

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, CHAPTER S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
THE ASSIGNMENT OF CERTAIN POWERS AND DUTIES OF THE ONTARIO  
SECURITIES COMMISSION**

**ASSIGNMENT  
[Subsection 6(3)]**

**WHEREAS:**

- A. On December 14, 2015, pursuant to subsection 6(3) of the Act, the Ontario Securities Commission (the "Commission") issued an assignment (the "December 14, 2015 Assignment") assigning certain of its powers and duties under the *Securities Act* (Ontario) (the "Act") to each "Director" as that term is defined in subsection 1(1) of the Act, acting individually;
- B. The Commission considers it desirable to amend and restate the December 14, 2015 Assignment by adding a new paragraph 2(a.0) where the Commission assigns its powers and duties under subsection 20(1) of the Act but only in certain limited circumstances as described in that paragraph;

**NOW THEREFORE:**

- 1. The December 14, 2015 Assignment is revoked, without prejudice to the effectiveness of any lawful exercise prior to the date of this revocation of the powers and duties assigned thereby, and is hereby replaced with the following amended and restated assignment (the "Assignment").
- 2. Pursuant to subsection 6(3) of the Act, the Commission assigns to each Director, acting individually, the powers and duties vested in or imposed on the Commission by:
  - (a.0) subsection 20(1) of the Act but only with respect to designating in writing one or more persons who are employed in the Compliance and Registrant Regulation Branch of the Commission at the time of designation;
  - (a) clauses 21(5)(a), 21(5)(b), 21.0.1(a) and 21.0.1(b) of the Act but only:
    - (i) with respect to the review and decision regarding information filed in Form 21-101F1 or Form 21-101F2 or the exhibits thereto, and

- (ii) where such information relates to matters that do not raise significant regulatory or public interest concerns and do not introduce a novel feature to the capital markets;
- (b) clauses 21(5)(e), 21.0.1(c) and subsections 21.1(4), 21.2(3) and 21.2.1(3) of the Act, but only in respect of by-laws, rules, regulations, policies, procedures, interpretations or practices that
  - (i) do not raise significant regulatory or public interest concerns and,
  - (ii) where they relate to an exchange, a quotation and trade reporting system, an alternative trading system or a clearing agency, do not introduce a novel feature to the capital markets;
- (b.1) clauses 21(5)(a) and 21.2(3) 2 of the Act, but only in respect of matters requiring approval under the terms and conditions of a Commission order recognizing an exchange or a clearing agency that
  - (i) do not raise significant regulatory or public interest concerns and,
  - (ii) do not introduce a novel feature to the capital markets;
- (c) subsection 62(5) of the Act;
- (d) section 74 of the Act, but only in respect of orders that a person or company is not subject to section 53 of the Act in connection with solicitations of expressions of interest before the filing of a preliminary short form prospectus in accordance with National Instrument 44-101 *Short Form Prospectus Distributions* for securities to be issued pursuant to an over-allotment option granted to an underwriter by an issuer or a selling securityholder of an issuer;
- (e) subclause 1(10)(a)(ii) of the Act but only in respect of a reporting issuer:
  - (i) whose outstanding securities, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in Ontario and fewer than 51 securityholders in total worldwide,
  - (ii) whose securities, including debt securities, are not traded in Canada or another country on a marketplace as defined in National Instrument 21-101 *Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported,
  - (iii) that is not in default of any of its obligations as a reporting issuer, and
  - (iv) that will not be a reporting issuer in any jurisdiction of Canada immediately following the Director making an order that the reporting issuer is not a reporting issuer;
- (f) clause 1(11)(b) of the Act, in the circumstances described in Parts 2 and 3 of Ontario Securities Commission Policy 12-602 *Designating an Issuer in Certain Other Canadian Jurisdictions as a Reporting Issuer in Ontario*;

- (g) paragraph 1 of subsection 127(1) of the Act, provided the making of the order under subsection 127(1) of the Act is not contested on its merits and is only in respect of suspending the registration of:
- (i) a registrant that has, in the opinion of the Director, acted contrary to the public interest and consents to such suspension; and
  - (ii) a registrant that has filed an application to surrender the registrant's registration pursuant to section 30 of the Act and has also consented to the suspension of the registrant's registration;
- (h) paragraph 2 and paragraph 2.1 of subsection 127(1) of the Act and subsections 127(2), (3), (5), (7), (8) and (9) of the Act, provided that the making of the order under subsections 127(1), (7) or (8) of the Act is not contested on its merits and is only in respect of
- (i) trading, generally or by a person or company identified in the cease trade order, or acquisition, by a particular person or company identified in the cease trade order, in or of securities of a reporting issuer that has failed to file, as applicable,
    - A. comparative annual financial statements or interim financial reports containing the statements and the notes required by National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102") or by National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* ("NI 71-102"),
    - B. an auditor's report issued in connection with comparative annual financial statements required by NI 51-102, and NI 71-102,
    - C. an AIF, MD&A, information circular, or business acquisition report (all as defined by NI 51-102 and by NI 71-102) containing information for each of the content items required by NI 51-102 and the applicable form, by Part 5 of National Instrument 52-110 *Audit Committees* ("NI 52-110") or by NI 71-102,
    - D. a report on reserves data and other oil and gas information as required by National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities* ("NI 51-101") containing information for each of the content items required by NI 51-101 and Form 51-101F2,
    - E. a technical report as required by National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101") containing information for each of the content items required by NI 43-101 and Form 43-101F1, or
    - F. certification of filings as required by National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109")

within the time period prescribed by Ontario securities law;

- (ii) trading, generally or by a person or company identified in the cease trade order, or acquisition, by a particular person or company identified in the cease trade order, in or of securities of a reporting issuer that has acknowledged in writing that comparative annual financial statements or interim financial reports filed with the Commission were not prepared in accordance with generally accepted accounting principles, including, but not limited to, where an issuer has advised the Commission or staff in writing, or has publicly announced, that it intends to restate such financial statements;
- (iii) trading, generally or by a person or company identified in the cease trade order, or acquisition, by a particular person or company identified in the cease trade order, in or of securities of a reporting issuer that has filed its financial statements accompanied by an auditor's report prepared by a public accounting firm that is, as of the date of the auditor's report, not a participating audit firm as defined by National Instrument 52-108 *Auditor Oversight*, or is not in compliance with any restrictions or sanctions imposed by the Canadian Public Accountability Board;

(h.1) Subsection 127(4.1) of the Act, provided that the making of the order is only in respect of trading, generally or by a person or company identified in the cease trade order, or acquisition, by a particular person or company identified in the cease trade order, in or of securities of a reporting issuer that has failed to file, as applicable,

- (i) comparative annual financial statements or interim financial reports containing the statements and the notes required by NI 51-102 or by NI 71-102,
- (ii) an auditor's report issued in connection with comparative annual financial statements required by NI 51-102, and NI 71-102,
- (iii) an AIF or MD&A, (all as defined by NI 51-102 and by NI 71-102) containing information for each of the content items required by NI 51-102 and the applicable form, by Part 5 of NI 52-110, or by NI 71-102,
- (iv) certification of filings as required by NI 52-109

within the time period prescribed by Ontario securities law.

- (i) subsection 140(2) of the Act in the circumstances described in clauses (b), (c) and (j) of section C of Ontario Securities Commission Policy 13-601 *Public Availability of Material Filed Under the Securities Act*;
- (j) section 144 of the Act to:
  - (i) revoke or vary any decision made by a Director under authority assigned to him or her by the Commission pursuant to this Assignment or a predecessor Assignment, including another decision made under section 144 of the Act, but only if at the time of revoking or varying

such decision the Director would have been authorized to make the decision being varied or revoked, or

- (ii) vary any order made by the Commission under section 127 of the Act to the extent necessary to permit transfers of securities as contemplated by Section 3.2 of National Policy 12-202 *Revocation of a Compliance-related Cease Trade Order*,

provided that a person or company directly affected by a decision of a Director made pursuant to this Assignment may, by notice in writing sent by registered mail to the Secretary of the Commission within 30 days after the mailing of the notice of the decision, request and be entitled to a hearing and review of such decision by the Commission.

- 3. The Executive Director of the Commission shall from time to time determine which one or more other Directors, in each case acting alone, should, as an administrative matter, exercise each of the powers or perform each of the duties assigned by the Commission in paragraph 2 above, each of which powers may also be exercised and performed by the Executive Director, acting alone.
- 4. No person or company shall be required to inquire as to the authority of a member of the staff of the Commission to sign a decision pursuant to this Assignment in the capacity of a Director, and a decision purporting to be signed pursuant to this Assignment by a member of the staff of the Commission in the capacity of a Director shall be conclusively deemed to have been signed by a Director authorized by this Assignment without proof of such authority.
- 5. This Assignment does not preclude the Commission from itself exercising or performing any of the assigned powers or duties.

**DATED** this 25th day of May, 2016.

*“Monica Kowal” (Signed)*

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Monica Kowal  
Vice-Chair  
Ontario Securities Commission

*“Grant Vingoe” (Signed)*

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Grant Vingoe  
Vice-Chair  
Ontario Securities Commission