

Notice No. 45-707

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

-AND-

IN THE MATTER OF
RULE 45-106 PROSPECTUS AND REGISTRATION EXEMPTIONS

-AND-

IN THE MATTER OF
NOVA SCOTIA CONSEQUENTIAL AMENDMENTS

-AND-

IN THE MATTER OF
NOTICE NOS. 29 AND 45-703

NOTICE

WHEREAS:

1. On June 29, 2005, the Commission approved Rule 45-106 Prospectus and Registration Exemptions (the "Rule") and declared in the Rule that it shall take effect on September 14, 2005, unless the Governor in Council disapproves the Rule or returns it to the Commission in accordance with subsection 150A(3) of the Act in which event the Rule shall not be effective until it is approved by the Governor in Council;
2. For the purpose of this notice, the effective date of the Rule (the "Effective Date") shall be September 14, 2005, if the Governor in Council does not disapprove the Rule or return it to the Commission; otherwise, the Effective Date would be the date that the Rule is approved by the Governor in Council;
3. The Rule adopts as a rule National Instrument 45-106 Prospectus and Registration Exemptions;
4. With the approval of the Rule, the consequential amendments described in the attached Appendix A (the "Amendments") will be made; and
5. As well, the following Notices (the "Notices") are no longer required and can be repealed:

- a) Notice No. 29 - In the Matter of Private Issuers; and
- b) Notice No. 45-703 - In the Matter of Trades to Employees, Executives and Consultants.

NOTICE is given that the Commission makes the Amendments and repeals the Notices on the Effective Date.

Dated at Halifax, Nova Scotia, this 29 day of June, 2005.

Nova Scotia Securities Commission

“H. Leslie O’Brien”
H. Leslie O’Brien

“R. Daren Baxter”
R. Daren Baxter

APPENDIX A

LOCAL NOVA SCOTIA CONSEQUENTIAL AMENDMENTS

RULES

1. Rule 45-801 which:
 - (a) prescribes the trades and securities referred to in the following provisions in section 41 of the *Securities Act* (Nova Scotia) in respect of which there shall cease to be exemption from registration – clauses 41(1)(a) to (x), clause 41(1)(z), clause 41(1)(za), clause 41(1)(aa), clauses 41(1)(ad) to (ag), subclause 41(1)(ah)(i), clauses 41(1)(ai) to (al), clauses 41(2)(a) to (g) and clauses 41(2)(j) to (o);
 - (b) prescribes the following trades and securities in respect of which section 58 of the *Securities Act* (Nova Scotia) shall be applicable notwithstanding sections 77 and 78 of the *Securities Act* (Nova Scotia) – clauses 77(1)(a) to (t), clause 77(1)(v), clause 77(1)(va), clauses 77(1)(x) to (z), clause 77(1)(aa), subclause 77(1)(ab)(i), clauses 77(1)(ac) to (af) and clause 78(1)(a) as it relates to all of the clauses in subsection 41(2) except for clauses 41(2)(i) and 41(2)(p); and
 - (c) revokes the following provisions of the General Securities Rules – sections 76 to 84, 114, 127, 127A and 128 and Forms 11, 16, 17 and 18.
2. Rules which repeal Rules 32-101, 45-103, 45-105 and 62-101.
3. Rules which amend Rules 33-105, 45-101, 62-103 and 45-102.

BLANKET ORDERS

1. Blanket Order No. 45-508 which revokes Blanket Order Nos. 13, 38, 44 and 45-503 (as varied by Blanket Order No. 45-506).
2. Blanket Order No. 45-509 which revokes and replaces Blanket Order No. 9 to refer to the relevant provisions in National Instrument 45-106.
3. Blanket Order No. 45-801 (Variation) which amends Blanket Order No. 45-801 to refer to the relevant provisions in National Instrument 45-106.
4. Blanket Order No. 37 (Variation) which amends Blanket Order No. 37 to revoke the subsection 80(1) ruling.
5. Blanket Order No. 45-510 which exempts a first or subsequent trade of shares of a CEDC, as defined in the *Community Economic – Development Corporations*

Regulations, from section 58 of the *Securities Act* (Nova Scotia) to take into account the relevant provisions in National Instrument 45-102 and National Instrument 45-106.

6. Blanket Order No. 45-511 for transitional trades.

NOTICES

1. Notice No. 45-707 which repeals Notice Nos. 29 and 45-703.