

**CANADIAN SECURITIES ADMINISTRATORS
STAFF NOTICE 45-301**

**IMPLEMENTATION OF
MULTILATERAL INSTRUMENT 45-102 RESALE OF SECURITIES**

Instrument In Effect November 30, 2001

Staff of the Canadian Securities Administrators (the "CSA") remind issuers that Multilateral Instrument 45-102 *Resale of Securities* ("MI 45-102") will come into effect on November 30, 2001, in all Canadian jurisdictions other than Québec. At that time, British Columbia Instrument 45-601 and Alberta Rule 45-501 will cease to apply in British Columbia and Alberta.

Certain Resource Issuers

The CSA have received questions concerning the application of MI 45-102 to certain resource issuers.

- (a) **Technical Report Filing Requirement** - The definition of *qualified issuer* in section 1.1 of MI 45-102 sets out certain conditions that must be satisfied for an issuer to avail itself of certain provisions of MI 45-102. Among the conditions is that the issuer have a *current AIF* filed on SEDAR.

Paragraph (e) of the definition sets out an additional condition applicable to certain issuers that have a mineral project or oil and gas producing activities (including exploration). If that issuer is not qualified to file a short form prospectus under National Instrument 44-101 *Short Form Prospectus Distributions*, paragraph (e) requires, in substance, that as a condition of being a "qualified issuer", the issuer's current AIF be supported by a technical report under National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101") or National Policy Statement No. 2-B *Guide for Engineers and Geologists Submitting Oil and Gas Reports to Canadian Provincial Securities Administrators* ("NP 2B").

This result is achieved in paragraph (e), in the case of an oil and gas issuer, by the requirement that a report and certificate prepared in accordance with NP 2B "must be filed with its current AIF, as if the current AIF were a prospectus".

The purpose of those words is to make clear that the report must be filed with that current AIF even though NP 2B refers only to prospectuses. In respect of an issuer with a mineral project, the quoted phrase is not intended to vary or add to requirements for the filing of technical reports in accordance with NI 43-101. An issuer with a mineral project that is in compliance with NI 43-101 has no additional obligations under paragraph (e) of this definition in MI 45-102.

It is acceptable to CSA staff if, in applying paragraph (e) of the definition of "qualified issuer" in MI 45-102, an issuer with a mineral project interprets the word "prospectus" in the quoted phrase as a reference to either a long form prospectus or a short form prospectus under NI 44-101, at its option.

- (b) **SEDAR Project Number** - Resource issuers should, in the notice filed under subsection 3.1(2) of MI 45-102, identify the SEDAR project number under which it has filed a technical report referred to paragraph (e) of the definition of "qualified issuer".

Expiration Date

This notice will expire December 31, 2002.

Further Information

For further information, contact any of the following:

Leigh-Anne Mercier
British Columbia Securities Commission
P.O. Box 10142, Pacific Center
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Telephone: (604) 899-6643 or (800)373-6393 (in B.C.)

E-mail: Imercier@bcsc.bc.ca

Marsha Manolescu
Alberta Securities Commission
20th Floor, 10025 Jasper Avenue
Edmonton Alberta T5J 3Z5
Telephone: (780) 422-1914
E-mail: Marsha.Manolescu@seccom.ab.ca

Dean Murrison
Saskatchewan Securities Commission
800- 1920 Broad Street
Regina, Saskatchewan S4P 3V7
Telephone: (306) 787-5879
E-mail: dmurrison@ssc.gov.sk.ca

Chris Besko
The Manitoba Securities Commission
1130 - 405 Broadway
Winnipeg, Manitoba R3C 3L6
Telephone: (204) 945-2561
E-mail: cbesko@cca.gov.mb.ca

Margo Paul or Jean-Paul Bureaud
Ontario Securities Commission
20 Queen Street West, Suite 1900, Box 55
Toronto, Ontario M5H 3S8
Telephone: (416) 593-8136/ (416)593-8131
E-mail: mpaul@osc.gov.on.ca
jbureaud@osc.gov.on.ca

Shirley Lee
Nova Scotia Securities Commission
1690 Hollis Street
P.O. Box 458
Halifax, Nova Scotia B3J 3J9
Telephone: (902) 424-5441
E-mail: leesp@gov.ns.ca

November 30, 2001.