

Updated List of Current CSA Exempt Market Initiatives

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Introduction

Modernization of the exempt market regulatory regime is a major priority for the Canadian Securities Administrators (CSA). In keeping with this, CSA members have published or adopted a series of significant initiatives related to prospectus exemptions. This notice describes all of these initiatives in one place for the benefit of industry and investors.

Further information about each initiative, and the text of the new exemptions and proposed amendments, is or will be available on the websites of the following CSA participation websites:

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

Updated List of Initiatives

Initiatives	Jurisdiction(s)	Summary of Latest Developments	Date
Short-Term Debt			
Short-Term Debt (s. 2.35 of NI 45-106 <i>Prospectus Exemptions</i>)	All	In effect: <ul style="list-style-type: none"> • Amendments to modify the minimum credit rating requirement when an issuer obtains more than one credit rating • Makes this exemption unavailable for securitized products 	May 5, 2015

Initiatives	Jurisdiction(s)	Summary of Latest Developments	Date
Short-Term Securitized Products (proposed s. 2.35.2 of NI 45-106)	All	In effect: <ul style="list-style-type: none"> • New prospectus exemption for short-term securitized products (ABCP) with additional credit rating, liquidity and disclosure requirements 	May 5, 2015
Accredited Investor, Minimum Amount and Family, Friends and Business Associates			
Accredited Investor (s. 2.3 of NI 45-106)	All	In effect: <ul style="list-style-type: none"> • Amendments to require persons relying on the prospectus exemption to obtain a signed risk acknowledgement from certain individual accredited investors • Expanded guidance on steps issuers can take to verify accredited investor status • Introduced family trusts as a category of accredited investor 	May 5, 2015
	ON	In effect: <ul style="list-style-type: none"> • Amendments to the definition of accredited investor to allow fully managed accounts to purchase investment fund securities using the managed account category of the prospectus exemption 	May 5, 2015
\$150,000 Minimum Amount Investment (s. 2.10 of NI 45-106)	All	In effect: <ul style="list-style-type: none"> • Amendments to restrict the prospectus exemption to distributions to non-individual investors 	May 5, 2015
Family, Friends and Business Associates (s. 2.5 and s. 2.6.1 of NI 45-106)	ON	In effect: <ul style="list-style-type: none"> • New prospectus exemption for non-investment fund issuers similar to the FFBA exemption in other CSA jurisdictions • Repeal of existing founder, control person and family prospectus exemption 	May 5, 2015

Initiatives	Jurisdiction(s)	Summary of Latest Developments	Date
Existing Security Holder, Rights Offering and Investment Dealer			
<p>Existing Security Holder (General and blanket orders in jurisdictions other than AB and ON)</p> <p>s. 3 of ASC Rule 45-516 <i>Prospectus Exemptions for Retail Investors and Existing Security Holders</i> in AB</p>	<p>BC, AB, SK, MB, QC, NL, NB, NS, PE, YK, NT, NU</p>	<p>In effect:</p> <ul style="list-style-type: none"> • New prospectus exemption to allow issuers listed on certain Canadian stock exchanges to distribute securities to existing security holders in prescribed circumstances 	<p>March 13, 2014</p>
<p>s. 2.9 of OSC Rule 45-501 <i>Ontario Prospectus and Registration Exemptions</i> in ON)</p>	<p>ON</p>	<p>In effect:</p> <ul style="list-style-type: none"> • New prospectus exemption to allow non-investment fund issuers listed on certain Canadian stock exchanges to distribute securities to existing security holders in prescribed circumstances 	<p>February 11, 2015</p>
<p>Rights Offering (s 2.1 of NI 45-106)</p>	<p>All</p>	<p>In effect:</p> <ul style="list-style-type: none"> • Streamlined prospectus exemption to allow reporting issuers to raise capital by issuing rights to existing security holders • Securities are subject to seasoning period 	<p>December 8, 2015</p>
<p>Investment Dealer Exemption (General and blanket orders in jurisdictions other than AB)</p> <p>s. 4 of ASC Rule 45-516 <i>Prospectus Exemptions for Retail Investors and Existing Security Holders</i> in AB)</p>	<p>BC, AB, SK, MB, NB</p>	<p>In effect:</p> <ul style="list-style-type: none"> • New prospectus exemption to allow issuers listed on a Canadian exchange to raise any amount of money from any investor who has received suitability advice from a registered investment dealer 	<p>January 14, 2016</p>

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Offering Memorandum, Crowdfunding and Start-up Business			
Start-up Crowdfunding (<i>Start-up Crowdfunding</i> general and blanket orders)	BC, SK, MB, QC, NB, NS	In effect: <ul style="list-style-type: none"> • New prospectus and registration exemptions for start-up and early stage businesses 	May 14, 2015
Start-up Business (proposed MI 45-109 <i>Prospectus Exemption for Start-up Businesses</i>)	AB, NU	Published for comment: <ul style="list-style-type: none"> • Proposed prospectus exemption for small and early-stage businesses 	October 20, 2015
Offering Memorandum (s. 2.9 of NI 45-106)	ON	In effect: <ul style="list-style-type: none"> • New prospectus exemption for non-investment fund issuers similar to the offering memorandum exemption published by AB, SK, QC, NB and NS on October 29, 2015 	January 13, 2016
	AB, SK, QC, NB, NS	Advance notice of adoption: <ul style="list-style-type: none"> • Amendments to introduce new investor protection measures, including rolling investment limits, incorporation by reference of marketing materials and certain limited disclosure requirements for non-reporting issuers following a distribution 	October 29, 2015 (intended to be in force April 30, 2016)
Crowdfunding (MI 45-108 <i>Crowdfunding</i>)	SK	Republished for comment: <ul style="list-style-type: none"> • Proposed prospectus exemption for non-investment fund issuers • Registration framework for online funding portals as a dealer 	November 5, 2015

Initiatives	Jurisdiction(s)	Summary of Latest Developments	Date
	MB, ON, QC, NB, NS	In effect: <ul style="list-style-type: none"> • New prospectus exemption for non-investment fund issuers • Registration framework for online funding portals as a dealer 	January 25, 2016
Report of Exempt Distribution			
Report of Exempt Distribution (Proposed Form 45-106F1)	All	Published for comment: <ul style="list-style-type: none"> • Proposal to introduce harmonized report of exempt distribution in Form 45-106F1 	August 13, 2015

Questions

Please refer your questions to any of the following:

British Columbia

Peter Brady
Director, Corporate Finance
British Columbia Securities Commission
604-899-6570
Toll free across Canada: 800-373-6393
pbrady@bcsc.bc.ca

Elliott Mak
Senior Legal Counsel, Corporate Finance
British Columbia Securities Commission
604-899-6501
Toll free across Canada: 800-373-6393
emak@bcsc.bc.ca

Alberta

Jonathan Taylor
Manager, CD Compliance & Market Analysis,
Corporate Finance
Alberta Securities Commission
403-297-4770
jonathan.taylor@asc.ca

Denise Weeres
Manager, Legal, Corporate Finance
Alberta Securities Commission
403-297-2930
denise.weeres@asc.ca

Saskatchewan
Sonne Udemgba
Deputy Director, Legal, Securities Division
Financial and Consumer Affairs Authority of
Saskatchewan
306-787-5879
sonne.udemgba@gov.sk.ca

Tony Herdzik
Deputy Director, Corporate Finance, Securities
Division
Financial and Consumer Affairs Authority of
Saskatchewan
306-787-5849
tony.herdzik@gov.sk.ca

Manitoba
Chris Besko
Director, General Counsel
The Manitoba Securities Commission
204-945-2561
chris.besko@gov.mb.ca

Ontario
Jo-Anne Matear
Manager, Corporate Finance
Ontario Securities Commission
416-593-2323
jmatear@osc.gov.on.ca

Marah Smith
Legal Counsel, Corporate Finance
Ontario Securities Commission
416-204-8969
msmith@osc.gov.on.ca

Denise Morris
Senior Legal Counsel, Compliance and
Registrant Regulation
Ontario Securities Commission
416-595-8785
dmorris@osc.gov.on.ca

Québec
Alexandra Lee
Senior Regulatory Advisor
Corporate Finance
Autorité des marchés financiers
514-395-0337, ext. 4465
Alexandra.Lee@lautorite.qc.ca

Gabriel Araish
Senior Securities Analyst
Corporate Finance
Autorité des marchés financiers
514-395-0337, ext. 4414
Gabriel.Araish@lautorite.qc.ca

New Brunswick
Susan W. Powell
Deputy Director, Securities
Financial and Consumer Services Commission
(New Brunswick)
506-643-7697
susan.powell@fcnb.ca

Nova Scotia
Kevin Redden
Director, Corporate Finance
Nova Scotia Securities Commission
902-424-5343
kevin.redden@novascotia.ca

Prince Edward Island
Steve Dowling
General Counsel
Consumer, Labour and Financial Services
Division
Department of Environment, Labour and Justice
Government of Prince Edward Island
902-368-4551
sddowling@gov.pe.ca

Newfoundland and Labrador
Don Boyles
Superintendent of Securities (by interim)
Securities Commission of Newfoundland and
Labrador
Government of Newfoundland & Labrador
709-729-4501
dboyles@gov.nl.ca

Nunavut
Jeff Mason
Director of Legal Registries
Department of Justice
Government of Nunavut
867-975-6591
jmason@gov.nu.ca

Northwest Territories
Thomas Hall
Superintendent of Securities
Department of Justice
Government of the Northwest Territories
867-873-7490
tom_hall@gov.nt.ca

Yukon
Rhonda Horte
Deputy Superintendent
Office of the Yukon Superintendent of Securities
Yukon Government
867-667-5466
Rhonda.Horte@gov.yk.ca