 13, 2020
Offering Price and Description:
Series PW units, Series FB units, Series A units, Series O units, Series PWX units, Series PWFB units and Series F units
Underwriter(s) or Distributor(s):
N/A
Promoter(s):
N/A
Project #3017355

NON-INVESTMENT FUNDS

Issuer Name:
Firm Capital American Realty Partners Trust
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated February 12, 2020
NP 11-202 Preliminary Receipt dated February 13, 2020
Offering Price and Description:
U.S.$ *
* Units
Offering Price: U.S.$8.20/$10.90 per Unit
Underwriter(s) or Distributor(s):
CANACCORD GENUITY CORP.
CIBC WORLD MARKETS INC.
TD SECURITIES INC.
ECHELON WEALTH PARTNERS INC.
INDUSTRIAL ALLIANCE SECURITIES INC.
NATIONAL BANK FINANCIAL INC.
RAYMOND JAMES LTD.
SCOTIA CAPITAL INC.
DESJARDINS SECURITIES INC.
LAURENTIAN BANK SECURITIES INC.
WELLINGTON-ALTUS PRIVATE WEALTH INC.
Promoter(s):
-
Project #3017331

Issuer Name:
Goodfood Market Corp. (formerly Mira VII Acquisition Corp.)
Principal Regulator - Quebec
Type and Date:
Preliminary Short Form Prospectus dated February 12, 2020
NP 11-202 Preliminary Receipt dated February 12, 2020
Offering Price and Description:
$30,000,000.00 - 5.75% Convertible Unsecured Subordinated Debentures Due March 31, 2025
Price: $1,000 per Debenture
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #3015343

Issuer Name:
Great Canadian Gaming Corporation
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated February 14, 2020
NP 11-202 Preliminary Receipt dated February 14, 2020
Offering Price and Description:
$180,000,000.00
5.25% Senior Unsecured Debentures due December 31, 2026
Price: $1,000.00 per Debenture
Underwriter(s) or Distributor(s):
CIBC WORLD MARKETS INC.
SCOTIA CAPITAL INC.
BMO NESBITT BURNS INC.
RBC DOMINION SECURITIES INC.
NATIONAL BANK FINANCIAL INC.
TD SECURITIES INC.
RAYMOND JAMES LTD.
CANACCORD GENUITY CORP.
INDUSTRIAL ALLIANCE SECURITIES INC.
CORMARK SECURITIES INC.
HSBC SECURITIES (CANADA) INC.
Promoter(s):
-
Project #3016113

Issuer Name:
Premier Gold Mines Limited
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated February 11, 2020
NP 11-202 Preliminary Receipt dated February 11, 2020
Offering Price and Description:
$33,000,000.00
* Common Shares
$* per Offered Share
Underwriter(s) or Distributor(s):
CIBC WORLD MARKETS INC.
SPROTT CAPITAL PARTNERS LP
Promoter(s):
-
Project #3016344

Issuer Name:
PSI International Inc.
Principal Regulator - Ontario
Type and Date:
Amendment dated February 12, 2020 to Preliminary Long Form Prospectus dated November 12, 2019
NP 11-202 Preliminary Receipt dated February 12, 2020
Offering Price and Description:
No Securities are being offered pursuant to this Prospectus
Underwriter(s) or Distributor(s):
-
Promoter(s):
Yeon W. Seol
Project #2986090

Issuer Name:
Turmalina Metals Corp.
Principal Regulator - British Columbia
Type and Date:
Preliminary Short Form Prospectus dated February 13, 2020
NP 11-202 Preliminary Receipt dated February 13, 2020
Offering Price and Description:
$[*]
[*] Units
Price: $[*] per Unit
Underwriter(s) or Distributor(s):
CLARUS SECURITIES INC.
CORMARK SECURITIES INC.
Promoter(s):
-
Project #3017325

Issuer Name:
Brookfield Asset Management Inc.
Principal Regulator - Ontario
Type and Date:
Final Shelf Prospectus dated February 11, 2020
NP 11-202 Receipt dated February 11, 2020
Offering Price and Description:
US$3,500,000,000
Debt Securities
Class A Preference Shares
Class A Limited Voting Shares

Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #3013851

Issuer Name:
Brookfield Finance Inc.
Principal Regulator - Ontario
Type and Date:
Final Shelf Prospectus dated February 11, 2020
NP 11-202 Receipt dated February 11, 2020
Offering Price and Description:
US$3,500,000,000
Debt Securities
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #3013858

Issuer Name:
Brookfield Finance LLC
Principal Regulator - Ontario
Type and Date:
Final Shelf Prospectus dated February 11, 2020
NP 11-202 Receipt dated February 11, 2020
Offering Price and Description:
US$3,500,000,000
Debt Securities
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #3013865

Issuer Name:
BURCON NUTRASCIENCE CORPORATION
Principal Regulator - British Columbia
Type and Date:
Final Short Form Prospectus dated February 12, 2020
NP 11-202 Receipt dated February 12, 2020
Offering Price and Description:
$10,000,600.00
6,452,000 Units
Underwriter(s) or Distributor(s):
Canaccord Genuity Corp.
Beacon Securities Limited
Eight Capital
Paradigm Capital Inc.
Promoter(s):
-
Project #3011683

Issuer Name:
Goldseek Resources Inc.
Principal Regulator - Ontario
Type and Date:
Final Long Form Prospectus dated February 14, 2020
NP 11-202 Receipt dated February 14, 2020
Offering Price and Description:
DISTRIBUTION OF 2,567,000 COMMON SHARES AND 1,202,500 SHARE PURCHASE WARRANTS
UPON THE EXERCISE OF PREVIOUSLY ISSUED SPECIAL WARRANTS
Underwriter(s) or Distributor(s):
-
Promoter(s):
Jonathon Deluce
Quinn Field-Dyte
Charles Joseph Deluce
Keith James Deluce

Project #2974565

Issuer Name:
Helius Medical Technologies, Inc.
Principal Regulator - British Columbia
Type and Date:
Final Shelf Prospectus dated February 12, 2020
NP 11-202 Receipt dated February 12, 2020
Offering Price and Description:
US$100,000,000
Class A Common Stock
Preferred Stock
Debt Securities
Warrants
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #3011451

Issuer Name:
New Leaf Ventures Inc.
Principal Regulator - British Columbia
Type and Date:
Final Long Form Prospectus dated February 10, 2020
NP 11-202 Receipt dated February 11, 2020
Offering Price and Description:
20,000,000 Units
$0.25 per Unit
Underwriter(s) or Distributor(s):
MACKIE RESEARCH CAPITAL CORP.
Promoter(s):
-
Project #3000114

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Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Voluntary Surrender	Global Maxfin Capital Inc.	Investment Dealer	February 11, 2020
Voluntary Surrender	B.A.F. Capital Management Inc.	Restricted Portfolio Manager	February 11, 2020
Change in Registration Category	Kayak Capital Management Inc.	From: Investment Fund Manager and Exempt Market Dealer To: Investment Fund Manager, Portfolio Manager and Exempt Market Dealer	February 12, 2020
New Registration	Oak Bay Capital Incorporated	Portfolio Manager, Investment Fund Manager and Exempt Market Dealer	February 13, 2020
New Registration	Fairmont Asset Management Inc.	Exempt Market Dealer	February 14, 2020
Name Change	From: Nexus Investment Management Inc. To: Nexus Investment Management ULC	Investment Fund Manager and Portfolio Manager	January 31, 2020
New Registration	Wellington-Altus Private Counsel Inc.	Investment Fund Manager and Portfolio Manager	February 14, 2020
New Registration	Antrim Investments Ltd.	Exempt Market Dealer	February 14, 2020
New Registration	Capital Direct Financial Ltd.	Exempt Market Dealer	February 14, 2020

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