

Annex M

Local Matters

Amendment of General Ruling/Order 71-801 *Multi Jurisdictional Disclosure System*

We will be proposing to amend our attached General Ruling/Order 71-801 *Multi Jurisdictional Disclosure System* to update sections references/add new sections references as a result of the proposed amendments.

Authority for Proposed Amendments

The following provisions of *The Securities Act, 1988* (Saskatchewan) (the Act) provide the Financial and Consumer Affairs Authority of Saskatchewan (the Authority) with the authority to make the Proposed Bid Amendments, Proposed Market Price Amendment and Consequential Amendments:

- Paragraph 154(1)(z) of the Act authorizes the Authority to make regulations respecting any matter necessary or advisable for regulating offers to acquire securities, acquisitions or redemptions of securities, business combinations or related party transactions;
- Paragraph 154(1)(nn) of the Act authorizes the Authority to make regulations defining words and expressions used in the Act but not defined in the Act.



Saskatchewan
Financial Services
Commission
Securities Division

GENERAL RULING/ORDER 71-801 MULTIJURISDICTIONAL DISCLOSURE SYSTEM

IN THE MATTER OF
THE SECURITIES ACT, 1988, SS 1988, c. S-42.2

AND

IN THE MATTER OF IMPLEMENTING NATIONAL INSTRUMENT 71-102 *THE
MULTIJURISDICTIONAL DISCLOSURE SYSTEM*

GENERAL ORDER Section 160

WHEREAS the Saskatchewan Securities Commission made General Ruling/Order 71-801 *Multijurisdictional Disclosure System* (GRO 71-801 dated August 23, 2000 that provided exemptions from the prospectus requirements and take-over and issuer bid requirements under Saskatchewan securities laws necessary to implement National Instrument 71-101 *The Multijurisdictional Disclosure System* (NI 71-101) (the MJDS);

AND WHEREAS in spring 2008 National Instrument 41-101 *General Prospectus Requirements* (NI 41-101) and Multilateral Instrument 62-104 *Take-over Bid and Issuer Bids* (MI 62-104) were adopted and equivalent provisions in *The Securities Act, 1988* (the Act) were repealed;

AND WHEREAS it is necessary to repeal and restate GRO 71-801;

AND WHEREAS the Commission has assigned to the Director of the Securities Division of the Commission (the "Director") the power to make exemption orders and rulings under provisions of the Act including orders and rulings of general application;

AND WHEREAS the Director is satisfied that it would not be prejudicial to the public interest to make this Order;

IT IS HEREBY ORDERED pursuant to section 158(3) and section 160 of the Act that GRO 71-801 is repealed and replaced with the following:

MJDS Prospectuses

1. NI 41-101 does not apply to a distribution of securities under an MJDS prospectus in compliance with NI 71-101 provided that:

- a. for a distribution of a preliminary prospectus, the dealer complies with section 16(1)(a) of NI 41-101; and
- b. in connection with the lapse date of a prospectus under section 17.2 of NI 41-101, the distribution of securities under a prospectus pursuant to NI 71-101 is in relation to a rule 415 offering;

Application of MI 62-104 to bids for securities of U.S. issuers

2. Subject to section 3, the following provisions of MI 62-104 do not apply to a bid made in compliance with Part 12 of NI 71-101:
 - a. sections 2.2, 2.3, 2.7, 2.9, 2.13, 2.23, 2.24, 2.25, 2.27 to 2.32, 2.34 and 3.2;
 - b. subsections 2.10(3), 2.10(4), 2.11(4), 2.12(2), 2.12(3), 2.12(4), 2.12(5), 2.26(1), 2.26(2), 2.26(3) and 3.3(1);
 - c. section 2.4, section 2.5 and subsection 2.26(4), unless 20 percent or more of each class of securities that is subject to the bid is held by persons whose last address as shown on the books of the issuer is in Canada, as determined in accordance with subsections 12.1(2), (3) and (4) of NI 71-101;
 - d. section 2.8, but only to the extent that the offeror need not deliver the bid to holders of securities that, before the expiry of the bid, are convertible into securities of the class that is subject to the bid and whose last address as shown on the books of the offeree issuer is in Saskatchewan; and
 - e. the requirement in subsection 2.10(1) that a bid circular be in the required form;
3. Despite section 2, an offeror under a bid must file a copy of any bid circular, notice of change, and notice of variation on the day the bid circular, notice of change or notice of variation, as applicable, is sent, or as soon as practicable after that;

Application of the Act and MI 62-104 in respect of MJDS directors' circulars and MJDS individual director's or officer's circulars

4. Subsection to section 5, the following provisions of the Act and MI 62-104 do not apply to directors or individual directors or officers that elect to comply with U.S. federal securities law under Part 12 of NI 71-101 in preparing a directors' circular or individual director's or officer's circular in relation to a take-over bid made for securities of the offeree issuer under Part 12 of NI 71-101:
 - a. section 100 of the Act;
 - b. section 2.19 of MI 62-104; and
 - c. subsections 2.17(2), 2.17(3), 2.17(4), 2.18(2), 2.20(2), 2.20(3), 2.20(4), 2.20(5), 2.20(6) and 2.20(7) of MI 62-104;
5. Despite section 4, a director, and an individual director or officer must file a copy of any directors' circular, individual director's or officer's circular, notice of change, and notice of variation on the day

the circular, notice of change or notice of variation, as applicable, is sent or as soon as practicable after that.

DATED November 17, 2008.

“Barbara Shourounis”

Barbara Shourounis
Director, Securities Division