



Province of Saskatchewan

Registrar of Regulations	
Filed	OCT 12 2018
SR	74/2018

Minister's Order

The Minister of Justice and Attorney General, pursuant to section 7 of *The Securities Commission (Regulation Procedures) Regulations*, approves *The Securities Commission (Adoption of National Instruments) (NI 45-106) Amendment Regulations, 2018* in accordance with the attached Schedule.

Dated at the City of Regina, the 11 day of October, 2018.

Minister of Justice and Attorney General

(For administrative purposes only)

Authority:

The Securities Commission (Regulation Procedures) Regulations - section 7



Province of Saskatchewan

Commission Order

The Financial and Consumer Affairs Authority of Saskatchewan, pursuant to section 154 of *The Securities Act, 1988*, makes *The Securities Commission (Adoption of National Instruments) (NI 45-106) Amendment Regulations, 2018* in accordance with the attached Schedule.

Dated at the City of Regina, the 14th day of September, 2018.

Chairperson
Financial and Consumer Affairs Authority of Saskatchewan

(For administrative purposes only)

Authority: *The Securities Act, 1988 - section 154*

SCHEDULE

Title

1 These regulations may be cited as *The Securities Commission (Adoption of National Instruments) (NI 45-106) Amendment Regulations, 2018*.

RRS c S-42.2 Reg 3, Part XLIII amended

2 Part XLIII of the Appendix to *The Securities Commission (Adoption of National Instruments) Regulations* is amended:

(a) by adding the following subsection after subsection 6.2(2):

“(3) An issuer or underwriter is not required to file a report under section 6.1 for a distribution of a security if a report has been filed by another issuer or underwriter for the distribution of the same security”;

(b) in subsection 7.1(3) by adding “Alberta and” before “Ontario”; and

(c) in Form 45-106F1 *Report of Exempt Distribution*:

(i) by repealing Item 1 of Part A General Instructions and substituting the following:

“1. Filing instructions

An issuer or underwriter that is required to file a report of exempt distribution and pay the applicable fee must file the report and pay the fee as follows:

- **In British Columbia** – through BCSC eServices at <http://www.bsc.bc.ca>.
- **In Ontario** – through the online e-form available at <http://www.osc.gov.on.ca>.
- **In all other jurisdictions** – through the System for Electronic Document Analysis and Retrieval (SEDAR) in accordance with National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)* if required, or otherwise with the securities regulatory authority or regulator, as applicable, in the applicable jurisdictions at the addresses listed at the end of this form.

The issuer or underwriter must file the report in a jurisdiction of Canada if the distribution occurs in the jurisdiction, and the issuer or underwriter is relying on a specific exemption from the prospectus requirement set out in section 6.1 of the Instrument. The requirement to file this report might also be a condition of a prospectus exemption provided in a national, multilateral or local rule or instrument, or a condition of an exemptive relief order. If a distribution is made in more than one jurisdiction of Canada, the issuer or underwriter may satisfy its obligation to file the report by completing a single report identifying all purchasers, and file the report in each jurisdiction of Canada in which the distribution occurs. Filing fees payable in a particular jurisdiction are not affected by identifying all purchasers in a single report.

In order to determine the applicable fee in a particular jurisdiction of Canada, consult the securities legislation of that jurisdiction”;

APPROVED
LEGISLATIVE DRAFTING SECTION

August 30, 2018 - 2:30 p.m.

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(ii) by adding the following sentence before item 5 in the General Instructions:

“Joint purchasers may be treated as one purchaser for the purposes of Item 7(f) of this form”;

(iii) by repealing Item 9 of Part A General Instructions and substituting the following:

“9. Currency

All dollar amounts in the report must be in Canadian dollars. If the distribution was made or any compensation was paid in connection with the distribution in a foreign currency, convert the currency to Canadian dollars using the daily exchange rate of the Bank of Canada on the distribution date. If the distribution date occurs on a date when the daily exchange rate of the Bank of Canada is not available, convert the currency to Canadian dollars using the most recent daily exchange rate of the Bank of Canada available before the distribution date. For investment funds in continuous distribution, convert the currency to Canadian dollars using the average daily exchange rate of the Bank of Canada for the distribution period covered by the report.

If the distribution was not made in Canadian dollars, provide the foreign currency in Item 7(a) of the report”;

(iv) by repealing Item 12 of Part A General Instructions and substituting the following:

“12. Security codes

Wherever this form requires disclosure of the type of security, use the following security codes:

Security code	Security type
BND	Bonds
CER	Certificates (<i>including pass-through certificates, trust certificates</i>)
CMS	Common shares
CVD	Convertible debentures
CVN	Convertible notes
CVP	Convertible preferred shares
DCT	Digital coins or tokens
DEB	Debentures
DRS	Depository receipts (<i>such as American or Global depository receipts/shares</i>)
FTS	Flow-through shares
FTU	Flow-through units
LPU	Limited partnership units and limited partnership interests (<i>including capital commitments</i>)
MTG	Mortgages (<i>other than syndicated mortgages</i>)
NOT	Notes (<i>include all types of notes except convertible notes</i>)



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OPT	Options
PRS	Preferred shares
RTS	Rights
SMG	Syndicated mortgages
SUB	Subscription receipts
UBS	Units of bundled securities (<i>such as a unit consisting of a common share and a warrant</i>)
UNT	Units (<i>exclude units of bundled securities, include trust units and mutual fund units</i>)
WNT	Warrants (<i>including special warrants</i>)
OTH	Other securities not included above (<i>if selected, provide details of security type in Item 7d</i>)

”;

(v) by adding new item 13 after item 12 in Part A General Instructions:

“13. Distributions by more than one issuer of a single security

If two or more issuers distributed a single security, provide the full legal names of the co-issuers in Item 3”;

(vi) by adding a new definition in alphabetical order in item 1 of Part B titled
“Terms used in the form”:

“NRD” means National Registration Database”;

(vii) by striking out “IT IS AN OFFENCE TO MAKE A MISREPRESENTATION
IN THIS REPORT” before the heading “Item 1 - Report Type”;

(viii) by repealing Items 3 and 4 and substituting the following:

“

ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS	
Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.	
Full legal name	<input type="text"/>
Previous full legal name	<input type="text"/>
If the issuer's name changed in the last 12 months, provide most recent previous legal name.	
Website	<input type="text"/> (if applicable)
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of 'legal entity identifier'.	
Legal entity identifier	<input type="text"/>
If two or more issuers distributed a single security, provide the full legal name(s) of the co-issuer(s) other than the issuer named above.	
Full legal name(s) of co-issuer(s)	<input type="text"/> (if applicable)



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ITEM 4 – UNDERWRITER INFORMATION

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

Full legal name

Firm NRD number (if applicable)

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

Street address

Municipality

Province/State

Country

Postal code/Zip code

Telephone number

Website (if applicable)

”;

(ix) by repealing paragraph (a) of Item 5 and substituting the following:

“

a) Primary industry

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.

NAICS industry code

*If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.*

☐ Exploration ☐ Development ☐ Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

☐ Mortgages ☐ Real estate ☐ Commercial/business debt ☐ Consumer debt ☐ Private

☐ Cryptoassets

”;

(x) by repealing paragraph (c) of Item 5 of the form and substituting the following:

“

c) SEDAR profile number

Does the issuer have a SEDAR profile?

☐ No ☐ Yes If yes, provide SEDAR profile number

If the issuer does not have a SEDAR profile complete Item 5(d) - (h).

”;

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(xi) by repealing paragraphs (g) and (h) of Item 5 and substituting the following:

“

g) Public listing status	
If the issuer has a CUSIP number, provide below (first 6 digits only)	
CUSIP number	<input type="text"/>
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.	
Exchange name	<input type="text"/>
h) Size of issuer's assets	
Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.	
<input type="checkbox"/> \$0 to under \$5M	<input type="checkbox"/> \$5M to under \$25M
<input type="checkbox"/> \$100M to under \$500M	<input type="checkbox"/> \$500M to under \$1B
<input type="checkbox"/> \$25M to under \$100M	<input type="checkbox"/> \$1B or over

”;

(xii) by repealing paragraph (b) of Item 6 and substituting the following:

“

b) Type of investment fund	
Type of investment fund that most accurately identifies the issuer (select only one).	
<input type="checkbox"/> Money market	<input type="checkbox"/> Equity
<input type="checkbox"/> Alternative strategies	<input type="checkbox"/> Cryptoasset
<input type="checkbox"/> Fixed income	<input type="checkbox"/> Balanced
<input type="checkbox"/> Other (describe)	<input type="text"/>
Indicate whether one or both of the following apply to the investment fund.	
<input type="checkbox"/> Invests primarily in other investment fund issuers.	
<input type="checkbox"/> Is a UCITs Fund ¹	
¹ Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.	

”;



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(xiii) by repealing paragraph (e) of Item 6 and substituting the following:

“

e) Public listing status of the investment fund
<i>If the issuer has a CUSIP number, provide below (first 6 digits only).</i>
CUSIP number <table border="1" style="display: inline-table; width: 150px; height: 20px; vertical-align: middle;"></table>
<i>If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.</i>
Exchange name <table border="1" style="display: inline-table; width: 300px; height: 20px; vertical-align: middle;"></table>

”;

(xiv) by repealing the paragraph preceding paragraph (a) of Item 7 and substituting the following:

“

<i>If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.</i>
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”;

(xv) by repealing paragraphs (d), (e) and (f) of Item 7 and substituting the following:

“

d) Types of securities distributed						
<i>Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.</i>						
				Canadian \$		
Security code	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
e) Details of rights and convertible/exchangeable securities						
<i>If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.</i>						
Convertible / exchangeable security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio	Describe other terms (if applicable)
		Lowest	Highest			



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f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of unique purchasers ^{2a}	Total amount (Canadian \$)
Total dollar amount of securities distributed			
Total number of unique purchasers ^{2b}			

^{2a} In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

^{2b} In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

(xvi) by repealing the portion of Item 9 preceding paragraph (a) and substituting the following:

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

If the issuer is an investment fund, do not complete Item 9. Proceed to Item 10.

Indicate whether the issuer is any of the following (select the one that applies – if more than one applies, select only one).

☐ Reporting issuer in any jurisdiction of Canada

☐ Foreign public issuer

☐ Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶

☐ Provide name of reporting issuer

☐ Wholly owned subsidiary of a foreign public issuer ⁶

Provide name of reporting issuer

☐ Issuer distributing only eligible foreign securities and the distribution is to permitted clients only ⁷

If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.

⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of 'eligible foreign security' and 'permitted client' in Part B(1) of the Instructions.

☐ If the issuer is none of the above, check this box and complete Item 9(a) – (c).

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(xvii) by repealing Item 10 and substituting the following:

“

ITEM 10 – CERTIFICATION

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

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

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

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

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

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

Name of issuer/underwriter/
investment fund manager/agent

Full legal name of individual

Family name

First given name

Secondary given names

Title

Telephone number

Email address

Signature

Date

<input type="text"/>	<input type="text"/>	<input type="text"/>
YYYY	MM	DD

”;

(xviii) by repealing paragraph (b) of Schedule 1 and substituting the following:

“ **b) Legal name of purchaser**

If two or more individuals have purchased a security as joint purchasers, provide information for each purchaser under the columns for family name, first given name and secondary given names, if applicable, and separate the individuals' names with an ampersand. For example, if Jane Jones and Robert Smith are joint purchasers, indicate “Jones & Smith” in the family name column.

1. Family name
2. First given name
3. Secondary given names (if applicable)
4. Full legal name of non-individual (if applicable)”;

(xix) by repealing paragraphs (e) and (f) of Schedule 1 and substituting the following:

“ e) **Details of exemption relied on**

1. Rule, section and subsection number
2. If relying on section 2.3 [*Accredited investor*] of NI 45-106, provide the paragraph number in the definition of ‘accredited investor’ in section 1.1 of NI 45-106 that applies to the purchaser. (*select only one - if the purchaser is a permitted client that is not an individual, “NIPC” can be selected instead of the paragraph number*)
3. If relying on section 2.5 [*Family, friends and business associates*] of NI 45-106, provide:
 - a. the paragraph number in subsection 2.5(1) that applies to the purchaser (select only one); and
 - b. if relying on paragraphs 2.5(1)(b) to (i), provide:
 - i. the name of the director, executive officer, control person, or founder of the issuer or affiliate of the issuer claiming a relationship to the purchaser. (*Note: if Item 9(a) has been completed, the name of the director, executive officer or control person must be consistent with the name provided in Item 9 and Schedule 2.*)
 - ii. the position of the director, executive officer, control person, or founder of the issuer or affiliate of the issuer claiming a relationship to the purchaser.
4. If relying on subsection 2.9(2) or, in Alberta, New Brunswick, Nova Scotia, Ontario, Québec, or Saskatchewan, subsection 2.9(2.1) [*Offering memorandum*] of NI 45-106 and the purchaser is an eligible investor, provide the paragraph number in the definition of ‘eligible investor’ in section 1.1 of NI 45-106 that applies to the purchaser. (*select only one*)

“ f) **Other information**

Paragraphs f)1. and f)2. do not apply if any of the following apply:

- (a) *the issuer is a foreign public issuer;*
 - (b) *the issuer is a wholly owned subsidiary of a foreign public issuer;*
 - (c) *the issuer is distributing only eligible foreign securities and the distribution is to permitted clients only.*
1. Is the purchaser a registrant? (Y/N)
 2. Is the purchaser an insider of the issuer? (Y/N) (*not applicable if the issuer is an investment fund*)
 3. Full legal name of person compensated for distribution to purchaser. If a person compensated is a registered firm, provide the firm NRD number only. (*Note: the names must be consistent with the names of the persons compensated as provided in Item 8.*)”;

(xx) by repealing the last paragraph under the heading “INSTRUCTIONS FOR SCHEDULE 1” and substituting the following:

“**Reports filed under paragraph 6.1(1)(j) [TSX Venture Exchange offering] of NI 45-106** – For reports filed under paragraph 6.1(1)(j) [TSX Venture Exchange offering] of NI 45-106, Schedule 1 must list the total number of purchasers by jurisdiction only, and is not required to include the name, residential address, telephone number or email address of the purchasers”; **and**

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(xxi) by repealing the portion of the form under the heading “Questions” and substituting the following:

“Refer any questions to:

Alberta Securities Commission

Suite 600, 250 – 5th Street SW
Calgary, Alberta T2P 0R4
Telephone: 403-297-6454
Toll free in Canada: 1-877-355-0585
Facsimile: 403-297-2082
Public official contact regarding indirect collection of information: FOIP Coordinator

British Columbia Securities Commission

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

The Manitoba Securities Commission

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

Financial and Consumer Services Commission (New Brunswick)

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

Government of Newfoundland and Labrador

Financial Services Regulation Division

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

Government of the Northwest Territories

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

Nova Scotia Securities Commission

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



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Government of Nunavut

Department of Justice

Legal Registries Division
P.O. Box 1000, Station 570
1st Floor, Brown Building
Iqaluit, Nunavut X0A 0H0
Telephone: 867-975-6590
Facsimile: 867-975-6594

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

Ontario Securities Commission

20 Queen Street West, 22nd Floor
Toronto, Ontario M5H 3S8
Telephone: 416-593- 8314
Toll free in Canada: 1-877-785-1555
Facsimile: 416-593-8122

Email: exemptmarketfilings@osc.gov.on.ca

Public official contact regarding indirect collection of information: Inquiries Officer

Prince Edward Island Securities Office

95 Rochford Street, 4th Floor Shaw Building
P.O. Box 2000
Charlottetown, Prince Edward Island C1A 7N8
Telephone: 902-368-4569
Facsimile: 902-368-5283

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

Autorité des marchés financiers

800, rue du Square Victoria, 22e étage
C.P. 246, Tour de la Bourse
Montréal, Québec H4Z 1G3

Telephone: 514-395-0337 or 1-877-525-0337

Facsimile: 514-873-6155 (For filing purposes only)

Facsimile: 514-864-6381 (For privacy requests only)

Email: financementdesocietes@lautorite.qc.ca

(For corporate finance issuers); fonds_dinvestissement@lautorite.qc.ca (For investment fund issuers)

Public official contact regarding indirect collection of information: Corporate Secretary

Financial and Consumer Affairs Authority of Saskatchewan

Suite 601 - 1919 Saskatchewan Drive
Regina, Saskatchewan S4P 4H2
Telephone: 306-787-5879
Facsimile: 306-787-5899

Public official contact regarding indirect collection of information: Director

Office of the Superintendent of Securities

Government of Yukon

Department of Community Services

307 Black Street, 1st Floor
P.O. Box 2703, C-6
Whitehorse, Yukon Y1A 2C6
Telephone: 867-667-5466
Facsimile: 867-393-6251
Email: securities@gov.yk.ca

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

Coming into force

3(1) Subject to subsection (2), these regulations come into force on October 5, 2018.

(2) If these regulations are filed with the Registrar of Regulations after October 5, 2018, these regulations come into force on the day on which they are filed with the Registrar of Regulations.

