

Multilateral CSA Notice 51-343***Venture Issuers with Securities Listed on the Bolsa de Santiago, Venture Market*****April 16, 2015**

The securities regulatory authorities in British Columbia, Alberta, Saskatchewan, Québec, Nova Scotia and New Brunswick (participating jurisdictions) have adopted a substantially harmonized blanket order to address issuers with securities listed on both the TSX Venture Exchange and the Bolsa de Santiago, Venture Market (Santiago Venture Market).

Under the securities legislation of the participating jurisdictions, subject to certain exceptions, a venture issuer is an issuer that, at the applicable time, did not have any of its securities listed or quoted on any of the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America (foreign listing restriction). The Santiago Venture Market operates in Chile but is intended to be a junior market operating in a manner similar to the TSX Venture Exchange. Issuers with securities already listed on the TSX Venture Exchange are able to dual-list on this new market. Issuers applying for a new listing of securities on the Santiago Venture Market must also concurrently apply to be listed on the TSX Venture Exchange.

The blanket order provides an exception or exemption to the foreign listing restriction if the securities are listed on the Santiago Venture Market. As a result of the blanket order, issuers with securities listed on the Santiago Venture Market, and that otherwise meet the definition of venture issuer, continue to have the benefit of tailored venture issuer disclosure requirements under our securities legislation.

The blanket order went into effect in British Columbia, Alberta and New Brunswick on March 31, 2015. It is also currently effective in the other participating jurisdictions. Each participating jurisdiction has attached their form of blanket order as Annex A to this notice.

Other CSA jurisdictions may consider similar blanket relief. TSX Venture Exchange issuers that are reporting issuers in Ontario and who wish to interlist on the Santiago Venture Exchange will need to apply to the Ontario Securities Commission for exemptive relief from the definitions of “venture issuer” and “IPO venture issuer” under applicable Canadian securities legislation.

Questions

Please refer your questions to any of the following:

British Columbia

Elliott Mak
Senior Legal Counsel, Corporate Finance
British Columbia Securities Commission
(604) 899-6501
emak@bcsc.bc.ca

Alberta

Ashlyn D’Aoust
Senior Legal Counsel, Corporate Finance
Alberta Securities Commission
(403) 355-4347
ashlyn.daoust@asc.ca

Saskatchewan

Heather Kuchuran
Senior Securities Analyst, Corporate Finance
Financial and Consumer Affairs Authority
of Saskatchewan
(306) 787-1009
heather.kuchuran@gov.sk.ca

New Brunswick

Ella-Jane Loomis
Legal Counsel, Securities
Financial and Consumer Services Commission
(506) 658-2602
ella-jane.loomis@fcnb.ca

Québec

Edvie Élysée
Analyst - Continuous Disclosure
Autorité des marchés financiers
(514) 395-0337, extension 4416
Edvie.Elysee@lautorite.qc.ca

Nova Scotia

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

Blanket Order No. 51-507

IN THE MATTER OF THE *SECURITIES ACT*, R.S.N.S. 1989,
CHAPTER 418, AS AMENDED

-AND-

IN THE MATTER OF
VENTURE ISSUERS TRADED ON THE SANTIAGO STOCK EXCHANGE,
VENTURE MARKET

ORDER
(SECTION 151A)

INTERPRETATION

1. Unless otherwise defined in this Order, terms used in this Order that are defined in the *Securities Act* (Nova Scotia) (the Act) or in National Instrument 14-101 *Definitions* have the same meaning in this Order.

WHEREAS:

2. Securities legislation tailors certain disclosure obligations for "venture issuers" and "IPO venture issuers".
3. The definitions of "venture issuer" in National Instrument 51-102 *Continuous Disclosure Obligations*, National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, National Instrument 52-110 *Audit Committees*, and National Instrument 58-101 *Disclosure of Corporate Governance Practices* (collectively, the Continuous Disclosure Instruments) exclude reporting issuers that have securities listed or quoted on a marketplace (with specified exceptions) outside of Canada and the United States of America (the CD Foreign Listing Exclusion).
4. The definitions of "venture issuer" and "IPO venture issuer" in National Instrument 41-101 *General Prospectus Requirements* (NI 41-101) exclude issuers that have, and in the case of the definition of "IPO venture issuer", that have applied or intend to apply to have, securities listed or quoted on a marketplace (with specified exceptions) outside of Canada and the United States of America (the IPO Foreign Listing Exclusion).
5. The TSX Venture Exchange (the TSXV) has represented that it has entered into an arrangement with the Bolsa de Comercio de Santiago, Bolsa de Valores under which,

among other things, securities listed on the Bolsa de Santiago, Venture marketplace (the Santiago Stock Exchange, Venture Market) must also be listed on the TSXV.

6. The Nova Scotia Securities Commission (the Commission) is satisfied, based on this representation, that it is appropriate not to deny access to the tailored disclosure obligations only by reason of an issuer having, or (in the case of NI 41-101) intending to have, securities listed on the Santiago Stock Exchange, Venture Market.
7. The Commission is satisfied that to do so is not prejudicial to the public interest.

IT IS ORDERED pursuant to subsection 151A(1) of the Act that:

- (a) despite the CD Foreign Listing Exclusion, a reporting issuer is not disqualified as a venture issuer under the Continuous Disclosure Instruments by reason only of having securities listed on the Santaigo Stock Exchange, Venture Market, provided that such securities are also listed on the TSXV; and
- (b) despite the IPO Foreign Listing Exclusion, an issuer is not disqualified as an IPO venture issuer under NI 41-101 by reason only of having securities listed, or having applied to have securities listed, on the Santiago Stock Exchange, Venture Market, provided that such securities are also listed on, or are also the subject of an application for listing on, the TSXV.

Dated at Halifax, Nova Scotia, this 2nd day of April, 2015.

NOVA SCOTIA SECURITIES COMMISSION



Sarah P. Bradley, Chair



Paul Radford, Q.C., Vice-chair