

CSA Notice and Request for Comment

Proposed Amendments to National Instrument 45-106 *Prospectus Exemptions* relating to Reports of Exempt Distribution

August 13, 2015

Introduction

The Canadian Securities Administrators (**CSA** or **we**), are publishing for a 60-day comment period proposed amendments (the **Proposed Amendments**) to National Instrument 45-106 *Prospectus Exemptions* (**NI 45-106**) that would introduce a new harmonized report of exempt distribution (the **Proposed Report**) and make related changes to Companion Policy 45-106CP *Prospectus Exemptions* (**45-106CP**). For Alberta, Saskatchewan, Ontario and New Brunswick, the Proposed Amendments constitute a republication of the March 2014 Proposals (as defined below).

The Proposed Report is set out in Annex A of this notice. The text of other Proposed Amendments is set out in Annex B, Annex C and, as applicable, in Annex H regarding local matters. This notice will also be available on the following websites of CSA jurisdictions:

www.bcsc.bc.ca
www.albertasecurities.com
www.fcaa.gov.sk.ca
www.msc.gov.mb.ca
www.osc.gov.on.ca
www.lautorite.qc.ca
www.fcnb.ca
nssc.novascotia.ca

Substance and Purpose

The Proposed Report

Currently, issuers who rely on certain prospectus exemptions to distribute securities are required to file a report of exempt distribution within the prescribed timeframe. In all CSA jurisdictions except British Columbia, the form of report is Form 45-106F1 *Report of Exempt Distribution* (**Form 45-106F1**). In British Columbia, the form of report is Form 45-106F6 *British Columbia Report of Exempt Distribution* (**Form 45-106F6**, which together with Form 45-106F1 are referred to as the **Current Reports**).

The Proposed Amendments would replace the Current Reports with the Proposed Report.

The Proposed Report is intended to:

1. reduce the compliance burden for issuers and underwriters by having a harmonized report of exempt distribution; and
2. provide securities regulators with the necessary information to facilitate more effective regulatory oversight of the exempt market and improve analysis for policy development purposes.

Filing Deadlines for Investment Funds

Currently, investment funds using certain prospectus exemptions have the option to report annually within 30 days after their financial year-end instead of within 10 days after a distribution. We propose to change the deadline for investment funds reporting annually to be within 30 days after the *calendar year-end* (i.e. by January 30) to improve the comparability and timeliness of the information collected. The March 2014 Proposals contemplated that investment funds would be required to report on a quarterly basis. The jurisdictions that published the March 2014 Proposals have decided not to proceed with the quarterly filing requirement.

Transition

Beginning on the date the Proposed Amendments come into force, all issuers required to file a report of exempt distribution, including investment funds that file annually, must file the Proposed Report. We do propose a transition period for the change in the filing deadline for investment funds. Investment funds filing on an annual basis would be expected to file the Proposed Report within 30 days after their financial year-end until the end of the calendar year that the Proposed Amendments come into force. By January 30 of the calendar year following the coming into force of the Proposed Amendments, all investment funds that file annually would be required to conform to the amended filing deadline requirement.

Background

There were two prior proposals by CSA jurisdictions related to the Current Reports, as summarized below. Comments from the prior proposals have informed this proposal.

The February 2014 Proposals

On February 27, 2014, the CSA published for comment proposed amendments to the Current Reports in conjunction with proposed amendments to NI 45-106 relating to the accredited investor and minimum amount investment prospectus exemptions (the **February 2014 Proposals**).

The February 2014 Proposals proposed to gather additional information related to:

- the category of accredited investor for each purchaser,
- updated industry categories, and

- any person being compensated in connection with the distribution, including identifying the purchasers in respect of which the person received compensation.

The March 2014 Proposals

On March 20, 2014, Alberta, Saskatchewan, Ontario and New Brunswick published for comment two new proposed forms for reporting exempt distributions (the **March 2014 Proposals**):

- proposed Form 45-106F10 *Report of Exempt Distribution For Investment Fund Issuers* (**Proposed Form 45-106F10**), and
- proposed Form 45-106F11 *Report of Exempt Distribution For Issuers Other Than Investment Funds* (**Proposed Form 45-106F11**).

Proposed Form 45-106F10 and Proposed Form 45-106F11 were intended to streamline exempt market reporting in applicable jurisdictions and obtain additional information about issuers, registrants and investors to enhance our ability to monitor exempt market activity. The Proposed Report has a similar objective. Notable differences between the March 2014 Proposals and the Proposed Report are summarized in Annex G.

Summary of Key Comments Received

A list of commenters who responded to the February 2014 Proposals and the March 2014 Proposals can be found in Annex D.

The February 2014 Proposals

The comment period on the February 2014 Proposals expired on May 28, 2014. The CSA received written submissions that addressed the proposed amendments to the Current Reports from 15 commenters, which can be viewed on the Alberta Securities Commission (**ASC**) website at www.albertasecurities.com, the Ontario Securities Commission (**OSC**) website at www.osc.gov.on.ca and the Autorité des marchés financiers (**AMF**) website at www.lautorite.qc.ca.

The March 2014 Proposals

The comment period on the March 2014 Proposals expired on June 18, 2014. The ASC, Financial and Consumer Affairs Authority of Saskatchewan, OSC and Financial and Consumer Services Commission (New Brunswick) received written submissions from 30 commenters, which can be viewed on the ASC website at www.albertasecurities.com and on the OSC website at www.osc.gov.on.ca.

We thank all commenters for their input. Summaries of their comments, together with our responses, are contained in Annex E and Annex F.

Summary of Proposed Changes to the March 2014 Proposals

After considering the comments received, the Proposed Amendments reflect changes to the March 2014 Proposals as set out in Annex G.

Summary of the Proposed Amendments

The Proposed Report requires disclosure of the following information:

- details about the issuer including its size and primary business activity,
- identities of the directors, executive officers, control persons and promoters of certain issuers,
- details about the securities distributed and, for certain jurisdictions, details about the documents provided in connection with the distribution,
- specific details about the exemptions relied on, both on an aggregate and per investor basis, and
- details about compensation paid to registrants, connected persons, insiders and employees of the issuer or the investment fund manager (**IFM**) involved in the distribution.

For investment fund issuers, the Proposed Report also requires disclosure regarding the size of the fund, the general category of the fund and net proceeds to the fund.

The Proposed Report contemplates carve-outs from certain information requirements for:

- investment fund issuers,
- reporting issuers and their wholly owned subsidiaries,
- foreign public issuers and their wholly owned subsidiaries, and
- issuers distributing eligible foreign securities only to permitted clients.

Framework of the Proposed Report

We have streamlined the Proposed Report not to require certain information that can be gathered through an issuer's continuous disclosure filings, an issuer's profile on the System for Electronic Document Analysis and Retrieval (**SEDAR**) or a registrant firm's National Registration Database (**NRD**) profile.

The table below describes the key differences between the Proposed Report and the Current Reports together with an explanation of the rationale for the requirement.

Information Requested	Rationale
Identifiers	
Firm NRD number for the underwriter, IFM and registrant being compensated	Disclosure of this unique identifier would allow securities regulators to accurately link information available through NRD to assist in our compliance program. Disclosure would also reduce duplication

Information Requested	Rationale
	where information required to be disclosed in the Proposed Report is available in NRD.
SEDAR profile number	Disclosure of the SEDAR profile number would assist securities regulators to access information about the issuer that is filed on SEDAR and part of the issuer's SEDAR profile. Issuers that provide a SEDAR profile number would not be required to complete certain sections of the Proposed Report.
Legal entity identifier of issuer	<p>The Global Legal Entity Identifier System is a system that provides a globally accepted standard for unique identification of parties to financial transactions. This system is overseen by the Legal Entity Identifier Regulatory Oversight Committee. Reporting the legal entity identifier for issuers that have one would help:</p> <ul style="list-style-type: none"> • address long-standing issues with entity identification, • provide a mechanism for linking exempt market reporting with derivative transaction reporting as well as other information collected for the purpose of monitoring systemic risk, and • build a more comprehensive risk profile for entities that operate in the exempt market.
CUSIP number	A CUSIP number is a nine character alphanumeric identifier that uniquely identifies a financial security. Disclosure of CUSIP numbers, if available, would facilitate additional information gathering about the issuer and the securities being distributed to better inform policy making and monitor exempt market activity.
Item 4 – Issuer Information (Non-Investment Fund Issuers)	
Primary industry of issuer	<p>The Current Reports require the issuer to select its industry group from a limited number of CSA-selected categories that do not match any standard industry classification. These categories also do not include all issuer industries resulting in a large proportion of uncategorized issuers.</p> <p>To resolve these issues, we propose to change the industry categories to align with the North American Industry Classification System (NAICS) that is</p>

Information Requested	Rationale
	<p data-bbox="678 254 1370 432">maintained in Canada by Statistics Canada. NAICS is widely used in North America by a number of government agencies (e.g. Canada Revenue Agency, Industry Canada and British Columbia Statistics) to track industry statistics.</p> <p data-bbox="678 468 1395 684">The Proposed Report would require issuers to disclose the six-digit NAICS code that most closely corresponds to their main business activity. Based on our research, we believe NAICS will be familiar to many issuers. Statistics Canada also provides a web-based search tool for issuers to locate their relevant industry category.</p> <p data-bbox="678 720 1403 898">The use of a comprehensive and standardized industry classification system would enable us to better understand exempt market activity and link it with other macro-level statistics to assist in more informed policy making.</p> <p data-bbox="678 934 1398 1150">The Proposed Report would also require issuers in the mining industry to disclose their stage of operations and issuers involved in certain investment activities to disclose their primary asset holdings. We believe these classifications are consistent with how these industries are often analyzed.</p>
<p data-bbox="201 1184 586 1255">Number of employees of the issuer</p>	<p data-bbox="678 1184 1386 1329">We propose to require issuers to indicate their number of employees, which will serve as a proxy for the size of the issuer. The Proposed Report lists four broad ranges of employee numbers for issuers to select.</p> <p data-bbox="678 1365 1403 1436">The selected ranges representing the number of employees provide a sufficient metric for size because:</p> <ul data-bbox="727 1457 1403 1892" style="list-style-type: none"> <li data-bbox="727 1457 1377 1602">• they are broadly consistent with those used by Statistics Canada to differentiate between small, medium and large businesses and so will already be familiar to some issuers, <li data-bbox="727 1608 1403 1709">• reporting such a range is likely to be less commercially sensitive than reporting the actual number of employees or revenue of the issuer, and <li data-bbox="727 1715 1403 1892">• information about the size of the issuer would assist us in policy development, such as by helping to assess whether capital raising prospectus exemptions are benefiting small and medium sized businesses.

Information Requested	Rationale
<p>Additional information from issuers without a SEDAR profile</p>	<p>Certain information about an issuer can be obtained from its SEDAR profile.</p> <p>The Proposed Report would require disclosure of the following if the issuer does not have a SEDAR profile:</p> <ul style="list-style-type: none"> • date of formation, • financial year-end, • jurisdictions where reporting, • stock exchange listings, and • size of assets. <p>We believe this information is relevant for our analysis of exempt market activity and allows us to have comparable information across all issuers. Also refer to “Filing Systems” below.</p>
<p>Item 5 – Directors, Executive Officers, Control Persons and Promoters of Non-Investment Fund Issuers</p>	
<p>Name, title and province, state or country of residence of directors, executive officers, control persons or promoters</p>	<p>The British Columbia Securities Commission (BCSC) currently requires disclosure of this information for directors, executive officers, control persons and promoters of certain non-reporting issuers in Form 45-106F6. If the control person or promoter is not an individual, information about the directors and executive officers of that control person or promoter would also be required. The collection of this type of information would be new for jurisdictions that currently require filing of Form 45-106F1.</p> <p>We believe that this information is important to bring greater transparency to the exempt market, facilitate our oversight of this market and enhance our compliance programs. This information would allow us to identify connections between issuers through related executives, directors and control persons. We think this information would also assist investors by:</p> <ul style="list-style-type: none"> • providing them with useful information for performing due diligence about an issuer, and • leveling the playing field between investors and an issuer’s insiders and promoters. <p>The Proposed Report would not require this information from:</p> <ul style="list-style-type: none"> • reporting issuers and their wholly owned

Information Requested	Rationale
	<p>subsidiaries,</p> <ul style="list-style-type: none"> • foreign public issuers and their wholly owned subsidiaries, and • issuers distributing eligible foreign securities only to permitted clients. <p>We do not believe that it is necessary to require this information in the Proposed Report if the information would be publicly available for the issuer or its parent, or where the issuer is distributing an eligible foreign security only to permitted clients.</p>
<p>Number and total amount paid for voting securities of the issuer beneficially owned or directly or indirectly controlled</p>	<p>The BCSC currently requires reporting of the number and type of securities owned by directors, executive officers, control persons and promoters in Form 45-106F6, in addition to the total price paid for such securities. The collection of this type of information would be new for jurisdictions that currently require filing of Form 45-106F1.</p> <p>We think that this information would increase transparency in the exempt market and provide investors with an understanding of who controls the voting securities of the issuer and how much the management and principals of the issuer have invested in the business. The Proposed Report would not require this information from certain issuers as explained above.</p>
<p>Item 6 – Investment Fund Issuer Information</p>	
<p>Type of investment fund</p>	<p>Non-investment fund issuers are required to identify their industry type in the Current Reports. We propose to require investment fund issuers to identify what type of investment fund they are in order to better understand fund types that are most active in the exempt market.</p> <p>This reporting would also increase our ability to profile exempt market activity by the investment fund industry and support the CSA’s evidence-based policy initiatives.</p>
<p>Net asset value (NAV)</p>	<p>Information about the NAV of a fund will assist securities regulators to understand the size of funds operating in the exempt market, such as foreign investment funds accessing the Canadian market, and further inform policy development for investment funds.</p>

Information Requested	Rationale
Other	<p>The Proposed Report would require the following information from investment fund issuers that would provide additional insight into the profile of issuers that operate in the exempt market:</p> <ul style="list-style-type: none"> • date of formation, • financial year-end, • jurisdictions where reporting, and • stock exchange listings.
Item 7 – Information About the Distribution	
Type of securities distributed	<p>While the Current Reports require a description of the type of securities distributed, the Proposed Report would require this information to be provided in a more structured format, using specific 3-letter codes.</p> <p>Receiving this information in a structured format would improve the consistency of the information we receive in reports, making our oversight processes more efficient. Having greater insight into the types of securities that are being distributed in the exempt market would assist us in trend analysis, compliance programs and policy development.</p>
Net proceeds to the investment fund	<p>The information from the Current Reports reflects purchases only and not redemptions of investment fund securities. As most investment funds offer some redemption rights, the purchase amount likely overstates the size of the market.</p> <p>We believe that gathering information about redemptions as well as purchases would provide a more complete picture of fund flows by investment fund issuers in the exempt market.</p>
Offering materials	<p>The Proposed Report would require filers to list all offering materials that are required to be filed or delivered in connection with the distribution under the securities legislation of Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia. For example, the issuer or underwriter would be required to list:</p> <ul style="list-style-type: none"> • offering memoranda and any other documents that are required to be filed under section 2.9 [<i>Offering memorandum</i>] of NI 45-106.

Information Requested	Rationale
	<ul style="list-style-type: none"> offering memoranda that are voluntarily provided, and required to be delivered to the OSC under section 5.4 [<i>Delivery of offering memorandum</i>] of OSC Rule 45-501 <i>Ontario Prospectus and Registration Exemptions</i>. <p>This is a reporting requirement only; the Proposed Amendments would not impose any new requirements to file or deliver offering documents. However, to the extent that new requirements to file or deliver offering materials arise in the applicable jurisdictions, issuers would be required to list such materials. For instance, on March 20, 2014, certain jurisdictions published for comment proposals to require delivery of offering materials in connection with proposed Multilateral Instrument 45-108 <i>Crowdfunding</i> as well as the delivery of marketing materials and financial statements in connection with proposed changes to the offering memorandum prospectus exemption. These proposals remain under consideration by separate CSA initiatives.</p> <p>Notably, there are no proposals that contemplate extending the requirement to provide marketing materials to apply to distributions under the accredited investor prospectus exemption and such materials are not required to be listed in the Proposed Report.</p>
Item 8 – Compensation Information	
Identity of insiders, registrants or other individuals or entities being compensated	<p>The BCSC currently requires disclosure in Form 45-106F6 of whether the person being compensated is a registrant or insider of the issuer. The Proposed Report would continue to require this information.</p> <p>The Proposed Report would also require further information about persons being compensated, such as whether that person is an employee of the issuer or connected to the issuer. This additional information would enable us to assess the prevalence of financial relationships among connected persons and issuers.</p> <p>Having detailed information about these arrangements would allow us to enhance our existing compliance oversight program of the exempt market, as well as make future improvements to securities regulations impacting the exempt market.</p>

Information Requested	Rationale
Schedule 1 – Addresses of Directors, Executive Officers, Control Persons and Promoters¹	
Full residential address	<p>While the BCSC currently requires disclosure of municipality and country in Form 45-106F6, the collection of full residential address information for issuers that are required to complete item 5 of the Proposed Report would be new for all jurisdictions.</p> <p>We believe that this information would assist us to more effectively allocate compliance resources.</p>
Business contact information for CEO of issuer	<p>Consistent with the reporting requirement in item 5, the Proposed Report would require the filer to provide the email address of the chief executive officer of certain issuers.</p> <p>We are requesting this information to assist us in addressing past challenges with contacting persons at issuers who are capable of answering questions about the distribution.</p>
Schedule 2 – Purchaser Information²	
Information about exemption relied on	<p>To assist in our compliance programs and future policy development, the Proposed Report would require the issuer or underwriter to identify the exemption relied upon in more detail, by requiring the section, subsection and paragraph of the exemption, where applicable.</p> <p>For example, the Proposed Report would require the issuer or underwriter to specify which category of accredited investor or eligible investor the purchaser met.</p> <p>The Proposed Report would only require the issuer or underwriter to identify one category, as opposed to all categories for which a purchaser is eligible, as proposed in the February 2014 Proposals and the March 2014 Proposals.</p>

¹ Address information will not be publicly available.

² Purchaser information will not be publicly available.

Information Requested	Rationale
<p>Identification of whether the purchaser is an insider of the issuer or a registrant</p>	<p>While the BCSC currently requires disclosure of whether the purchaser is a registrant or an insider of the issuer in Form 45-106F6, collection of this information would be new for jurisdictions that currently require filing of Form 45-106F1.</p> <p>We believe this information would be useful for identifying connections between purchasers and issuers, which would facilitate our oversight of the exempt market and enhance our compliance programs.</p>
<p>Identification of person or firm being compensated for each purchaser</p>	<p>The Proposed Report would require the issuer or underwriter to specifically identify the person that was compensated for a distribution made to each purchaser. This information would enhance our compliance programs, provide us with better information about the financial relationships that exist between issuers and the person(s) being compensated, and allow us to monitor unregistered finders, compensation rates of finders and whether registrants are trading in jurisdictions where they are not registered.</p>

Filing Systems

In British Columbia and Ontario, issuers and underwriters are required to file reports electronically. We have designed the Proposed Report to be filed using the current filing systems available in these provinces. We have also considered how the Proposed Report would be filed using SEDAR, as contemplated by an initiative of all CSA jurisdictions other than British Columbia and Ontario.³

For a cross-country distribution, we anticipate that an issuer or underwriter would be able to file the Proposed Report by completing the OSC's electronic form and subsequently filing an electronic copy of the report generated by the OSC's system on BCSC eServices and SEDAR. Furthermore, an issuer or underwriter that prepares a report for filing on SEDAR would be able to file that same report on BCSC eServices and vice versa.

A longer-term CSA project is underway to create a single integrated filing system for reports of exempt distribution that would further reduce regulatory burden on market participants. The integrated filing system would be part of the larger CSA systems renewal project for which a Request for Proposal was released and responses are currently being evaluated.

³ See Multilateral CSA Notice Request for Comment Proposed Amendments to National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)* and Multilateral Instrument 13-102 *System Fees for SEDAR and NRD*, published on June 30, 2015.

Local Matters

In addition to the notice regarding British Columbia ministerial approval below, Annex H is being published in British Columbia, Saskatchewan and Ontario in order to set out related proposed changes to local securities legislation or provide additional information that is relevant to those jurisdictions only.

Notice – British Columbia ministerial approval in principle

The *Rule Making Procedure Regulation* under the *Securities Act* (British Columbia) generally requires the BCSC, before making a rule or amending an existing rule, to obtain the minister's approval in principle. However, the *Rule Making Procedure Regulation* allows the BCSC to proceed to publish a proposed rule without the minister's approval in principle provided the notice states that the minister's approval in principle for the proposed rule had not been obtained by the date of publication. The BCSC had not obtained the minister's approval in principle for the Proposed Amendments by the date of publication.

Request for Comments

We welcome your comments on the Proposed Amendments. In addition to any general comments you may have, we also invite comments on the following specific questions:

1. The information collected in the Proposed Report would enhance our understanding of exempt market activity and, as a result, facilitate more effective regulatory oversight of the exempt market and inform our decisions about regulatory changes to the exempt market. Do the reporting requirements of the Proposed Report strike an appropriate balance between: (i) the benefits of collecting this information, and (ii) the compliance burden that may result for issuers and underwriters? If not, please explain.
2. Are there reasons why any of the information requested in the Proposed Report should not be required? Is there any alternative or additional information, including as requested in the March 2014 Proposals, that would better support compliance or policy analysis?
3. The Proposed Report would require information about the issuer's size by number of employees, size of total assets or, for investment funds, net asset value. Are there other metrics that would be more appropriate to assess the issuer's size? Do the pre-selected ranges compromise sensitive financial or operational information about non-reporting issuers that participate in the exempt market?
4. The Proposed Report would require issuers, other than investment funds, to use the NAICS codes to identify their primary industry. As noted above, using a standard industry classification is intended to provide securities regulators with more consistent information on the industries accessing the exempt market and to facilitate more direct comparison to other statistical information using the same classification, such as reports from Statistics Canada. Would the application of NAICS present challenges for issuers? Are there alternative standard industry classification systems that may be more appropriate? If so, please specify.

5. The Proposed Report would not require: (i) foreign public issuers and their wholly owned subsidiaries, or (ii) issuers that distribute eligible foreign securities only to permitted clients, to disclose information about their directors, executive officers, control persons and promoters. Do these carve-outs provide appropriate relief to issuers that are either subject to certain foreign reporting regimes or have their mind and management outside of Canada? If not, please explain.
6. The Proposed Report would require public disclosure of the number of the issuer's voting securities owned or controlled by directors, executive officers, control persons and promoters of certain non-reporting issuers, and the amount paid for them. This information is intended to provide valuable information for investors and increase transparency in the exempt market. Would disclosure of the percentage of voting securities owned or controlled by directors, executive officers, control persons and promoters of the issuer also be useful information for potential or existing investors?
7. The Proposed Report would require the disclosure of the residential address of directors, executive officers, control persons and promoters of certain non-reporting issuers in a separate schedule that would not be publicly available. Do you have any concerns regarding the requirement to disclose this information to securities regulators?
8. The information collected in the Proposed Report will be publicly available with the exception of the information required in Schedule 1 and Schedule 2. Does the Proposed Report appropriately delineate between public and non-public information? In particular:
 - a. Would non-reporting issuers have specific concerns regarding the public disclosure of this information and, if so, why?
 - b. Is the publication of firm NRD number, which will help identify the involvement of a registrant in a distribution for compliance purposes, appropriate?
9. In an effort to simplify and streamline the exempt market reporting regime for market participants, the Proposed Amendments would create one form for all issuers, with some items applicable only to non-investment fund issuers and some items applicable only to investment fund issuers. Should we require a specific form for investment fund issuers, as proposed in the March 2014 Proposals and, if so, why?
10. The Proposed Report would change the deadline for investment funds reporting annually to within 30 days after the calendar year-end (i.e. by January 30), rather than 30 days following their financial year-end. The purpose of this proposed change is to improve the timeliness and comparability of information from all investment fund issuers, regardless of their different financial year-ends. Would this proposed change present a significant burden for investment fund issuers?
11. The Proposed Report includes Schedule 1 and Schedule 2, which would be required to be filed in electronic format. We anticipate that filing in electronic format will improve our

information collection, enhance our ability to conduct compliance and policy analysis, and potentially lead to technological efficiencies for filers. If we were to provide templates in Excel format, would there be any specific technological barriers that would be burdensome for filers to overcome? If so, are there other formats that would be less burdensome and would accomplish the same goals of filing in the proposed format?

Please submit your comments in writing on or before October 13, 2015. If you are not sending your comments by email, please send a CD or USB drive containing the submissions (in Microsoft Word format).

Address your submission to all of the CSA as follows:

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Superintendent of Securities, Department of Justice and Public Safety, Prince Edward Island
Securities Commission of Newfoundland and Labrador
Superintendent of Securities, Yukon Territory
Superintendent of Securities, Northwest Territories
Superintendent of Securities, Nunavut

Deliver your comments **only** to the addresses below. Your comments will be distributed to the other participating CSA jurisdictions.

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We cannot keep submissions confidential because securities legislation in certain provinces requires publication of a summary of the written comments received during the comment period. Please note that comments received will be made publicly available and posted on websites of the ASC at www.albertasecurities.com, the OSC at www.osc.gov.on.ca and the AMF at www.lautorite.qc.ca, and may be posted on the websites of certain other securities regulatory authorities. You should not include personal information directly in the comments to be published. It is important that you state on whose behalf you are making the submission.

Content of Annexes

This notice contains the following annexes:

Annex A – Proposed Report

Annex B – Other Proposed Amendments to NI 45-106

Annex C – Proposed Changes to 45-106CP

Annex D – List of Commenters

Annex E – Summary of Comments on the February 2014 Proposals

Annex F – Summary of Comments on the March 2014 Proposals

Annex G – Summary of Notable Differences between the March 2014 Proposals and the Proposed Report

Annex H – Local Matters

Questions

Please refer your questions to any of the following:

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