

The Ontario Securities Commission

OSC Bulletin

August 11, 2022

Volume 45, Issue 32

(2022), 45 OSCB

The Ontario Securities Commission administers the *Securities Act of Ontario* (R.S.O. 1990, c. S.5) and the *Commodity Futures Act of Ontario* (R.S.O. 1990, c. C.20)

The Ontario Securities Commission

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22nd Floor, Box 55
20 Queen Street West
Toronto, Ontario
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Published under the authority of the Commission by:

Thomson Reuters
One Corporate Plaza
2075 Kennedy Road
Toronto, Ontario
M1T 3V4
416-609-3800 or 1-800-387-5164

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ISSN 0226-9325
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Editor's Note: On Friday, April 29, 2022, the Securities Commission Act, 2021 (SCA), came into force by proclamation of the Lieutenant Governor of Ontario. The SCA's proclamation implemented key structural and governance changes to the OSC: the separation of the OSC Chair and Chief Executive Officer roles, and the creation of a new Capital Markets Tribunal. These new structural and governance changes are now reflected in the Bulletin, with one section to report and record the activities of the Capital Markets Tribunal and one section to report and record the activities of the Ontario Securities Commission: www.capitalmarketstribunal.ca/en/resources.

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A. Capital Markets Tribunal

A.2 Other Notices

A.2.1 Amin Mohammed Ali

FOR IMMEDIATE RELEASE
August 3, 2022

AMIN MOHAMMED ALI,
File No. 2022-6

TORONTO – Take notice that the hearing in the above named matter scheduled to be heard on September 8, 2022 at 10:00 a.m. will be heard on December 19, 2022 at 10:00 a.m.

Registrar, Governance & Tribunal Secretariat
Ontario Securities Commission

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B. Ontario Securities Commission

B.2 Orders

B.2.1 Plus Products Inc.

System (MI 11-102) is intended to be relied upon in Alberta; and

Headnote

National Policy 11-206 Process for Cease to be a Reporting Issuer Applications – issuer deemed to be no longer a reporting issuer under securities legislation.

- (c) this order is the order of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10)(a)(ii).

July 22, 2022

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA
AND
ONTARIO
(the Jurisdictions)**

AND

**IN THE MATTER OF
THE PROCESS FOR CEASE TO BE
A REPORTING ISSUER APPLICATIONS**

AND

**IN THE MATTER OF
PLUS PRODUCTS INC.
(the Filer)**

ORDER

Interpretation

- ¶ 2 Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this order, unless otherwise defined.

Representations

- ¶ 3 This order is based on the following facts represented by the Filer:
1. the Filer was incorporated under the *Business Corporations Act* (British Columbia) (the BCBCA) on March 29, 2018;
 2. the Filer's head office is located at 340 S Lemon Ave #9392, Walnut, CA 91789, USA;
 3. the Filer is a cannabis and hemp food company;
 4. the Filer is a reporting issuer in British Columbia, Alberta and Ontario;
 5. the Filer's share capital consists of an unlimited number of common shares (the Filer Shares), an unlimited number of Class A common shares, and an unlimited number of Class B common shares;
 6. the Filer entered into an acquisition agreement with Glass House Brands Inc. (the Purchaser) and Plus Products Holdings Inc. (the Filer Subco), a wholly-owned subsidiary of the Filer, dated December 17, 2021, as amended and restated on March 25, 2022, pursuant to which a wholly-owned subsidiary of the Purchaser merged with the Filer Subco (the Merger) by way of a plan under the *Companies' Creditors Arrangement Act* R.S.C., 1985, c. C-36 (the CCAA Plan);
 7. on January 21, 2022, the Filer received an order from the British Columbia Supreme

Background

- ¶ 1 The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer for an order under the securities legislation of the Jurisdictions (the Legislation) that the Filer has ceased to be a reporting issuer in all jurisdictions of Canada in which it is a reporting issuer (the Order Sought).

Under the Process for Cease to be a Reporting Issuer Applications (for a dual application):

- (a) the British Columbia Securities Commission is the principal regulator for this application;
- (b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport*

- Court approving the CCAA Plan, as amended and restated on April 11, 2022, and the Merger closed on April 28, 2022 (the Effective Date);
8. pursuant to the CCAA Plan and following the Effective Date, the Filer Subco became the surviving entity of the Merger, the Purchaser became the sole securityholder of the Filer Subco, and all outstanding securities of the Filer, being the Filer Shares, certain share purchase warrants, incentive awards and secured convertible debentures were cancelled or settled;
 9. the Filer also issued one new Filer Share to a current director of the Filer;
 10. the Filer Shares were delisted from the Canadian Securities Exchange as of the close of business on September 20, 2021;
 11. the Filer is not an OTC reporting issuer under Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets*;
 12. the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders in total worldwide;
 13. no securities of the Filer, including debt securities, are 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;
 14. the Filer is applying for an order that the Filer has ceased to be a reporting issuer in all of the jurisdictions of Canada in which it is a reporting issuer;
 15. the Filer has no intention to seek public financing by way of an offering of securities;
 16. the Filer is not in default of securities legislation in any jurisdiction other than its obligations to file on or before May 2, 2022 its annual financial statements and related management's discussion and analysis for the year ended December 31, 2021, and on or before May 30, 2022 its interim financial statements and related management's discussion and analysis for the interim period ended March 31, 2022, as required under National Instrument 51-102 – *Continuous Disclosure Obligations* and the related certificates as required under National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings* (collectively, the Filings);
 17. the requirements to file the Filings did not occur until after the completion of the Merger;
 18. the Filer is not eligible to use the simplified procedure under National Policy 11-206 *Process for Cease to be a Reporting Issuer Applications* (NP 11-206) due to the failure to file the Filings; and
 19. but for the fact that the Filer failed to file the Filings, the Filer would be eligible for the simplified procedure under NP 11-206.

Order

¶ 4 Each of the Decision Makers is satisfied that the order meets the test set out in the Legislation for the Decision Makers to make the order.

The decision of the Decision Makers under the Legislation is that the Order Sought is granted.

"Noreen Bent"
Chief, Corporate Finance Legal Services
British Columbia Securities Commission

OSC File #: 2022/0271

B.2.2 Nuance Communications, Inc.

Headnote

Application for an order that the issuer is not a reporting issuer under applicable securities laws – order granted.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10)(a)(ii).

Citation: *Re Nuance Communications, Inc.*, 2022 ABASC 73

June 20, 2022

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA
AND
ONTARIO
(the Jurisdictions)**

AND

**IN THE MATTER OF
THE PROCESS FOR CEASE TO BE
A REPORTING ISSUER APPLICATIONS**

AND

**IN THE MATTER OF
NUANCE COMMUNICATIONS, INC.
(the Filer)**

ORDER

Background

The securities regulatory authority or regulator in each of the Jurisdictions (each a **Decision Maker**) has received an application from the Filer for an order under the securities legislation of the Jurisdictions (the **Legislation**) that the Filer has ceased to be a reporting issuer in all jurisdictions of Canada in which it is a reporting issuer (the **Order Sought**).

Under the Process for Cease to be a Reporting Issuer Applications (for a dual application):

- (a) the Alberta Securities Commission is the principal regulator for this application;
- (b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in Québec; and
- (c) this order is the order of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this order, unless otherwise defined.

Representations

This order is based on the following facts represented by the Filer:

- 1. the Filer is a corporation formed under the Delaware General Corporation Law and its office headquarters are located in Burlington, Massachusetts;
- 2. the Filer is a reporting issuer in Alberta, Ontario and Québec;

B.2: Orders

3. pursuant to a Plan of Merger completed on March 4, 2022, all of the issued and outstanding shares of the Filer were acquired by Microsoft Corporation (**Microsoft**) in an all-cash transaction and Microsoft is the sole direct or indirect shareholder of the Filer;
4. based on diligent and good faith inquiries by the Filer through a report commissioned by Bloomberg dated June 13, 2022, which report provides the most current and only data available as to the Filer's debt securities, no residents of Canada held, directly or indirectly any outstanding debt securities of the Filer as at March 31, 2022;
5. the Filer is not an OTC reporting issuer under Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets*;
6. the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders in total worldwide;
7. no securities of the Filer, including debt securities, are 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;
8. the Filer is applying for an order that the Filer has ceased to be a reporting issuer in all of the jurisdictions of Canada in which it is a reporting issuer;
9. the Filer is not in default of securities legislation in any jurisdiction, except for the failure to file its interim financial statements, interim management's discussion and analysis and related certifications for the quarter ended March 31, 2022 (the **Default**); and
10. the Filer is not eligible to use the simplified procedure under National Policy 11-206 *Process for Cease to be a Reporting Issuer Applications* because of the Default.

Order

Each of the Decision Makers is satisfied that the order meets the test set out in the Legislation for the Decision Maker to make the order.

The decision of the Decision Makers under the Legislation is that the Order Sought is granted.

"Timothy Robson"
Manager, Legal, Corporate Finance
Alberta Securities Commission

OSC File #: 2022/0238

B.2.3 KPMG Inc. et al. – s. 144

Headnote

Section 144 – Application for partial revocation of a cease trade order against an issuer to permit the sale by a court-appointed receiver of common shares held by a shareholder to a creditor as part of the consideration for the reduction of outstanding debt owed by the shareholder to the creditor – Purchaser of the securities is a sophisticated purchaser who understands the nature of the cease trade order – Each of the applicant, the shareholder and the purchaser are not aware of any material information regarding the issuer that has not been generally disclosed – Partial revocation of the cease trade order granted subject to conditions.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., s. 144.

July 29, 2022

**IN THE MATTER OF
THE SECURITIES ACT,
R.S.O.1990, C. S.5,
AS AMENDED
(the Act)**

AND

**IN THE MATTER OF
KPMG INC.,
IN ITS CAPACITY AS COURT APPOINTED
RECEIVER AND MANAGER OF THE PROPERTY OF
CURA-CAN HEALTH CORP.**

AND

SUNNIVA INC.

**ORDER
(SECTION 144)**

WHEREAS the securities of Sunniva Inc. (**Sunniva**) are subject to a cease trade order (the **Cease Trade Order**) dated June 22, 2020 issued by the British Columbia Securities Commission, as principal regulator, and evidencing the decision of the Ontario Securities Commission (the **Commission**);

AND WHEREAS the Cease Trade Order was partially revoked on April 26, 2021 by the British Columbia Securities Commission (the **2021 Partial Revocation Order**) to permit the issuance by Sunniva of common shares to unsecured creditors, as part of the settlement of their claims pursuant to a plan of compromise and arrangement under the *Companies' Creditors Arrangement Act* (Canada) (the **CCAA**);

AND WHEREAS KPMG Inc. (the **Filer**) has applied to the Commission pursuant to subsection 144(1) of the Act (the **Application**) for a partial revocation of the Cease Trade Order to permit the sale by the Filer, in its capacity as receiver and manager of the property of Cura-Can Health Corp. (**Cura-Can**) and The Clinic Network Canada Inc (**TCNC**), to Avonlea-Drewry Holdings Inc. (**ADH**) of 50,088,970 common shares of Sunniva registered in the name of Cura-Can (the **Sale**);

AND UPON the Filer having represented to the Commission that:

1. The Filer is acting solely in its capacity as the court-appointed receiver of the property of Cura-Can and TCNC and not in its personal capacity.
2. Sunniva is a reporting issuer in the provinces of British Columbia, Alberta and Ontario.
3. Cura-Can is a company incorporated under the federal laws of Canada.
4. ADH is a company incorporated under the laws of Ontario. ADH owns 40% of the issued and outstanding equity securities of Cura-Can and is a secured lender of Cura-Can.

B.2: Orders

5. The Cease Trade Order was issued on June 22, 2020 by the British Columbia Securities Commission, as principal regulator, and evidenced the decision of the Commission, for failure to file the following continuous disclosure documents within the required timeframe:
 - (a) annual audited financial statements for the year ended December 31, 2019,
 - (b) annual management's discussion and analysis for the year ended December 31, 2019,
 - (c) certification of the annual filings for the year ended December 31, 2019.
6. The 2021 Partial Revocation Order was issued on April 26, 2021 by the British Columbia Securities Commission, as principal regulator, and evidenced the decision of the Commission, to partially revoke the Cease Trade Order, subject to certain conditions, solely to permit the issuance by Sunniva of common shares to up to 272 unsecured creditors of Sunniva and its Canadian subsidiaries, as part of the settlement of their claims pursuant to an order of the Supreme Court of British Columbia dated February 12, 2021 implementing an amended and consolidated plan of compromise and arrangement dated January 14, 2021 under the CCAA.
7. Cura-Can holds 50,088,970 common shares of Sunniva (the **Subject Sunniva Shares**) that were issued on June 18, 2021 in accordance with the 2021 Partial Revocation Order. The Subject Sunniva Shares represent approximately 6.3% of the issued and outstanding common shares of Sunniva.
8. The Filer is not aware of any further issuances of common shares of Sunniva since June 18, 2021.
9. Cura-Can, TCNC and ADH entered into a credit facility agreement dated March 1, 2019, as amended and restated on January 18, 2021 (the **Credit Agreement**). Pursuant to the Credit Agreement, ADH provided Cura-Can with a term loan facility in the maximum aggregate principal amount of \$10,000,000 (the **Loan Facility**).
10. Cura-Can and TCNC failed to repay amounts owing under the Loan Facility (the **Indebtedness**) on the maturity date of May 31, 2021. As a result, demands for full repayment of the Indebtedness and duly executed Notices of Intention to Enforce Security under section 244 of the *Bankruptcy and Insolvency Act* (Canada) (the **BIA**) were sent by ADH to Cura-Can and TCNC on June 10, 2021.
11. Cura-Can, TCNC and ADH entered into a forbearance agreement dated June 30, 2021 (the **Forbearance Agreement**). Cura-Can and TCNC have defaulted under the Forbearance Agreement. As a term of the Forbearance Agreement, Cura-Can and TCNC consented to the appointment of a receiver and each provided a duly executed Consent Receivership Order.
12. On February 7, 2022:
 - (a) ADH brought an application pursuant to section 243 of the BIA and section 13(2) of the *Judicature Act* (Alberta), seeking the appointment of the Filer as receiver and manager of all the assets, undertakings and properties of Cura-Can and TCNC (the **Property**);
 - (b) the Alberta Court of Queen's Bench pronounced an order (the **Receivership Order**) in Court File No. 2201-01438, appointing the Filer as the receiver and manager of the Property, which includes the Subject Sunniva Shares; and
 - (c) the Filer took possession and control of the Property.
13. Pursuant to the Receivership Order, the Filer is authorized to market and sell any or all of the Property of Cura-Can and TCNC and negotiate such terms and conditions of sale as the Filer may deem appropriate.
14. The Filer, solely in its capacity as receiver and manager of Cura-Can and TCNC, and ADH entered into an asset purchase agreement dated March 14, 2022 (the **APA**) providing for the sale by the Filer to ADH of certain Property, including the Subject Sunniva Shares, subject to there being no order in effect prohibiting the purchase and sale thereof. The cost of the acquisition of the Subject Sunniva Shares will be credited against the outstanding debt owed to ADH by Cura-Can.
15. The Sale will occur in Ontario. As the Sale will involve trades and acts in furtherance of trades in securities of Sunniva, the closing of the Sale is conditional on the partial revocation of the Cease Trade Order. The Sale is not conditional upon a full revocation of the Cease Trade Order.
16. ADH is a sophisticated "family office" investment holding company with assets in excess of CAD\$50 million. ADH qualifies as an "accredited investor" pursuant to paragraphs (m) and (t) of section 1.1 of National Instrument 45-106 *Prospectus Exemptions* (**NI 45-106**). Each of the shareholders of ADH is also an "accredited investor" under the same categories. The directors and officers of ADH, who are also the ultimate beneficial shareholders of ADH, are also "accredited investors" under, among others, paragraphs (k) and (l) of section 1.1 of NI 45-106.

B.2: Orders

17. ADH is aware of Sunniva's financial condition, the status of the Cease Trade Order and the implications of the Cease Trade Order in respect of trading in the Subject Sunniva Shares. ADH understands that the Subject Sunniva Shares will be subject to the Cease Trade Order until a revocation order is issued by the Commission and that following the Sale, any trades in the Subject Sunniva Shares are prohibited by the Cease Trade Order. The Filer will obtain an acknowledgement from ADH that the issuance of a partial revocation order does not guarantee the issuance of a full revocation order in the future.
18. ADH will purchase and hold the Subject Sunniva Shares as principal. ADH has no current plans for the Subject Sunniva Shares other than to hold them for future investment or tax planning purposes. Should Sunniva apply to have the Cease Trade Order revoked and successfully apply to have the Sunniva Shares listed on a recognized exchange in Canada, ADH may re-evaluate its position at that time.
19. Cura-Can and ADH are not insiders, control persons or affiliates of Sunniva.
20. Each of the Filer, Cura-Can and ADH is not aware of any material information concerning the affairs of Sunniva that has not been generally disclosed.
21. ADH will be provided with a copy of the Cease Trade Order and a copy of this partial revocation order prior to the Sale.

AND UPON considering the Application and the recommendation of the staff of the Commission;

AND UPON the Director being satisfied that to do so would not be prejudicial to the public interest;

IT IS ORDERED that, pursuant to subsection 144(1) of the Act, the Cease Trade Order is partially revoked solely to permit the Sale to ADH and acts in furtherance of the Sale that are necessary for and are in connection with the Sale and all other acts in furtherance of the Sale that may be considered to fall within the definition of "trade" within the meaning of the Act, provided that:

- (a) prior to the Sale, the Filer will:
 - (i) provide ADH with a copy of the Cease Trade Order;
 - (ii) provide ADH with a copy of this partial revocation order; and
 - (iii) obtain from ADH a signed and dated acknowledgement which clearly states that the Cease Trade Order remains in effect, and that the issuance of a partial revocation of a cease trade order does not guarantee the issuance of a full revocation in the future; and
- (b) the Filer undertakes to make available a copy of the written acknowledgement referred to in paragraph a(iii) to staff of the Commission upon request.

DATED this 29th day of July, 2022.

"Erin O'Donovan"
Manager, Corporate Finance,
Ontario Securities Commission

OSC File #: 2022/0230

B.2.4 Mangazeya Mining Ltd.

Headnote

National Policy 11-206 Process for Cease to be a Reporting Issuer Applications – issuer deemed to be no longer a reporting issuer under securities legislation.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10)(a)(ii).

August 9, 2022

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the “Jurisdiction”)**

AND

**IN THE MATTER OF
THE PROCESS FOR CEASE TO BE
A REPORTING ISSUER APPLICATIONS**

AND

**IN THE MATTER OF
MANGAZEYA MINING LTD.
(the “Filer”)**

ORDER

Background

The principal regulator in the Jurisdiction has received an application from the Filer for an order under the securities legislation of the Jurisdiction of the principal regulator (the “**Legislation**”) that the Filer has ceased to be a reporting issuer in all jurisdictions of Canada in which it is a reporting issuer (the “**Order Sought**”).

Under the Process for Cease to be a Reporting Issuer Applications (for a passport application):

- (a) the Ontario Securities Commission (the “**Principal Regulator**”) is the principal regulator for this application, and
- (b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 – *Passport System* (“**MI 11-102**”) is intended to be relied upon in British Columbia, Alberta, and Québec.

Interpretation

Terms defined in National Instrument 14-101 – *Definitions* and Multilateral Instrument 11-102 have the same meaning if used in this order, unless otherwise defined.

Representations

This order is based on the following facts represented by the Filer:

1. the Filer is not an OTC reporting issuer under Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets*;
2. the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders in total worldwide;
3. no securities of the Filer, including debt securities, are 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;
4. the Filer is applying for an order that the Filer has ceased to be a reporting issuer in all of the jurisdictions of Canada in which it is a reporting issuer; and
5. the Filer is not in default of securities legislation in any jurisdiction.

Order

The Principal Regulator is satisfied that the order meets the test set out in the Legislation for the Principal Regulator to make the order.

The decision of the Principal Regulator under the Legislation that the Order Sought is granted.

“Marie-France Bourret”
Manager, Corporate Finance
Ontario Securities Commission

OSC File #: 2022/0323

B.3 Reasons and Decisions

B.3.1 Convera Canada ULC

Headnote

Application for a decision to exempt a money services business (MSB) from the dealer registration and prospectus requirements in connection with certain distributions of and trades in over-the-counter (OTC) derivatives that are made by the filer with a “permitted counterparty” or an “eligible commercial hedger” – “permitted counterparty” defined to mean “permitted client” as defined in Section 1.1 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations – “eligible commercial hedger” defined to mean a non-individual commercial hedger as defined in proposed derivatives business conduct and registration rules – exemption sought as an interim response to current regulatory uncertainty associated with the regulation of OTC derivatives, pending the development by the Canadian Securities Administrators (the CSA) of a uniform framework for the regulation of OTC derivatives in all provinces and territories of Canada – Decision includes terms and conditions of relief that are based on the regulatory framework for derivatives firms set out in the proposed derivatives business conduct and registration rules being developed by the CSA and a “sunset date” that is date that is the earlier of: (i) the date that is four years after the date of the Decision; and (ii) the coming into force in the jurisdiction of legislation or a rule that specifically governs business conduct requirements applicable to market participants in connection with OTC derivative transactions.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 25(1), 53(1) and 74.

National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, s. 1.1 (“permitted client”).

Proposed National Instrument 93-101 Derivatives: Business Conduct and Proposed National Instrument 93-102 Derivatives: Registration (“commercial hedger” and “eligible commercial hedger”).

August 5, 2022

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)**

AND

**IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS**

AND

**IN THE MATTER OF
CONVERA CANADA ULC
(the Filer)**

DECISION

Background

The Principal Regulator (as defined below) in the Jurisdiction has received an application (the **Application**) from the Filer for a decision under the securities legislation of the Jurisdiction (the **Legislation**) that the Filer and its officers, directors and representatives be exempt from

- (a) the dealer registration requirement (the **Dealer Registration Relief**), and
- (b) the prospectus requirement (the **Prospectus Relief**),

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in the Legislation in respect of distributions of or other trades in OTC Derivatives (as defined below) in connection with the Filer's foreign exchange risk management and payment services business (the **Filer's FX Business**) made by

- (c) the Filer to or with a "Permitted Counterparty" (as defined below) or an "Eligible Commercial Hedger" (as defined below), and
- (d) a Permitted Counterparty or an Eligible Commercial Hedger to or with the Filer

as the case may be, subject to the terms and conditions below (the **Requested Relief**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- 1. the Ontario Securities Commission is the principal regulator for the Application (the **Principal Regulator**); and
- 2. the Filer has provided notice that, in the case of the Dealer Registration Relief and, in the jurisdictions where required, the Prospectus Relief, section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in Newfoundland and Labrador, Northwest Territories, Nunavut, Prince Edward Island and Yukon (collectively, with Ontario, the **Applicable Jurisdictions**).

Interpretation

Terms defined in National Instrument 14-101 *Definitions* or MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

In this decision, the following terms have the following meanings:

"Client" means an Existing Client (as defined below) or a New Client (as defined below), as applicable;

"Commercial Hedger" means a person or company that carries on a business and that transacts in an OTC Derivative to hedge a risk in respect of that business associated with any of the following:

- (a) an asset that the person or company owns, produces, manufactures, processes, or merchandises or reasonably anticipates owning, producing, manufacturing, processing, or merchandising;
- (b) a liability that the person or company incurs or reasonably anticipates incurring; or
- (c) a service which the person or company provides, purchases, or reasonably anticipates providing or purchasing;

"Eligible Commercial Hedger" means a person or company, other than an individual, that

- (a) is a Commercial Hedger in relation to the OTC Derivative that it transacts with the Filer; and
- (b) has represented to the Filer in writing that it has the requisite knowledge and experience to evaluate the information provided to the person or company about OTC Derivatives by the Filer, the suitability of the OTC Derivatives for the person or company, and the characteristics of the OTC Derivatives to be transacted on the person or company's behalf;

"OTC Derivative" has the meaning ascribed to that term in Appendix A to this decision;

"Option" has the meaning ascribed to that term in Appendix A to this decision;

"Permitted Counterparty" means a person or company that is a "permitted client", as that term is defined in section 1.1 [*Definition of terms used throughout this Instrument*] of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**);

"Underlying Interest" has the meaning ascribed to that term in Appendix A to this decision.

Representations

This decision is based on the following facts represented by the Filer:

The Filer

- 1. The Filer is incorporated under the *Business Corporations Act* (British Columbia).
- 2. The Filer is a company within the Convera Group of companies (the **"Convera Group"**). The Convera Group consists of the former Western Union Business Solutions division of The Western Union Company, which was acquired by a

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consortium of Goldfinch Partners, LLC and The Baupost Group on March 1, 2022. The Convera Group is comprised of the legacy Custom House business (acquired by Western Union in 2009) and the legacy Travelex Global Business Payments division of the Travelex Group (the Canadian assets of the division having been acquired by Western Union in 2011).

3. The Convera Group is engaged predominantly in the business of offering global payments and currency exchange services in multiple jurisdictions across the world including the United States, Canada, Australia, New Zealand, the United Kingdom, Malta, Austria, Germany, France, Italy, Poland, the Czech Republic, Spain, Switzerland, Singapore and Hong Kong.
4. As part of the services offered, the Convera Group markets various financial products that allow businesses and, in some cases, individuals to hedge specific risks, including the risk of currency value fluctuations and to send and receive international payments. Such products include Forward Contracts and Options.
5. The Convera Group entities engaged in such businesses hold varying licenses and registrations in multiple jurisdictions, including those pertaining to money services businesses, money transmission and financial product service providers.
6. In Canada, the Convera Group currently operates predominantly through the Filer. The Filer's operations were acquired from Custom House ULC (the Western Union subsidiary which carried on the Filer's FX Business in Canada previously) and includes the portion of the business which Custom House ULC acquired from the Travelex Group relating to the provision of foreign exchange products to companies for risk management purposes. The business transferred to Custom House ULC from Travelex Canada Limited historically operated pursuant to a discretionary exemption ruling from the Principal Regulator (*Travelex Canada Limited (Re)* (2003) 26 OSCB 2224) (the **Travelex Decision**) which provided that certain over-the-counter foreign exchange derivatives entered into between that applicant and certain counterparties were exempt from dealer registration and prospectus requirements where one party to the transaction was a Qualified Party (as defined in the Travelex Decision) or each party to the transaction was entering into the transaction for hedging purposes. Custom House ULC acquired the assets of Travelex Canada Limited and therefore was not able to rely on the Travelex Decision or to permit the Filer to rely on the Travelex Decision.
7. The Filer is classified as a Money Services Business (**MSB**) under the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada) (**PCMLTFA**) and associated regulations. As a MSB, the Filer fully complies with anti-money laundering and anti-terrorist financing laws and regulations in Canada and, in particular, the Guidelines produced by the Financial Transactions and Reports Analysis Centre of Canada (**FINTRAC**).
8. The Filer is licensed as a MSB in the categories of currency exchange and fund transfer under the *Money-services Businesses Act* (Quebec) (**MSBA**).
9. The Filer is not registered under the securities, commodity futures or derivatives legislation of any of the provinces or territories of Canada in any capacity.
10. The Filer is currently offering foreign exchange and payment services to businesses in all provinces.
11. In respect of the provinces outside of the Jurisdiction, Quebec, Newfoundland and Labrador and Prince Edward Island, the Filer relies on exemptions for trading in OTC Derivatives with "Qualified Parties" set out in the following instruments:

Alberta	ASC Blanket Order 91-507 <i>Over-the-Counter Trades in Derivatives</i>
British Columbia	Blanket Order 91-501 <i>Over-the-Counter Derivatives</i>
Manitoba	Blanket Order 91-501 <i>Over-the-Counter Trades in Derivatives</i>
New Brunswick	Local Rule 91-501 <i>Derivatives</i>
Nova Scotia	Blanket Order 91-501 <i>Over the Counter Trades in Derivatives</i>
Saskatchewan	General Order 91-908 <i>Over-the-Counter Derivatives</i>

12. In Quebec, the Filer relies on the exemption for trading in OTC Derivatives with "accredited counterparties" set out in section 7 of the *Derivatives Act* (Quebec).
13. The Filer does not currently trade in OTC Derivatives with Clients in Prince Edward Island.
14. The Filer is seeking the Requested Relief in the Applicable Jurisdictions in connection with the Application because the Principal Regulator and the regulators in the other Applicable Jurisdictions have not adopted blanket orders or local rules comparable to the above instruments and there is no comparable exemption in the *Securities Act* (Ontario) (**OSA**) or the

securities legislation of the other Applicable Jurisdictions. Rather, the Filer understands that the Principal Regulator has historically considered applications for exemptive relief by firms seeking to trade OTC Derivatives on a case-by-case basis, pending the development of modernized derivatives business conduct and registration rules.

15. The Filer currently enters into OTC Derivatives with counterparties in the Jurisdiction and Newfoundland and Labrador which meet certain internally specified criteria and can demonstrate conclusively that they are hedging actual or anticipated commercial risks associated with fluctuations in the exchange rate between currencies (**Existing Clients**).
16. The Filer has outstanding OTC Derivatives transactions with Existing Clients and which have expiry or maturity dates beyond the effective date of this Decision (**Existing Transactions**). The Filer seeks to continue Existing Transactions pursuant to the terms under which such Existing Transactions were undertaken and consistent with the applicable requirements of the Terms and Conditions of the Relief.
17. The Filer intends to enter into arrangements for OTC Derivatives transactions (**New Transactions**) with counterparties in the Applicable Jurisdictions with whom it does not currently have arrangements (**New Clients**) consistent with all the requirements of the Terms and Conditions of the Relief.
18. The Filer does not and will not offer OTC Derivatives linked to bitcoin, ether or anything commonly considered a crypto asset, digital or virtual currency, or other novel or emerging asset classes to its Clients in the Applicable Jurisdictions.
19. The Filer is applying for the Requested Relief on a without prejudice basis and in the interest of obtaining regulatory certainty as to their status in the Applicable Jurisdictions. Other than in connection with the subject matter of this Application in the Jurisdiction and Newfoundland and Labrador, in respect of which the Filers make no admission, the Filer is not in default of securities, commodity futures or derivatives legislation in any province or territory of Canada.

OSC staff position

20. OSC staff have advised the Filer that OTC Derivatives may, depending on the nature of the contract, the manner in which it is offered, the nature of the client, and the manner in which the underlying or reference asset is delivered or custodied, constitute or involve “securities” and “derivatives” for the purposes of Ontario securities law.
21. In support of this view, OSC staff have referred the Filer to the following OSC and CSA staff guidance and caselaw:
 - OSC Staff Notice 91-702 Offerings of Contracts for Difference and Foreign Exchange Contracts to Investors in Ontario (**OSC Staff Notice 91-702**) and the cases cited therein, including Pacific Coast Coin Exchange v. Ontario (Securities Commission) (the **Pacific Coast decision**), and subsequent exemptive relief decisions that have granted exemptive relief to investment dealers based on the guidance in OSC Staff Notice 91-702;
 - CSA Staff Notice 21-327 Guidance on the Application of Securities Legislation to Entities Facilitating the Trading of Crypto Assets;
 - Commission and Court decisions involving online trading platforms and evidences of ownership of a commodity, including “warehouse receipts”, for investment or speculative purposes;
 - Principal Regulator guidance in the Companion Policy to OSC Rule 91-506 Derivatives: Product Determination (**OSC Rule 91-506**) on when an FX derivative may be considered to qualify for the “spot currency exclusion” in s. 2(1)(c) of OSC Rule 91-506;
 - Global Reach Financial Solutions Inc. (Re) (2020) 43 OSCB 8754; and
 - Global Reach Financial Solutions Inc. (Re) (2021) 44 O.S.C.B. 6847.
22. OSC staff have also advised the Filer that as rules are developed and implemented by the CSA that are specifically tailored to over-the-counter derivatives, the Filer will be subject to those rules or instruments in respect of the Filer’s trades in OTC Derivatives with Clients.

Proposed Conduct of OTC Derivative Transactions

23. Consistent with its Existing Transactions, the Filer proposes that New Transactions will be bilateral OTC Derivative transactions with counterparties located in the Applicable Jurisdictions that consist exclusively of persons or companies that are Permitted Counterparties or Eligible Commercial Hedgers. The Filer understands that the Permitted Counterparties and Eligible Commercial Hedgers would be entering into the OTC Derivative transactions for hedging purposes and not for speculative or investment purposes.

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24. The Underlying Interest of the OTC Derivatives to be entered into between the Filer and a Permitted Counterparty or Eligible Commercial Hedger will consist of an actual or anticipated commercial or financial foreign currency asset or liability.
25. The Filer may provide early settlement limits and mark-to-market (**MTM**) limits before requiring margin or collateral, and may require a Client to deposit margin or collateral with the Filer in respect of its obligations in connection with an OTC Derivative transaction that is out of the money (**OTM**), as a means of managing the MTM risk that the Filer faces with Clients on OTM positions (where the MTM value of the OTC Derivative reflects a credit exposure to the Filer). A Client will be credit risk assessed to determine the maximum MTM exposure acceptable to the Filer. If the MTM exposure of a Client which is subject to margin terms exceeds the acceptable MTM limit, they will be required to post additional collateral (or variation margin) to the Filer in order to maintain their position in the OTC Derivative.
26. Since Clients are not entering into OTC Derivatives transactions for speculative purposes, the Filer may stipulate a threshold amount in its contracts, which is the reference value of the MTM exposure of the OTC Derivative above which collateral has to be posted to the Filer. Higher credit risk Clients may additionally be required to post initial margin at the outset of an OTC Derivative transaction, as an extra cushion of support to protect the Filer against unexpected credit and operational risks. These risks can include problems such as operational error, large changes in MTM value of an OTC Derivative, as well as delays in receiving collateral.
27. The Filer seeks the Requested Relief as an interim, harmonized solution to the uncertainty and fragmentation that currently characterizes the regulation of OTC Derivatives across Canada, pending the development of a uniform framework for the regulation of OTC Derivative transactions in all provinces and territories of Canada.

Development of a modernized framework for OTC Derivatives

28. The Jurisdiction is in the process of establishing a framework for regulating the trading of derivatives in the Jurisdiction (the **Ontario Derivatives Framework**) through amendments to the OSA. The amendments to the OSA establishing the Ontario Derivatives Framework will not become effective until the date on which they are proclaimed in force. These amendments are not expected to be proclaimed in force until an ongoing public consultation on the regulation of OTC Derivatives has been completed.
29. On April 19, 2018, the Canadian Securities Administrators (the **CSA**) published a Notice and Request for Comment on the Proposed National Instrument 93-102 *Derivatives: Registration* (**Proposed NI 93-102**), and on January 20, 2022, the CSA published a Notice and Third Request for Comment on the Proposed National Instrument 93-101 *Derivatives: Business Conduct* (**Proposed NI 93-101**), which, together, are intended to implement a comprehensive regime for the regulation of persons or companies that are in the business of trading or advising on derivatives.

Rationale for Requested Relief

30. The Filer acknowledges that the definitions of the terms “security” and “derivative” in the OSA are broad and agrees that Clients could benefit from the protection of additional risk disclosure delivered in connection with the exemption order. Accordingly, the Filer is willing to electronically deliver or make available an information statement or other offering document to Clients in order to more fully explain the structure, features and risks of the Filer’s OTC Derivatives, as more fully set out in Appendix B.
31. The Requested Relief would substantially address, for the Filer and its Clients, the regulatory uncertainty and fragmentation that is currently associated with the regulation of OTC Derivative transactions in Canada, by permitting these parties to enter into OTC Derivative transactions in reliance upon exemptions from the dealer registration and prospectus requirements of the securities legislation of the Jurisdiction and each Applicable Jurisdiction on the basis of certain terms and conditions that are set forth in Proposed NI 93-101 and Proposed NI 93-102.
32. If the Requested Relief is granted, the Filer will comply with the terms and conditions of the Requested Relief including the Business Conduct and Risk Mitigation Terms and Conditions in Appendix B (collectively, the **Terms and Conditions of the Relief**).
33. The Filer acknowledges that the scope of the Requested Relief and the Terms and Conditions of the Relief may change as a result of developments in international and domestic capital markets or the Filer’s activities, or as a result of any changes to the laws in the Applicable Jurisdictions affecting trading in derivatives, commodity futures contracts, commodity futures options or securities.

Books and Records

34. The Filer acknowledges that it is or will become a “market participant” for the purposes of the OSA if the Requested Relief is granted. For the purposes of the OSA, and as a market participant, the Filer is required by subsection 19(1) of the OSA to: (i) keep such books, records and other documents as are necessary for the proper recording of its business

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transactions and financial affairs, and the transactions that it executes on behalf of others; and (ii) keep such books, records and documents as may otherwise be required under Ontario securities law.

35. For the purposes of its compliance with subsection 19(1) of the OSA, the Filer will keep books and records that comply with the Terms and Conditions of the Relief.

Proficiency

36. The Filer represents that the third-party derivatives training courses which are currently available (such as the Canadian Securities Institute's Derivatives Fundamentals Course) are not well-suited to the nature of its OTC Derivatives activities. Such courses cover a wide variety of products and assets classes (including exchange-traded products), whereas the Filer's business is limited to over-the-counter foreign exchange derivative products used solely for commercial hedging purposes.
37. In order to ensure that the Filer's individual dealers (**Dealers**) have the proficiency required to carry out the Filer's OTC Derivatives activities, the Filer has developed a robust internal training program, focused on the fundamentals of commercial foreign exchange hedging, the specific OTC Derivatives products which it offers to Clients, and the compliance policies and procedures implemented by the Filer.
38. The Filer provides a structured onboarding program for newly-hired Dealers which includes in-class markets compliance regulatory training as well as training related to the Filer's products, policies, and procedures (including its employee Code of Conduct). This is followed by annual markets compliance refresher modules which are delivered to Dealers through the Filer's online training platform. With respect to OTC Derivatives, the Filer's training program is made up of two internal "courses" – Risk Management Foundations (with modules covering foreign exchange market fundamentals, hedging principles, the hedging sales process, hedging tools, and credit qualification/financial analysis), and Advanced Risk Management (with modules covering the Filer's more sophisticated hedging products, restructuring, and advanced hedging tools).
39. In addition to its training programs, leveraging the training methodology that Convera Group companies have applied in other highly-regulated jurisdictions, the Filer is currently implementing a grading system for its Dealers, which will qualify each Dealer to transact certain types of products and/or dollar thresholds or act in a managerial capacity based on their progression through the Filer's training programs, and their level of experience. In order to progress to a higher grade or become a manager, a Dealer must complete the necessary training programs, achieve a satisfactory result on applicable proficiency tests, and be considered suitable by their manager(s) for dealing in larger limits and/or more sophisticated products.

Trade reporting

40. To the extent necessary and in respect of the OTC Derivative transactions, the Filer will comply or continue to comply with the derivatives trade reporting rules and instruments in effect in the Applicable Jurisdictions.

Decision

The Principal Regulator is satisfied that the decision meets the test set out in the Legislation for the Principal Regulator to make the decision.

The decision of the Principal Regulator is that the Requested Relief is granted, provided that:

- (a) the Filer takes reasonable steps and documents such steps in writing to ensure that the Filer solicits and transacts in OTC Derivatives only with Clients in the Applicable Jurisdictions that are Permitted Counterparties or Eligible Commercial Hedgers;
- (b) the Filer conducts all OTC Derivatives transactions with Clients in compliance with the Terms and Conditions of the Relief;
- (c) prior to first entering into an OTC Derivative transaction with a Client, the Filer has
- (i) provided to the Client the Risk Disclosure Document (as defined in Appendix B) and has delivered, or has previously delivered, a copy of the form of Risk Disclosure Document provided to that Client to the Principal Regulator; and
 - (ii) obtained a written or electronic acknowledgement from such Client, confirming that such Client has received, read and understood the Risk Disclosure Document;
- (d) the Filer remains in compliance with the requirements of the PCMLTFA, the MSBA and FINTRAC that apply to the Filer;

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- (e) the Filer has furnished to the Principal Regulator the name and principal occupation of its officers and directors, together with the personal information form and authorization of indirect collection, use and disclosure of personal information provided for in Form 33-109F4 of National Instrument 33-109 *Registration Information* completed by any officer or director;
- (f) the Filer will not provide advice or make a recommendation to a client or prospective client in relation to securities or derivatives, other than in connection with the Filer's FX Business and in accordance with the Terms and Conditions of the Relief. For clarity, the Filer may provide general information through its website or other marketing materials about the merits of an FX transaction provided the general advice is fair, balanced and not misleading, and the Filer may provide Clients with risk management advice and recommendations incidental to its FX products in accordance with the Terms and Conditions of the Relief. The Filer will not operate a managed account as that term is defined in section 1.1 of NI 31-103;
- (g) the Filer shall promptly inform the Principal Regulator in writing of any material change affecting the Filer, being any change in the business, activities, operations or financial results or condition of the Filer that may reasonably be perceived by a client to be material;
- (h) the Filer shall promptly inform the Principal Regulator in writing if a self-regulatory organization or any other regulatory authority or organization initiates proceedings or renders a judgment related to disciplinary matters against the Filer concerning the conduct of activities with respect to OTC Derivatives;
- (i) the Filer shall promptly inform the Principal Regulator in writing of the issuance of an order or decision by a court, a Commission or other similar regulatory body in or outside of Canada, that suspends or terminates the ability of any member of the Convera Group to trade OTC Derivatives;
- (j) the Requested Relief shall immediately expire upon the earliest of
 - A. four years from the date that this Decision is issued;
 - B. 90 days after the date of registration of the Filer under securities, commodity futures or derivatives legislation in any jurisdiction in Canada; and
 - C. the coming into force of legislation or a rule in the Applicable Jurisdictions regarding business conduct obligations for OTC Derivatives.

(the **Interim Period**).

"Debra Foubert"
Director
Compliance and Registrant Regulation
Ontario Securities Commission

"Michael Balter"
Manager
Corporate Finance
Ontario Securities Commission

MITs File #: 2021/0364

APPENDIX A

Definitions

“**Clearing Corporation**” means an association or organization through which Options or futures contracts are cleared and settled.

“**Forward Contract**” means an agreement, not entered into or traded on or through an organized market, stock exchange or futures exchange and cleared by a Clearing Corporation, to do one or more of the following on terms or at a price established by or determinable by reference to the agreement and at or by a time established by or determinable by reference to the agreement:

- (a) make or take delivery of the Underlying Interest of the agreement; or
- (b) settle in cash instead of delivery.

“**Option**” means an agreement that provides the holder with the right, but not the obligation, to do one or more of the following on terms or at a price determinable by reference to the agreement at or by a time established by the agreement:

- (a) receive an amount of cash determinable by reference to a specified quantity of the Underlying Interest of the Option.
- (b) purchase a specified quantity of the Underlying Interest of the Option.
- (c) sell a specified quantity of the Underlying Interest of the Option.

“**OTC Derivative**” means one or more of, or any combination of, an Option, a Forward Contract, or any instrument of a type commonly considered to be a derivative, in which:

- (a) the agreement relating to, and the material economic terms of, the Option, Forward Contract, swap or other instrument have been customized to the purposes of the parties to the agreement and the agreement is not part of a fungible class of agreements that are standardized as to their material economic terms;
- (b) the creditworthiness of a party having an obligation under the agreement would be a material consideration in entering into or determining the terms of the agreement; and
- (c) the agreement is not entered into or traded on or through an organized market, stock exchange or futures exchange.

“**Underlying Interest**” means, for a derivative, the commodity, interest rate, actual or anticipated commercial or financial foreign currency asset or liability, foreign exchange rate, security, economic indicator, index, basket, benchmark or other variable, or another derivative, and, if applicable, any relationship between, or combination of, any of the foregoing, from or on which the market price, value or payment obligations of the derivative are derived or based.

APPENDIX B

Business Conduct and Risk Mitigation

Terms and Conditions

Part I – Risk disclosure [*All Clients*]

Risk Disclosure Document

1. The Filer will, prior to a New Client's first OTC Derivatives Transaction with the Filer, and as part of the account-opening process, provide the New Client with a separate risk disclosure document that clearly explains, in plain language, the transaction and the risks associated with the transaction (the **Risk Disclosure Document**). The Filer will also provide the Risk Disclosure Document to all Existing Clients. The Risk Disclosure Document will include a plain language description of the structure, features and risks of the OTC Derivative, and the potential risks to the Client in the event of the bankruptcy or insolvency of the Filer.
2. The Risk Disclosure Document will clearly explain, in plain language, that the Filer is not registered under the securities, commodity futures or derivatives laws of any jurisdiction of Canada and that client assets are not protected under the Canadian Investor Protection Fund (**CIPF**), the U.S. Securities Investor Protection Corporation, or equivalent protections.
3. Prior to each New Client's first OTC Derivatives Transaction, the Filer will also obtain a written or electronic acknowledgement from such New Client confirming that such New Client has received, read and understood the Risk Disclosure Document. Such acknowledgment will be separate from and prominent among other acknowledgements provided by the New Client as part of the account-opening process.
4. For each Existing Client the Filer will also obtain a written or electronic acknowledgement from such Existing Client confirming that such Existing Client has received, read and understood the Risk Disclosure Document.
5. Within two weeks of the Principal Regulator granting the Decision, the Filer will ensure
 - (a) that the Risk Disclosure Document to be provided to the Filer's Clients is updated to include a reference to and a copy of or link to this Decision; and
 - (b) a complete copy of the Risk Disclosure Document to be provided to the Filer's Clients is delivered to the Principal Regulator.

Part II – Core business conduct obligations [*All Clients*]

Acting fairly, honestly and in good faith

6. The Filer shall act and shall take reasonable steps to cause each individual acting on its behalf to act fairly, honestly and in good faith with Clients.

Conflicts of interest

7. The Filer will establish, maintain and apply reasonable policies and procedures to identify existing material conflicts of interest, and material conflicts of interest that the Filer in its reasonable opinion would expect to arise, between the Filer, including each individual acting on behalf of the Filer, and a Client of the Filer.
8. The Filer will respond to an existing or potential conflict of interest identified under the preceding paragraph. If a Client of the Filer, acting reasonably, would expect to be informed of a conflict of interest identified under the preceding paragraph, the Filer will disclose, in a timely manner, the nature and extent of the conflict of interest to the Client whose interest conflicts with the interest identified.
9. The Filer will comply, and will take reasonable steps to cause each individual acting on its behalf to act to comply, with the enhanced conflicts of interest provisions in section 13.4 and 13.4.1 of NI 31-103 as if the Filer were a "registered firm" and individuals acting on behalf of the Filer were "registered individuals".

Gatekeeper know-your-client (KYC) obligations

10. The Filer will establish, maintain and apply reasonable policies and procedures to
 - (a) obtain facts necessary to comply with applicable legislation, including the PCMLTFA, relating to the verification of a Client's identity,

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- (b) establish the identity of a Client and, if the Filer has cause for concern, make reasonable inquiries as to the reputation of the Client,
 - (c) if the Filer will, as a result of its relationship with a Client have any credit risk in relation to the client, establish the creditworthiness of the Client.
11. For the purpose of establishing the identity of a Client that is a corporation, partnership or trust, the Filer will establish the following:
- (a) the nature of the Client's business;
 - (b) the identity of any individual who meets either of the following:
 - (i) in the case of a corporation, is a beneficial owner of, or exercises direct or indirect control or direction over, more than 25% of the voting rights attached to the outstanding voting securities of the corporation;
 - (ii) in the case of a partnership or trust, exercises control over the affairs of the partnership or trust.
12. The Filer will take reasonable steps to keep the information required under the preceding two paragraphs current. The requirement in the preceding two paragraphs does not apply if the client is a registered firm or a Canadian financial institution.

Proficiency

13. The Filer will ensure that each of its Dealers has the appropriate education, training, and experience that a reasonable person would consider necessary to perform the activity competently, including understanding the structure, features, and risks of each OTC Derivative that the Dealer transacts.

Handling Complaints

14. The Filer will document and, in a manner that a reasonable person would consider fair and effective, promptly respond to each complaint made to the Filer about any OTC Derivatives product offered by the Filer or an individual acting on behalf of the Filer.
15. The Filer will include in the Risk Disclosure Document disclosure that clearly explains, in plain language, that the Filer is not a registered dealer in any jurisdiction in Canada and as such is not required to make available to Clients the services of an independent dispute resolution or mediation service such as the Ombudsman for Banking Services and Investments (OBSI).

Trade Confirmation

16. The Filer will promptly deliver a written confirmation of the OTC Derivatives transaction to either of the following:
- (a) the Client;
 - (b) if the Client has consented in writing, a registered adviser acting for the client.

For purposes of this paragraph 16 delivery shall include making a confirmation available to the Client on the Filer's electronic platform.

Tied Selling Restriction

17. The Filer will not impose undue pressure on or coerce a person or company to obtain an OTC Derivatives-related product or service from a particular person or company, including the Filer or any of its affiliated entities, as a condition of obtaining another product or service from the Filer.

Part III – Supplemental business conduct obligations for certain Clients

18. The Filer must comply with the requirements in this Part in relation to all Clients, other than
- (a) a Client that is a Permitted Counterparty or
 - (b) a Client that is an Eligible Commercial Hedger, if the Filer has provided the Eligible Commercial Hedger with a copy of this Decision including Appendices and the Eligible Commercial Hedger has provided the Filer with a written waiver confirming that they do not wish to receive the protections provided in this Part.

Client-specific needs and objectives

19. The Filer will take reasonable steps to ensure that, before it makes a recommendation to or accepts an instruction from a Client to transact in an OTC Derivative, it has sufficient information regarding all of the following to enable it to meet its obligations under paragraph 21 [*Suitability*]:
- (a) the Client's needs and objectives with respect to its transacting in OTC Derivatives;
 - (b) the Client's financial circumstances;
 - (c) the Client's risk tolerance;
 - (d) if applicable, the nature of the Client's business and the operational risks it wants to manage.
20. The Filer will take reasonable steps to keep the information required under the preceding paragraph current.

Suitability

21. The Filer, or an individual acting on behalf of the Filer, must take reasonable steps to ensure that, before it makes a recommendation to or accepts an instruction from a Client to transact in an OTC Derivative, both the OTC Derivative and the transaction are suitable for the Client.
22. If a Client instructs the Filer, or an individual acting on behalf of the Filer, to transact in an OTC Derivative and, in the Filer's reasonable opinion, following the instruction would result in a transaction that is not suitable for the Client, the Filer must inform the Client in writing of the Filer's opinion and must not transact in the OTC Derivative unless the Client instructs the Filer to proceed anyway.
23. The Filer will comply, and will take reasonable steps to cause each individual acting on its behalf to act to comply, with the enhanced know-your-client, know-your product and suitability obligations Division 1 of Part 13 of NI 31-103 as if the Filer were a "registered firm" and individuals acting on behalf of such Filer were "registered individuals".

Permitted referral arrangements

24. Neither the Filer, nor any individual acting on behalf of the Filer, will, following the date of this Decision, participate in a referral arrangement in respect of an OTC Derivative with another person or company unless all of the following apply:
- (a) before a Client is referred to the Filer, the terms of the referral arrangement are set out in a written agreement between the Filer and the person or company;
 - (b) the Filer records all referral fees;
 - (c) the Filer, or the individual acting on behalf of the Filer, ensures that the information prescribed above is provided to the Client in writing before the Filer or the individual receiving the referral either opens an account for the Client or provides services to the Client.
25. The Filer, or an individual acting on behalf of the Filer, will not refer a Client to another person or company in respect of an OTC Derivative.
26. The written disclosure of the referral arrangement required by paragraph 24 must include all of the following:
- (a) the name of each party to the agreement;
 - (b) the purpose and material terms of the agreement, including the nature of the services to be provided by each party;
 - (c) any conflicts of interest resulting from the relationship between the parties to the agreement and from any other element of the referral arrangement;
 - (d) the method of calculating the referral fee and, to the extent possible, the amount of the fee;
 - (e) the category of registration, or exemption from registration relied upon, of each derivatives firm and individual acting on behalf of the derivatives firm that is a party to the agreement with a description of the activities that the derivatives firm or individual is authorized to engage in under that category or exemption and, giving consideration to the nature of the referral, the activities that the derivatives firm or individual is not permitted to engage in;

- (f) any other information that a reasonable Client would consider important in evaluating the referral arrangement.
27. If there is a change to the information set out in the previous paragraph, the Filer must ensure that written disclosure of that change is provided to each Client affected by the change as soon as possible and no later than the 30th day before the date on which a referral fee is next paid or received.
28. The Filer will comply, and will take reasonable steps to cause each individual acting on its behalf to act to comply, with the enhanced referral arrangement provisions in sections 13.7 to 13.10 of NI 31-103 as if the Filer were a “registered firm” and individuals acting on behalf of such Filer were “registered individuals”.

Part IV – Restrictions [All Clients]***Restriction on lending***

29. In connection with the Filer’s OTC Derivatives business, except as described in paragraphs 23 – 24, inclusive, of the Decision, the Filer will not lend money, extend credit or provide margin to a client.

Restriction on advising or managed accounts

30. The Filer is not registered to provide advice in relation to investments involving securities or derivatives. Accordingly, except as described below, the Filer will not advise a Client or prospective client about the merits of an investment in securities or derivatives or recommend or represent that an investment in securities or derivatives is a suitable investment for the Client or prospective client.
31. For clarity, the Filer may provide general information through its website or other marketing materials about the Filer’s views as to the merits of an FX transaction or strategy provided such advice is fair, balanced and not misleading and the advice is not directed at or tailored to the needs of the particular person or company receiving the information, and the Filer may provide Clients with risk management advice and recommendations as to FX products or strategies for hedging purposes relative to the Client’s specific circumstances and objectives.
32. The Filer will not operate a managed account as that term is defined in section 1.1 of NI 31-103.

Restriction on contracts linked to novel or emerging asset classes

33. The Filer will not offer OTC Derivatives linked to bitcoin, ether, cryptocurrencies or other novel or emerging asset classes, or options or other derivatives thereon, to Clients in the Applicable Jurisdictions without the prior written consent of the Principal Regulator in the Jurisdiction or the relevant regulator in the other Applicable Jurisdictions.

Part V – Client account obligations for certain Clients

34. The Filer must comply with the requirements in this Part in relation to all Clients, other than
- (a) a Client that is a Permitted Counterparty; or
 - (b) a Client that is an Eligible Commercial Hedger, if the Filer has provided the Eligible Commercial Hedger with a copy of this Decision including Appendices and the Eligible Commercial Hedger has provided the Filer with written waiver confirming that they do not wish to receive the protections provided in this Part.

Relationship disclosure information

35. For the purposes of a requirement in this Decision to deliver a document or provide disclosure to a Client, including client relationship disclosure, trade confirmations and account statements, the Filer may deliver the document or provide the disclosure to the client in electronic form if the Client has previously provided written consent to receive such documents in electronic form.
36. The Filer will, prior to a New Client’s first transaction in an OTC Derivative, and as part of the account-opening process, provide the New Client with all information that a reasonable person would consider important about the New Client’s relationship with the Filer.
37. Without limiting the foregoing, the information delivered to a Client described in paragraph 36 must include all of the following:
- (a) a description of the nature or type of such Client’s account;
 - (b) a description of any conflicts of interest that the Filer is required to disclose to such Client under this decision;

B.3: Reasons and Decisions

- (c) disclosure of the fees or other charges such Client might be required to pay related to such Client's account;
 - (d) a general description of the types of transaction fees or other charges such Client might be required to pay in relation such Client's account;
 - (e) a general description of any compensation paid to the Filer by any other party in relation to such Client's transactions in OTC Derivatives;
 - (f) disclosure of the Filer's obligations under this decision if such Client has a complaint;
 - (g) a statement that the Filer is not registered to provide advice in relation to investments involving securities or derivatives; and
 - (h) the information the Filer must collect about such Client under the Decision, including the Filer's obligations to collect *Gatekeeper know-your-client (KYC) information*.
38. The Filer must deliver the information in the preceding paragraph to the New Client in writing before the Filer transacts in an OTC Derivative with, for or on behalf of the New Client. If there is a significant change in respect of the information delivered to such Client in the preceding paragraph, the Filer must take reasonable steps to notify such Client of the change in a timely manner and, if possible, before the Filer next transacts in an OTC Derivative with, for or on behalf of such Client.

Part VI – Client information [All Clients]

Content and delivery of transaction information

39. The Filer will promptly deliver a written confirmation of the transaction to either of the following:
- (a) the Client;
 - (b) if the Client has consented in writing, a registered adviser acting for the Client.
40. If the Filer transacts with, for or on behalf of a Client that is an Eligible Commercial Hedger that has not waived its rights under this paragraph, the written confirmation required under the preceding paragraph must include all of the following, if applicable:
- (a) a description of the transaction;
 - (b) a description of the agreement that governs the transaction;
 - (c) the notional amount, quantity or volume of the underlying asset of the transaction;
 - (d) the number of units of the transaction (if applicable);
 - (e) the total price paid for the transaction and the per unit price of the transaction;
 - (f) the commission, sales charge, service charge and any other amount charged in respect of the transaction;
 - (g) the particular entity that transacted with the Client and whether such entity acted as principal or agent in relation to the transaction;
 - (h) the date and the name of the trading facility, if any, on which the transaction took place;
 - (j) the date of the transaction;

Client statements

41. Commencing after the first quarter of 2022, the Filer must deliver a statement to a Client, at the end of each quarterly period, if either of the following applies:
- (a) within the quarterly period the Filer transacted in an OTC Derivative with, for or on behalf of the Client;
 - (b) the Client has an outstanding position resulting from a transaction where the Filer transacted in an OTC Derivative with, for or on behalf of the Client.
42. A statement delivered under paragraph 41 must include all of the following information for each OTC Derivative made with, for or on behalf of the Client during the period covered by the statement, if applicable:

- (a) the date of the transaction;
 - (b) a description of the transaction, including notional amount, the number of units of the transaction, the per unit price and the total price;
 - (c) information sufficient to identify the agreement that governs the transaction.
43. A statement delivered under paragraph 38 may include at the Client's request any of the following information as at the date of the statement, if applicable:
- (a) a description of each outstanding OTC Derivative;
 - (b) the valuation, as at the statement date, of each outstanding OTC Derivative referred to in subparagraph 43(a);
 - (c) the final valuation, as at the expiry or termination date, of each OTC Derivative that expired or terminated during the period covered by the statement;
 - (d) a description of all client assets held or received by the Filer as collateral (**Client Collateral**), and the name of the entity holding such Client Collateral;
 - (e) any cash balance in such Client's account;
 - (f) a description of any other client asset held or received by the Filer;
 - (g) the total market value of all cash, OTC Derivatives and other assets in such Client's account, other than Client Collateral.

Part VII – Ongoing Filer Obligations [*All Clients*]

Custody of Client Collateral

44. The Filer will hold assets equal to the total value of a Client's Client Collateral in respect of a Client in an Applicable Jurisdiction:
- (a) segregated from the Filer's own property,
 - (b) segregated from the Client Collateral of any other Client, and
 - (c) in the case of cash, in a designated account at a Canadian custodian (as defined in NI 31-103) or a Canadian financial institution.

The Filer will not use or invest any Client Collateral without the prior written consent of the Client, which may be granted by the Client on an omnibus basis in respect of all OTC Derivatives with the Filer. The Filer, rather than any Client, will bear any loss resulting from use or investment of Client Collateral.

Insurance

45. The Filer will comply with the requirements of section 12.3 of NI 31-103 and Appendix A [*Bonding and Insurance Clauses*] to NI 31-103 as if it were a registered dealer, except modified as follows:
- A. Fidelity – cover required
 - B. On Premises – cover not required as no assets of material value are held on premises and no client assets are held on site
 - C. In transit – cover not required as there will be no physical transit of cash and securities
 - D. Forgery or alterations – cover required
 - E. Securities – cover not required as risk not applicable to the Filer's business model.

Capital requirements

46. If, at any time, the excess working capital of the Filer, as calculated in accordance with Form 31-103F1 *Calculation of Excess Working Capital*, is less than zero, the Filer must notify the Principal Regulator as soon as possible.

B.3: Reasons and Decisions

47. The excess working capital of the Filer, as calculated in accordance with Form 31-103F1 *Calculation of Excess Working Capital*, must not be less than zero for 2 consecutive days.
48. For the purpose of completing Form 31-103F1 *Calculation of Excess Working Capital*, the minimum capital is the amount prescribed in section 12.1 of NI 31-103 for a registered dealer that is not also registered as an investment fund manager.
49. The Filer will establish, maintain and apply policies, procedures, controls and supervision sufficient to provide reasonable assurance that all of the following are satisfied:
 - (a) the Filer and each individual acting on its behalf in relation to transacting in an OTC Derivative complies with the Terms and Conditions of the Requested Relief;
 - (b) the risks relating to its OTC Derivatives trading activities are managed in accordance with the Filer's risk management policies and procedures;
 - (c) each individual who performs an activity on behalf of the Filer relating to transacting in an OTC Derivative, prior to commencing the activity and on an ongoing basis,
 - (i) has the experience, education and training that a reasonable person would consider necessary to perform the activity competently,
 - (ii) without limiting subparagraph 49(c)(i), has the understanding of the structure, features and risks of each OTC Derivative that the individual transacts in, and
 - (iii) has conducted themselves with integrity.

Business continuity and disaster recovery

50. The Filer will establish, maintain and apply a written business continuity and disaster recovery plan that is reasonably designed to allow the Filer to minimize disruption and allow the Filer to continue its business operations.
51. The business continuity and disaster recovery plan must outline the procedures to be followed in the event of an emergency or other disruption of the Filer's normal business activities.
52. The Filer must conduct tests of its business continuity and disaster recovery plan on a reasonably frequent basis and not less than annually.

Derivatives party agreement

53. The Filer must ensure that, before transacting in an OTC Derivative with a counterparty (including a Client) that it enters into an agreement with that counterparty that establishes all of the material terms governing the trading relationship between the counterparties.

Records

54. The Filer will keep records of its transactions, including all of the following, as applicable:
 - (a) records containing a general description of its OTC Derivatives business and activities conducted with Clients, and compliance with the Terms and Conditions of the Requested Relief, including
 - (i) records of Client assets, and
 - (ii) records documenting the Filer's compliance with internal policies and procedures;
 - (b) for each OTC Derivatives transaction, material records demonstrating the existence and nature of the OTC Derivatives transaction, including
 - (i) records of communications with the Client relating to the OTC Derivatives transaction,
 - (ii) documents provided to the Client to confirm the transaction, the terms of the OTC Derivatives and each transaction relating to the OTC Derivatives,
 - (iii) correspondence relating to the OTC Derivatives and each transaction relating to the OTC Derivatives, and
 - (iv) records made by staff relating to the OTC Derivatives and each transaction relating to the OTC Derivatives, including notes, memos or journals;

- (c) for each OTC Derivative, records that provide for a complete and accurate understanding of the OTC Derivative and all transactions relating to the OTC Derivative, including
 - (i) records relating to pre-execution activity for each OTC Derivative including all communications relating to quotes, solicitations, instructions, transactions and prices however they may be communicated,
 - (ii) reliable timing data for the execution of each transaction relating to the OTC Derivative, and
 - (iii) records relating to the execution of the OTC Derivative, including
 - (A) information obtained to determine whether the Client qualifies as a Permitted Counterparty or Eligible Commercial Hedger, as applicable,
 - (B) fees or commissions charged,
 - (C) any other information relevant to the transaction, and
 - (D) information used in calculating the OTC Derivative valuation;
- (d) an itemized record of post-transaction processing and events, including a record in relation to the calculation of margin and exchange of collateral;
- (e) the price and valuation of the OTC Derivative.

Form, accessibility and retention of records

- 55. The records required to be maintained in the Decision must be kept in a safe location, readily accessible and in a durable form for a period of 7 years following the date on which the OTC Derivative expires or is terminated.
- 56. A record required to be provided to the Principal Regulator must be provided in a format that is capable of being read by the Principal Regulator.

Part VI – Risk management policies and procedures [All Clients]

- 57. The Filer must establish, maintain, and apply a written framework that is reasonably designed to establish a system of controls and supervision to monitor and manage the risks associated with its OTC Derivatives-related activity.
- 58. The framework referred to in paragraph 57 must be approved by the Filer's board of directors, or individuals acting in a similar capacity for the firm.
- 59. The risk management framework referred to in paragraph 57 must, at a minimum
 - (a) identify material risks to the Filer, including risks from affiliated entities and from specific OTC Derivatives or types of OTC Derivatives,
 - (b) establish risk tolerance limits,
 - (c) establish requirements for the Filer to appropriately manage risks, including establishing requirements related to appropriate margining standards for OTC Derivatives,
 - (d) provide for the periodic review of the Filer's risks and risk tolerance limits to ensure they reflect the Filer's OTC Derivatives related activity,
 - (e) permit senior management to monitor compliance with risk management requirements and risk tolerance limits in order to detect and address non-compliance,
 - (f) provide for periodic reports to the Filer's senior management and its board of directors on the Filer's material risks, risk tolerance limits, compliance with risk management requirements, compliance with risk tolerance limits and recommendations for changing the risk management framework and risk tolerance limits, and
 - (g) when there is a material change to the Filer's risk exposures or a material breach of a risk limit, require the Filer to on a timely basis, provide the Filer's board of directors, or individuals acting in a similar capacity for the Filer, with a report relating to those changes.
- 60. The Filer must conduct an independent review of its risk management framework on a reasonably frequent basis.

Agreement for process of determining the value of a derivative

61. The Filer must agree on and clearly document the processes for determining the value of each OTC Derivative.

Agreement for process relating to disputes

62. (1) The Filer must enter into a written agreement with its counterparties (including Clients) that establishes procedures and processes to identify, record and monitor disputes relating to material terms or valuation and exchange of collateral between the Filer and its counterparties, and to resolve disputes relating to the material terms or valuation of an OTC Derivative in a timely manner.
- (2) If a dispute referred to in subparagraph 62(1) has not been resolved within 60 days of the date when the Filer should, acting reasonably, become aware of the dispute, the Filer must report the dispute to the Principal Regulator.

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B.4 Cease Trading Orders

B.4.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders

Company Name	Date of Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/Revoke
THERE IS NOTHING TO REPORT THIS WEEK.				

Failure to File Cease Trade Orders

Company Name	Date of Order	Date of Revocation
Colibri Resource Corporation	May 11, 2022	August 2, 2022
BevCanna Enterprises Inc.	August 4, 2022	
Empower Clinics Inc.	August 4, 2022	
Poplar Creek Resources Inc.	May 6, 2022	August 3, 2022
9342-8530 Québec Inc.	March 7, 2017	August 4, 2022
SBD Capital Corp.	August 5, 2022	
Ionic Brands Corp.	August 5, 2022	
ACGT DNA Technologies Corporation	August 5, 2022	
CannAmerica Brands Corp.	August 5, 2022	
Newlox Gold Ventures Corp.	August 5, 2022	
LeanLife Health Inc.	August 5, 2022	
TUP Capital Inc.	August 8, 2022	
Mobilum Technologies Inc.	August 8, 2022	

B.4.2 Temporary, Permanent & Rescinding Management Cease Trading Orders

Company Name	Date of Order	Date of Lapse
Red White & Bloom Brands Inc.	May 4, 2022	August 3, 2022
PlantX Life Inc.	August 4, 2022	
Radiant Technologies Inc.	August 5, 2022	

B.4.3 Outstanding Management & Insider Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/Expire	Date of Issuer Temporary Order
Performance Sports Group Ltd.	19 October 2016	31 October 2016	31 October 2016		

B.4: Cease Trading Orders

Company Name	Date of Order	Date of Lapse
Agrios Global Holdings Ltd.	September 17, 2020	
Gatos Silver, Inc.	April 1, 2022	
Gatos Silver, Inc.	April 12, 2022	
Red White & Bloom Brands Inc.	May 4, 2022	August 3, 2022
Rapid Dose Therapeutics Corp.	June 29, 2022	
Sproutly Canada, Inc.	June 30, 2022	
Gatos Silver, Inc.	July 7, 2022	
PlantX Life Inc.	August 4, 2022	
Radiant Technologies Inc.	August 5, 2022	

B.5 Rules and Policies

B.5.1 Notice of Adoption – OSC Rule 32-506 (Commodity Futures Act) Exemptions for International Dealers, Advisers and Sub-Advisers; Amendment to OSC Rule 91-502 Trades in Recognized Options under the Securities Act

NOTICE OF ADOPTION

OSC RULE 32-506 (COMMODITY FUTURES ACT) EXEMPTIONS FOR INTERNATIONAL DEALERS, ADVISERS AND SUB-ADVISERS

AMENDMENT TO OSC RULE 91-502 TRADES IN RECOGNIZED OPTIONS UNDER THE SECURITIES ACT

August 4, 2022

Introduction

On April 26, 2022, the Ontario Securities Commission (the **Commission**) made Ontario Securities Commission Rule 32-506 (Commodity Futures Act) *Exemptions for International Dealers, Advisers and Sub-Advisers* (**OSC Rule 32-506**) as a rule pursuant to section 65 of the *Commodity Futures Act* (Ontario) (the **CFA**).

On the same date, the Commission made an amendment (the **91-502 Amendment**) to OSC Rule 91-502 *Trades in Recognized Options* (**OSC Rule 91-502**) pursuant to section 143 of the *Securities Act* (Ontario) (the **OSA**).

On August 4, 2022, the Commission delivered OSC Rule 32-506 and the 91-502 Amendment (collectively, the **Instruments**) to the Ontario Minister of Finance (the **Minister**) in accordance with section 68 of the CFA and section 143.3 of the OSA, respectively.

The Minister may approve or reject the Instruments or return them for further consideration. If the Minister approves the Instruments or does not take any further action by September 29, 2022, they will come into force on October 14, 2022.

Substance and Purpose

The Instruments are collectively a regulatory burden reduction initiative and codify relief that was, until recently, routinely granted by the Commission under both the CFA and OSC Rule 91-502 to international dealers, international advisers and international sub-advisers (collectively, **international firms**).

The Instruments codify exemptive relief for international firms in order to

- enhance institutional investor access to international options and futures markets and thereby reduce regulatory costs for such investors, and
- reduce regulatory burden by eliminating the need for international firms to file applications for exemptive relief.

As explained below, since April 15, 2021, international firms have been able to rely on certain interim class orders that provide substantially the same relief as the relief that will be provided by the Instruments once the Instruments come into force.

The interim class orders expire on the date that the Instruments come into force. An international firm relying on an exemption in the interim class orders is not required to take any action as a consequence of the coming into force of either or both of the Instruments.

Draft Capital Markets Act

On October 12, 2021, the Ontario government published the draft *Capital Markets Act* (**CMA**) for stakeholder consultation.¹ The deadline for stakeholder comments was February 18, 2022.

The CMA is new draft legislation intended to replace the OSA and the CFA in Ontario, if it comes into force. The CMA will not become law unless a bill is passed by the Legislative Assembly of Ontario in the future.

¹ <https://www.ontariocanada.com/registry/view.do?postingId=38527&language=en>

If the CMA comes into force and the OSA and the CFA are repealed, it is expected that the Instruments would also be repealed and replaced by appropriate rules and regulations under the CMA.

Background to the Instruments

On December 1, 2020, the Commission published a notice and request for comment (the **Notice**) in respect of proposed versions of the Instruments for a 90-day comment period (collectively, the **Proposed Instruments**).²

As explained in the Notice, the substance and purpose of the Proposed Instruments is to codify in a rule certain exemptions from the registration requirements in the CFA that are routinely granted by the Commission to international firms on an application basis. These applications also sometimes include a request for an exemption from the options proficiency requirements in OSC Rule 91-502 that may otherwise be applicable to international firms and their representatives.

The Proposed Instruments are part of the burden reduction initiatives identified in the OSC Report entitled *Reducing Regulatory Burden in the Capital Markets* and published on November 19, 2019 (the **OSC Burden Reduction Report**),³ and are related to Recommendations R-27 and D-18 discussed in the OSC Burden Reduction Report. For more information about this, please refer to the Notice.

Comments received on the Proposed Instruments

The comment period for the Proposed Instruments expired on March 1, 2021. The Commission received two comment letters on the Proposed Instruments.⁴ Both comment letters were supportive of the Proposed Instruments. The names of the commenters and a summary of their comments, together with our responses, are contained in Annex A of this notice.

Summary of Changes

After considering the comments received on the Proposed Instruments, we have made some minor revisions as reflected in the Instruments and as discussed in our responses to comments. As these changes are not material, we are not republishing the Instruments for a further comment period.

Interim Class Orders 32-507 and 91-505

One of the commenters requested that the Commission consider issuing interim class orders (i.e., blanket orders) until such time as the Proposed Instruments come into force so as to avoid the cost and burden of renewing relief for those firms whose relief might expire prior to the Instruments coming into force.

On April 6, 2021, the Commission made Ontario Instrument 32-507 (*Commodity Futures Act*) Exemptions for International Dealers, Advisers and Sub-Advisers (Interim Class Order)⁵ as an interim class order (**OI 32-507**) under subsection 75(2) of the CFA providing an exemption from the registration requirements in the CFA for certain international firms and their representatives that provide trading or advisory services to institutional clients in relation to commodity futures contracts and commodity futures options (collectively, **contracts**) that trade on foreign exchanges.

On the same date, the Commission made Ontario Instrument 91-505 Exemptions from the Options Proficiency Requirement for International Dealers, Advisers and Sub-Advisers (Interim Class Order)⁶ as an interim class order (**OI 91-505**) under subsection 143.11(2) of the OSA providing an exemption from the options proficiency requirement in section 3.1 of OSC Rule 91-502 for certain international firms and their representatives who rely on an exemption from the dealer or adviser registration requirements in the OSA or the CFA.

The above interim class orders provide substantially the same relief as the relief that will be provided by the Instruments once the Instruments come into force and remain in effect until the earlier of the following:

- (a) the date that is 18 months after the date of the interim class order unless extended by the Commission, and
- (b) the effective date of the Instruments.

The Commission is proceeding with the Instruments to allow international firms to continue to be able to operate on the basis of the exemptions set out in the interim class orders and the Instruments beyond the expiry of the interim class orders.

An international firm relying on an exemption in OI 32-507 or OI 91-505 is not required to take any action as a consequence of the coming into force of the Instruments.

² https://www.osc.ca/sites/default/files/2021-03/sn_20201201_32-506_exemptions-for-international-dealers-advisers-and-sub-advisers.pdf

³ <https://www.osc.ca/en/securities-law/instruments-rules-policies/1/11-784/osc-news-release-osc-makes-doing-business-easier-ontario-market-participants>

⁴ <https://www.osc.ca/en/securities-law/instruments-rules-policies/3/32-506/proposed-osc-rule-32-506-under-commodity-futures-act-exemptions-international-dealers-advisers-and-comment-letters>

⁵ <https://www.osc.ca/en/securities-law/instruments-rules-policies/3/32-507>

⁶ <https://www.osc.ca/en/securities-law/instruments-rules-policies/9/91-505>

Anticipated Costs and Benefits of the Instruments

As explained in the Notice, we believe the Instruments, if adopted, will have the following benefits to international firms and to institutional investors that rely upon the trading and advisory services provided by such firms:

- they will have the effect of enhancing institutional investor choice and thereby reduce costs for institutional investors, since institutional investors will now be able to receive services from any international firm that is appropriately registered in its home jurisdiction and meets the other conditions of the exemptions in the Instruments, and institutional investors will not be limited to those international firms that have taken the additional step of applying for and obtaining discretionary relief orders;
- they will eliminate the need for international dealers, advisers and sub-advisers to have to make individual applications for exemptive relief under the CFA in order to be able to benefit from the exemptions, thereby eliminating the need to pay application fees and associated legal counsel fees (which in some cases may otherwise be passed on to the firm's Canadian institutional clients);
- they will respond to stakeholder comments that the OSC and the CSA should propose amendments to their legislation to introduce an international dealer, international adviser and international sub-adviser exemption for international firms similar to the exemptions for international firms in Sections 8.18, 8.26 and 8.26.1 of NI 31-103; and
- they should help standardize the terms and conditions of the international firm exemptions and eliminate certain terms and conditions that are currently found in discretionary relief orders.

Please refer to the Cost-Benefit Analysis set out as Annex C to the Notice for additional information about the anticipated benefits from this initiative.

Impact on Investors of the Instruments

We anticipate that the Instruments will have the effect of enhancing institutional investor choice and thereby reduce costs for institutional investors, since institutional investors will now be able to receive services from any international firm that is appropriately registered in its home jurisdiction and meets the other conditions of the exemptions in the rule, and will not be limited to those international firms that have applied for and obtained discretionary relief orders.

Authority for OSC Rule 32-506 and the 91-502 Amendment

The rule-making authority for OSC Rule 32-506 is provided in paragraphs 8 to 11 and 16 of subsection 65(1) of the CFA.

The rule-making authority for the 91-502 Amendment is provided in paragraphs 8 to 11 and 16 of subsection 65(1) of the CFA and paragraphs 1, 2, 8.1 and 35 of subsection 143(1) of the OSA.

Contents of Annexes

This Notice contains the following Annexes:

- Annex A – list of commenters, summary of comments and responses
- Annex B – OSC Rule 32-506 including Form 32-506F1
- Annex C – the 91-502 Amendment

Questions

Please refer your questions to any of the following:

Paul Hayward
Senior Legal Counsel, Compliance and Registrant Regulation
Ontario Securities Commission
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phayward@osc.gov.on.ca

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ANNEX A

SUMMARY OF COMMENTS AND RESPONSES

Commenters

The Portfolio Management Association of Canada (PMAC)

Stikeman Elliott (Alix d'Anglejan-Chatillon and Kenneth G. Ottenbreit) (SE)

General

1. Summarized Comment:

All commenters expressed their support for the Proposed Instruments.

PMAC agreed that the Proposals closely track the terms and conditions of the exemptive relief decisions that have been granted and indicated that PMAC supports the changes to the recent standard form of decisions as set out in the Proposals, including the expanded definition of CFA Permitted Client.

PMAC stated that the Proposals strike the appropriate balance between investor protection and burden reduction and that they will help achieve the desired outcomes of reducing costs associated with filing and renewing applications for exemptive relief. The Proposals provide consistency in regulatory outcomes which will result in additional benefits such as permitting local firms to retain international sub-advisors who have the necessary professional investment experience for the benefit of investors.

SE indicated that they were generally very supportive of the Proposed Rule as it would create exemptions under the CFA equivalent to the international dealer, international adviser and international sub-adviser exemptions under National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (NI 31-103).

They agreed that the codification and standardization of these exemptions under the CFA will materially reduce the regulatory burden on international firms which have historically had to apply for discretionary exemption orders in order to service Ontario institutional investors seeking to trade on non-Canadian futures exchanges. They also noted that the form, defined terms and terms and conditions of these exemption orders have varied over time and from one application to the next. This has created some uncertainty in the market as to the outcome of the application process and the permissible activities and requirements which may vary as between comparably situated international firms. They therefore support the standardization of the exemptions under the CFA and the streamlining of the requirements consistent with NI 31-103.

SE were also supportive of the proposed amendment to OSC Rule 91-502 to address the historical uncertainty as to whether the options proficiency requirements apply to international firms under the CFA and whether exemptive relief is actually required

Response: We thank the commenters for their support.

Request for blanket extension of existing relief

2. PMAC requested that the OSC issue a blanket extension for existing exemptive relief of this nature until such time as the Proposals come into force so as to avoid the cost and burden of renewing relief for those firms whose sunset clauses in exemptive relief decisions might expire prior to the coming into force of the Proposals.

Response:

Since April 15, 2021, international firms have been able to rely on the following interim class orders that provide substantially the same relief as the relief that will be provided by the Instruments, once the Instruments are in force:

- Ontario Instrument 32-507 (*Commodity Futures Act*) Exemptions for International Dealers, Advisers and Sub-Advisers (Interim Class Order) (OI 32-507)⁷

⁷ <https://www.osc.ca/en/securities-law/instruments-rules-policies/3/32-507>

- Ontario Instrument 91-505 *Exemptions from the Options Proficiency Requirement for International Dealers, Advisers and Sub-Advisers (Interim Class Order)*(**OI 91-505**)⁸

The interim class orders expire on the date that the Instruments come into force. An international firm relying on an exemption in the interim class orders is not required to take any action as a consequence of the coming into force of either or both of the Instruments.

Condition that international dealers “not have an office or place of business in Ontario”

3. SE noted that paragraph 3(1)(b)(i) of the Proposed Rule would limit the availability of the dealer registration exemption for international dealers to firms that “... [do] not have an office or place of business in Ontario”.

These commenters suggested that this limitation is inconsistent with the terms and conditions of the “international dealer exemption” under section 8.18 of NI 31-103. Given the stated purpose of the Proposed Rule of codifying certain exemptions from registration requirements in the CFA that are routinely granted by the OSC to international firms, the commenters submitted that the new exemptions under the Proposed Rule should be consistent with the exemptions available to international firms under NI 31-103.

These commenters further noted that, based on their experience, limiting the availability of the international dealer exemption to only those firms that have zero presence in Ontario would have an unnecessary adverse impact on international market participants, especially in the current global environment. As an example, they were aware of firms which have (or are considering having) an employee (often a Canadian citizen or the spouse of a Canadian citizen) located in Ontario because the employee is requesting that option as a result of the COVID-19 pandemic and related travel restrictions, or for family reasons. Similarly, they were also aware of Canadian citizens employed by international firms who may move to Canada, either temporarily or permanently, due to political issues in various countries globally. Regardless of motivation, there is an increasing need to have the flexibility of having have a limited presence in Ontario, particularly for firms seeking to retain highly specialized professionals with deep subject matter expertise or to respond to the personal needs of members of their teams as responsible employers. The scope of that presence is typically inherently limited by the permitted activities restrictions under the exemptions and by cross-border operational and tax considerations, and is subject to the rules of the home country regulator on remote supervision and compliance.

As such, these commenters submitted that the conditions of the international dealer exemption under the Proposed Rule should be closely aligned with those under the international dealer exemption under NI 31-103. Material variations in restrictions of this type create compliance and operational complexities that may ultimately deter foreign market participants from servicing Ontario institutional investors, more often than not in response to their request for specialized trading services.

Response:

We have not made a change to OSC Rule 32-506 in response to this comment but would be willing to consider this issue further in the context of an application for exemptive relief.

As explained in the Notice and Request for Comment published in December 2020, the purpose of the Instruments is to codify relief that is routinely granted by the Commission under both the CFA and OSC Rule 91-502 to international firms on the basis of terms and conditions that have become relatively standardized.

The condition that the international firm seeking to rely on the international firm exemption not have an office or place of business in Ontario is a longstanding and standard condition of these types of decisions.

We note that exemptive relief decisions for international firms under the CFA have historically included a number of additional representations and conditions as compared to the corresponding exemptions for international firms in NI 31-103 due to the differences between the registration regime and the scheme of exemptions under the OSA and the CFA and ongoing work by OSC and CSA staff in developing a modernised and harmonised regime for exchange-traded and over-the-counter (OTC) derivatives.

As another example of a difference between the international firm exemptions in OSC Rule 32-506 (and also proposed National Instrument 93-101 *Derivatives: Business Conduct* (**NI 93-101**) as published for comment on January 20, 2022), and the international firm exemptions in NI 31-103, in the case of the international firm exemptions in OSC Rule 32-506, there is a condition in clause 3(1)(b)(i) of OSC Rule 32-506 that the international firm have its head office or principal place of business in a “specified foreign jurisdiction”.

⁸ <https://www.osc.ca/en/securities-law/instruments-rules-policies/9/91-505>

As explained in the Notice and Request for Comment in respect of OSC Rule 32-506, the term “specified foreign jurisdiction” means any of Australia, Brazil, any member country of the European Union, Hong Kong, India, Japan, Korea, Mexico, New Zealand, Singapore, Switzerland, the United Kingdom of Great Britain and Northern Ireland, and the United States of America. This list of foreign jurisdictions is based on the list of foreign specified foreign jurisdictions in OSC Rule 72-503 *Distributions Outside Canada*, the foreign jurisdictions under consideration for proposed NI 93-101 and foreign jurisdictions in respect of which Commission has granted international firm relief under the CFA.

The fact that a foreign jurisdiction is not included in the definition of “specified foreign jurisdiction” is not intended to suggest any policy concern with the regulatory regime of that foreign jurisdiction. It simply means OSC staff have not had an opportunity to consider an application for relief from a firm in that foreign jurisdiction. We anticipate that this definition may be amended from time to time to include additional foreign jurisdictions once we have had a chance to consider the regulatory regimes in these additional foreign jurisdictions.

Accordingly, OSC staff will continue to consider on a case-by-case basis applications for exemptive relief by international firms and other market participants that raise novel issues or that indicate that the standard set of terms and conditions set out in the Proposed Instrument are not appropriate for the applicant’s business model or institutional client base.

Elimination of “notice of regulatory action” condition

4. The SE commenters were very supportive of eliminating the condition that an international firm submit regulatory action information in respect of the firm, its predecessors and specified affiliates (a **notice of regulatory action**).

The commenters noted that this information is available from other regulatory databases such as the FINRA BrokerCheck and the NFA BASIC, global compliance and risk management databases and, as appropriate, may be the subject of books and records production requests. In their experience, this requirement has created material compliance challenges for well-intentioned firms with significant compliance systems and a global regulatory footprint. This burden has been disproportionate to the limited marginal benefits that result from populating a notice of regulatory action with information that is already submitted to other global regulators or may be otherwise obtained. Information on “specified affiliates” operating in different countries and time zones may also be difficult to collect, compile and update reliably within a short timeframe. In some cases, the information may be subject to foreign non-disclosure rules. As “market participants” under the CFA, the filers under the Proposed Rule would be subject to applicable regulatory books and records production requirements and, in certain cases, reciprocal exchange of information MOUs as between interested regulators. They also noted that there is no corresponding notification requirement in the “international dealer exemption” or “international adviser exemption” under NI 31-103 and again support a close alignment of the terms and conditions.

Response: We thank the commenters for their support.

ANNEX B

ONTARIO SECURITIES COMMISSION RULE 32-506
(Under the *Commodity Futures Act*)
EXEMPTIONS FOR INTERNATIONAL DEALERS, ADVISERS AND SUB-ADVISERS

PART 1 DEFINITIONS

1. Definitions

(1) In this Rule,

“**Act**” means the *Commodity Futures Act*, R.S.O. 1990, c. C.20, as amended from time to time;

“**Canadian financial institution**” has the meaning ascribed to that term in section 1.1 [*definitions*] of NI 45-106 under the *Securities Act*;

“**CFA adviser registration requirement**” means the provisions of section 22 of the Act that prohibit a person or company from acting as an adviser as to trading in a contract unless the person or company is registered in the appropriate category of registration under the Act;

Note: The following definition of “CFA permitted client” includes any person or company that is a “permitted client” as that term is defined in section 1.1 of NI 31-103 but also includes certain additional categories, including the following:

- a person or company registered under the commodity futures or derivatives legislation of a jurisdiction of Canada as an adviser or dealer; (clause (d.1))
- a family trust established by a permitted client that meets certain criteria (clause (o.1))
- an individual who, together with a spouse and/or a family trust that meets the criteria in clause (o.1), beneficially owns net financial assets that exceed \$5 million (clause (o.2))

In addition, certain references to “securities legislation” in the definition of “permitted client” in NI 31-103 have been replaced with “securities, commodity futures or derivatives legislation”.

“**CFA dealer registration requirement**” means the provisions of section 22 of the Act that prohibit a person or company from trading in a contract unless the person or company is registered in the appropriate category of registration under the Act;

“**CFA permitted client**” means any of the following:

- (a) a Canadian financial institution or a Schedule III bank;
- (b) the Business Development Bank of Canada incorporated under the *Business Development Bank of Canada Act* (Canada);
- (c) a subsidiary of any person or company referred to in paragraph (a) or (b), if the person or company owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of the subsidiary;
- (d) a person or company registered under the securities legislation of a jurisdiction of Canada as an adviser, investment dealer, mutual fund dealer or exempt market dealer;
- (d.1) a person or company registered under the commodity futures or derivatives legislation of a jurisdiction of Canada as an adviser or dealer;
- (e) a pension fund that is regulated by either the federal Office of the Superintendent of Financial Institutions or a pension commission or similar regulatory authority of a jurisdiction of Canada or a wholly-owned subsidiary of such a pension fund;
- (f) referred to in paragraphs (a) to (e);
- (g) the Government of Canada or a jurisdiction of Canada, or any Crown corporation, agency or wholly-owned entity of the Government of Canada or a jurisdiction of Canada;

- (h) any national, federal, state, provincial, territorial or municipal government of or in any foreign jurisdiction, or any agency of that government;
- (i) a municipality, public board or commission in Canada and a metropolitan community, school board, the Comité de gestion de la taxe scolaire de l'île de Montréal or an intermunicipal management board in Québec;
- (j) a trust company or trust corporation registered or authorized to carry on business under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in a jurisdiction of Canada or a foreign jurisdiction, acting on behalf of a managed account managed by the trust company or trust corporation, as the case may be;
- (k) a person or company acting on behalf of a managed account managed by the person or company, if the person or company is registered or authorized to carry on business as an adviser or the equivalent under the securities, commodity futures or derivatives legislation of a jurisdiction of Canada or a foreign jurisdiction;
- (l) an investment fund if one or both of the following apply:
 - (i) the fund is managed by a person or company registered as an investment fund manager under the securities legislation of a jurisdiction of Canada;
 - (ii) the fund is advised by a person or company authorized to act as an adviser under the securities, commodity futures or derivatives legislation of a jurisdiction of Canada;
- (m) in respect of a dealer, a registered charity under the *Income Tax Act* (Canada) that obtains advice on the securities to be traded from an eligibility adviser, as defined in section 1.1[*definitions*] of NI 45-106, or an adviser registered under the securities legislation of the jurisdiction of the registered charity;
- (n) in respect of an adviser, a registered charity under the *Income Tax Act* (Canada) that is advised by an eligibility adviser, as defined in section 1.1[*definitions*] of NI 45-106, or an adviser registered under the securities, commodity futures or derivatives legislation of the jurisdiction of the registered charity;
- (o) an individual who beneficially owns financial assets, as defined in section 1.1[*definitions*] of NI 45-106, having an aggregate realizable value that, before taxes but net of any related liabilities, exceeds \$5 million;
- (o.1) in the case of a CFA permitted client that is an individual, a trust established by the individual for the benefit of the individual's family members of which a majority of the trustees are CFA permitted clients and all of the beneficiaries are the individual's spouse, a former spouse or a parent, grandparent, brother, sister, child or grandchild of that individual, of that individual's spouse or of that individual's former spouse;
- (o.2) an individual who is not a CFA permitted client under clause (o) of the definition of CFA permitted client but who, together with a spouse and/or a family trust as described in clause (o.1) above established by the individual or the individual's spouse, beneficially own financial assets, as defined in section 1.1 of NI 45-106, having an aggregate realizable value that, before taxes but net of any related liabilities, exceeds \$5 million;
- (p) a person or company that is entirely owned by an individual or individuals referred to in paragraph (o), who holds the beneficial ownership interest in the person or company directly or through a trust, the trustee of which is a trust company or trust corporation registered or authorized to carry on business under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in a jurisdiction of Canada or a foreign jurisdiction;
- (q) a person or company, other than an individual or an investment fund, that has net assets of at least \$25 million as shown on its most recently prepared financial statements;
- (r) a person or company that distributes securities of its own issue in Canada only to persons or companies referred to in paragraphs (a) to (q);

"commodity trading manager" means an adviser that is registered under the Act in the category of "commodity trading manager" as provided for in section 8 [*categories of registration*] of Regulation 90 under the Act;

"foreign contract" means a contract that is primarily traded on one or more non-Canadian exchanges and primarily cleared through one or more clearing corporations that are located outside of Canada;

"individual" means a natural person, but does not include a partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, or a natural person in his or her capacity as trustee, executor, administrator or other legal personal representative;

"investment fund" has the meaning ascribed to that term in subsection 1(1) of the *Securities Act*;

“**jurisdiction of Canada**” means a province or territory of Canada;

“**managed account**” means an account of a client for which a person or company makes the investment decisions if that person or company has discretion to trade in securities, contracts or derivatives for the account without requiring the client’s express consent to a transaction;

“**NI 14-101**” means National Instrument 14-101 *Definitions* under the *Securities Act*;

“**NI 31-103**” means National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations under the *Securities Act*;

“**NI 45-106**” means National Instrument 45-106 *Prospectus Exemptions* under the *Securities Act*;

“**non-Canadian exchange**” means a commodity futures exchange that is located outside of Canada;

“**non-registrant CFA permitted client**” means a person or company that is a CFA permitted client other than a person or company that is registered as an adviser or dealer under the securities, commodity futures or derivatives legislation of a jurisdiction of Canada;

“**OSA adviser registration requirement**” means the provisions of section 25 of the *Securities Act* that prohibit a person or company from engaging in the business of, or holding himself, herself or itself out as engaging in the business of, advising anyone with respect to investing in securities or buying or selling securities unless the person or company satisfies the applicable provisions of section 25 of the *Securities Act*;

“**OSA dealer registration requirement**” means the provisions of section 25 of the *Securities Act* that prohibit a person or company from engaging in the business of, or holding himself, herself or itself out as engaging in the business of, trading in securities unless the person or company satisfies the applicable provisions of section 25 of the *Securities Act*;

“**OSA international adviser exemption**” means the exemption from the OSA adviser registration requirement set out in section 8.26 [*international adviser*] of NI 31-103 under the *Securities Act*;

“**OSA international dealer exemption**” means the exemption from the OSA dealer registration requirement set out in section 8.18 [*international dealer*] of NI 31-103 under the *Securities Act*;

“**OSA international sub-adviser exemption**” means the exemption from the OSA adviser registration requirement set out in section 8.26.1 [*international sub-adviser*] of NI 31-103 under the *Securities Act*;

“**permitted client**” has the meaning ascribed to that term in section 1.1 [*definitions*] of NI 31-103 under the *Securities Act*;

“**principal adviser**” means an adviser registered under the Act in the category of commodity trading manager for which a sub-adviser provides sub-advisory services;

“**Schedule III bank**” means an authorized foreign bank named in Schedule III of the *Bank Act* (Canada);

“**Securities Act**” means the *Securities Act*, R.S.O. 1990, c. S.5, as amended from time to time;

“**securities legislation**” means, for a local jurisdiction of Canada, the statute and other instruments listed in Appendix B of NI 14-101, opposite the name of the local jurisdiction;

“**specified foreign jurisdiction**” means any of Australia, Brazil, any member country of the European Union, Hong Kong, India, Japan, Korea, Mexico, New Zealand, Singapore, Switzerland, the U.K., and the U.S.;

“**sub-adviser**” means an adviser to

- (a) a registered adviser, or
- (b) a registered dealer acting as a commodity trading manager as permitted by subsection 44(2) [*exemptions from registration requirements*] of Ontario Regulation 90;

“**sub-advisory services**” means services provided by a sub-adviser to a principal adviser for purposes of providing, on a discretionary basis, adviser services in respect of contracts to the principal adviser’s sub-advisory clients;

“**sub-advisory client**” means a client of a principal adviser for whom a sub-adviser to the principal adviser provides sub-advisory services;

“**trading restrictions in the CFA**” means the provisions of section 33 of the Act that prohibit a person or company from trading in contracts unless the person or company satisfies the applicable provisions of section 33 of the Act;

“**U.K.**” means the United Kingdom of Great Britain and Northern Ireland; and

“**U.S.**” means the United States of America.

- (2) Terms used in this Rule that are defined in the Act have the meaning ascribed to them in the Act, unless otherwise defined in this Rule or the context otherwise requires.
- (3) Terms used in this Rule that are not defined in the Act but are defined in subsection 1(1) of the *Securities Act* have the same meaning as in the *Securities Act* unless the context otherwise requires.
- (4) In this Rule, a person or company is deemed to be an affiliate of another person or company if one of them is the subsidiary of the other or if both are subsidiaries of the same person or company or if each of them is controlled by the same person or company.
- (5) A person or company is deemed to be controlled by another person or company or by two or more persons and companies if,
 - (a) voting securities of the first-mentioned person or company carrying more than 50 per cent of the votes for the election of directors are held, otherwise than by way of security only, by or for the benefit of the other person or company or by or for the benefit of the other persons and companies; and
 - (b) the votes carried by such securities are entitled, if exercised, to elect a majority of the board of directors of the first-mentioned person or company.
- (6) A person or company shall be deemed to be a subsidiary of another person or company if,
 - (a) it is controlled by,
 - (i) that other, or
 - (ii) that other and one or more persons and companies each of which is controlled by that other, or
 - (iii) two or more persons and companies each of which is controlled by that other; or
 - (b) it is a subsidiary of a person or company that is that other's subsidiary.

PART 2 DEALER REGISTRATION EXEMPTIONS

2. General condition to exemptions from the CFA dealer registration requirement

The exemptions in this Part are not available to a person or company if the person or company is registered under the Act and if their category of registration permits the person or company to act as a dealer or trade in the contract for which the exemption is provided.

3. Dealer registration exemption – International dealer

- (1) The CFA dealer registration requirement does not apply to a person or company in respect of a trade in a contract to, with or on behalf of a CFA permitted client, where the person or company is acting as principal or agent in such trade to, with or on behalf of the CFA permitted client, if at the time of the trade all of the following apply:
 - (a) the trade is in respect of a foreign contract on a non-Canadian exchange;
 - (b) the person or company:
 - (i) has its head office or principal place of business in a specified foreign jurisdiction and does not have an office or place of business in Ontario;
 - (ii) engages in the business of trading in contracts in the specified foreign jurisdiction; and
 - (iii) is registered, licensed or otherwise authorized under the securities, commodity futures or derivatives legislation of the specified foreign jurisdiction in which its head office or principal place of business is located in a category of registration, licensing or authorization that permits it to carry on the activities in that jurisdiction that registration as a dealer would permit it to carry on in Ontario;

- (c) the person or company has provided to the CFA permitted client, other than a CFA permitted client that is registered under the securities, commodity futures or derivatives legislation of a jurisdiction of Canada, the following disclosure in writing:
 - (i) a statement that the person or company is not registered in Ontario to trade in contracts as principal or agent;
 - (ii) a statement specifying the location of the head office or principal place of business of the person or company;
 - (iii) a statement that all or substantially all of the assets of the person or company may be situated outside of Canada;
 - (iv) a statement that there may be difficulty enforcing legal rights against the person or company because of the above; and
 - (v) the name and address of the person or company's agent for service of process in Ontario; and
 - (d) the person or company has submitted to the Commission a completed Form 32-506F1 Submission to Jurisdiction and Appointment of Agent for Service;
- (2) A person or company that relied on the exemption in subsection (1) during the 12-month period preceding December 1 of a year must notify the Commission of that fact by December 1 of that year.
 - (3) Subsection (2) does not apply to a person or company that complies with the filing and fee payment requirements applicable to an unregistered exempt international firm under Ontario Securities Commission Rule 13-502 *Fees*.
 - (4) If a person or company relied on the exemption in subsection (1) during the 12-month period preceding December 1 of a year and is not registered under the *Securities Act* and does not rely on the OSA international dealer exemption, the person or company must pay a participation fee based on its specified Ontario revenues for its previous financial year in compliance with the requirements of Part 3 and section 6.4 of OSC Rule 13-502 *Fees*, as if the person or company relied on the OSA international dealer exemption.
 - (5) The CFA adviser registration requirement does not apply to a person or company that is exempt from the CFA dealer registration requirement under this section where the person or company provides advice to a CFA permitted client and the advice is
 - (a) in connection with an activity or trade described under subsection (1), and
 - (b) not in respect of a managed account of the CFA permitted client.

4. Dealer registration exemption – CFA permitted client of an international dealer

The CFA dealer registration requirement does not apply to a CFA permitted client in respect of a trade in a contract on a non-Canadian exchange to, with or on behalf of a person or company relying on the dealer registration exemption in section 3.

5. Exemption from the trading restrictions in the Act

The trading restrictions in the Act do not apply to a person or company in connection with a trade in a contract on a non-Canadian exchange if the person or company is exempt from the CFA dealer registration exemption under section 3 or section 4.

PART 3 ADVISER REGISTRATION EXEMPTIONS

6. General condition to exemptions from the CFA adviser registration requirement

The exemptions in this Part are not available to a person or company if the person or company is registered under the Act and if their category of registration permits the person or company to act as an adviser in respect of the activities for which the exemption is provided.

7. Adviser registration exemption – International adviser

- (1) The CFA adviser registration requirement does not apply to a person or company in respect of advice provided to a non-registrant CFA permitted client as to the trading of foreign contracts provided that at the time of providing the advice all of the following apply:

- (a) the person or company provides advice to the non-registrant CFA permitted client only as to the trading of foreign contracts and does not provide advice as to the trading of contracts that are not foreign contracts, unless providing such advice is incidental to its providing advice on foreign contracts;
 - (b) the person or company:
 - (i) has its head office or principal place of business in a specified foreign jurisdiction;
 - (ii) engages in the business of advising others in relation to contracts in the specified foreign jurisdiction; and
 - (iii) in a category of registration, or operates under an exemption from registration, or is otherwise licensed or authorized under the applicable securities, commodity futures or derivatives legislation of the specified foreign jurisdiction, to carry on the activities in the specified foreign jurisdiction that registration under the Act as an adviser in the category of commodity trading manager would permit it to carry on in Ontario;
 - (c) as at the end of the person or company's most recently completed financial year, not more than 10% of the aggregate consolidated gross revenue of the person or company, its affiliates and its affiliated partnerships, excluding the gross revenue of an affiliate or affiliated partnership of the person or company if the affiliate or affiliated partnership is registered under securities legislation, commodity futures legislation or derivatives legislation of a jurisdiction of Canada, was derived from the portfolio management activities of the person or company, its affiliates and its affiliated partnerships in Canada (including for clarity both securities-related and commodity-futures-related activities);
 - (d) prior to advising a non-registrant CFA permitted client with respect to a foreign contract, the person or company provides the non-registrant CFA permitted client the following disclosure in writing:
 - (i) a statement that the person or company is not registered in Ontario to provide the advice described in paragraph (a) of this exemption;
 - (ii) a statement specifying the location of the head office or principal place of business of the person or company;
 - (iii) a statement that all or substantially all of the assets of the person or company may be situated outside of Canada;
 - (iv) a statement that there may be difficulty enforcing legal rights against the person or company because of the above;
 - (v) the name and address of the person or company's agent for service of process in Ontario;
 - (e) the person or company has submitted to the Commission a completed Form 32-506F1 *Submission to Jurisdiction and Appointment of Agent for Service*;
- (2) A person or company that relied on the exemption in subsection (1) during the 12-month period preceding December 1 of a year must notify the Commission of that fact by December 1 of that year.
 - (3) Subsection (2) does not apply to a person or company that complies with the filing and fee payment requirements applicable to an unregistered exempt international firm under Ontario Securities Commission Rule 13-502 *Fees*.
 - (4) If a person or company relied on the exemption in subsection (1) during the 12-month period preceding December 1 of a year and is not registered under the *Securities Act* and does not rely on the OSA international adviser exemption, the person or company must pay a participation fee based on its specified Ontario revenues for its previous financial year in compliance with the requirements of Part 3 and section 6.4 of OSC Rule 13-502 *Fees*, as if the person or company relied on the OSA international adviser exemption.

8. Adviser registration exemption – International sub-adviser

- (1) The CFA adviser registration requirement does not apply to a person or company acting as a sub-adviser to a principal adviser in respect of the provision of sub-advisory services if at the time of providing the sub-advisory services all of the following apply:
 - (a) the principal adviser is registered under the Act as an adviser in the category of commodity trading manager;

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- (b) the head office or principal place of business of the person or company acting as sub-adviser is in a specified foreign jurisdiction;
- (c) the person or company acting as sub-adviser engages in the business of advising others in relation to contracts in the specified foreign jurisdiction;
- (d) the person or company acting as sub-adviser is registered in a category of registration, or operates under an exemption from registration, or is otherwise licensed or authorized under the applicable securities, commodity futures or derivatives legislation of the specified foreign jurisdiction, to carry on the activities in the specified foreign jurisdiction that registration under the Act as an adviser would permit it to carry on in Ontario;
- (e) the obligations and duties of the person or company acting as sub-adviser are set out in a written agreement with the principal adviser;
- (f) the principal adviser has entered into a written agreement with each sub-advisory client in respect of whom the person or company acting as sub-adviser is providing sub-advisory services, agreeing to be responsible for any loss that arises out of the failure of the person or company acting as sub-adviser:
 - (i) to exercise the powers and discharge the duties of its office honestly, in good faith and in the best interests of the principal adviser and the sub-advisory client; or
 - (ii) to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances (together with (i), the **Assumed Obligations**);
- (g) if a sub-advisory client for whom sub-advisory services are being provided is an investment fund, the prospectus or other offering document (in either case, the **Offering Document**) of the investment fund includes, or will include, the following:
 - (i) a statement that the principal adviser is responsible for any loss that arises out of the failure of the person or company acting as sub-adviser in respect of the sub-advisory services to meet the Assumed Obligations; and
 - (ii) a statement that there may be difficulty in enforcing any legal rights against the person or company acting as sub-adviser in respect of the sub-advisory services (or any of its representatives) because that person or company is resident outside of Canada and all or substantially all of their assets are situated outside of Canada; and
- (h) the disclosure required by paragraph 8(1)(g) is provided in writing prior to purchasing any contracts for each sub-advisory client that is a managed account for which the principal adviser engages the person or company to provide the sub-advisory services.

9. Effective date

This Instrument comes into force on October 14, 2022.

FORM 32-506F1
SUBMISSION TO JURISDICTION AND APPOINTMENT OF AGENT FOR SERVICE
ONTARIO SECURITIES COMMISSION RULE 32-506 (Under the *Commodity Futures Act*)
EXEMPTIONS FOR INTERNATIONAL DEALERS, ADVISERS AND SUB-ADVISERS

Sections 3 [*international dealer*] and 7 [*international adviser*])

1. Name of person or company (“**International Firm**”):
2. If the International Firm was previously assigned an NRD number as a registered firm or an unregistered exempt international firm, provide the NRD number of the firm:
3. Jurisdiction of incorporation of the International Firm:
4. Head office address of the International Firm:
5. The name, e-mail address, phone number and fax number of the International Firm’s individual(s) responsible for the supervisory procedure of the International Firm, its chief compliance officer, or equivalent.

Name:

E-mail address:

Phone:

Fax:
6. The International Firm is relying on an exemption under OSC Rule 32-506 and/or an exemption order under section 38 or section 80 of the *Commodity Futures Act* (Ontario) that is similar to the following exemption in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*:

 Section 8.18 [*international dealer*]
 Section 8.26 [*international adviser*]
 Other [*specify*]:
7. Name of agent for service of process (the “**Agent for Service**”):
8. Address for service of process on the Agent for Service:
9. The International Firm designates and appoints the Agent for Service at the address stated above as its agent upon whom may be served a notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal or other proceeding (a “**Proceeding**”) arising out of or relating to or concerning the International Firm’s activities in the local jurisdiction and irrevocably waives any right to raise as a defence in any such proceeding any alleged lack of jurisdiction to bring such Proceeding.
10. The International Firm irrevocably and unconditionally submits to the non-exclusive jurisdiction of the judicial, quasi-judicial and administrative tribunals of the local jurisdiction in any Proceeding arising out of or related to or concerning the International Firm’s activities in the local jurisdiction.
11. Until 6 years after the International Firm ceases to rely on an exemption in section 3 [*international dealer*] or section 7 [*international adviser*] of Ontario Securities Commission Rule 32-506 (*under the Commodity Futures Act*) *Exemptions for International Dealers, Advisers and Sub-Advisers*, the International Firm must submit to the regulator
 - (a) a new Submission to Jurisdiction and Appointment of Agent for Service in this form no later than the 30th day before the date this Submission to Jurisdiction and Appointment of Agent for Service is terminated;
 - (b) an amended Submission to Jurisdiction and Appointment of Agent for Service no later than the 30th day before any change in the name or above address of the Agent for Service; and
 - (c) a notice detailing a change to any information submitted in this form, other than the name or above address of the Agent for Service, no later than the 30th day after the change.
12. This Submission to Jurisdiction and Appointment of Agent for Service is governed by and construed in accordance with the laws of the local jurisdiction.

B.5: Rules and Policies

Dated: _____

(Signature of the International Firm or authorized signatory)

(Name of signatory)

(Title of signatory)

Acceptance

The undersigned accepts the appointment as Agent for Service of _____ [*Insert name of International Firm*] under the terms and conditions of the foregoing Submission to Jurisdiction and Appointment of Agent for Service.

Dated: _____

(Signature of the Agent for Service or authorized signatory)

(Name of signatory)

(Title of signatory)

This form, and notice of a change to any information submitted in this form, is to be submitted through the Ontario Securities Commission's Electronic Filing Portal:

<https://www.osc.ca>

ANNEX C

AMENDMENT TO
ONTARIO SECURITIES COMMISSION RULE 91-502 *TRADES IN RECOGNIZED OPTIONS*

1. **Ontario Securities Commission Rule 91-502 *Trades in Recognized Options* is amended by this Instrument.**
2. **Section 1.1 is amended by deleting the definition of “Canadian Options Course” and by adding the following definitions:**

“Derivatives Fundamentals and Options Licensing Course” means the course prepared and conducted by The Canadian Securities Institute and so named by that Institute on the date that this Rule comes into force and every predecessor to that course and every successor to that course that does not significantly narrow a subject matter;
3. **Section 3.1 is amended by replacing “the Canadian Options Course” with “the Derivatives Fundamentals and Options Licensing Course”.**
4. **Part 3 is amended by adding the following section:**
 - 3.2 Section 3.1 does not apply to
 - (a) a person or company exempt from the dealer registration requirement or the adviser registration requirement if the person or company complies with the terms and conditions of the exemption from the registration requirement; and
 - (b) a person or company exempt from the CFA dealer registration requirement or the CFA adviser registration requirement (as those terms are defined in Ontario Securities Commission Rule 32-506 (Commodity Futures Act) *Exemptions for International Dealers, Advisers and Sub-Advisers*) if the person or company complies with the terms and conditions of the exemption from the registration requirement.
5. **This Instrument comes into force on October 14, 2022.**

B.7 Insider Reporting

This chapter is available in the print version of the OSC Bulletin, as well as in Thomson Reuters Canada's internet service SecuritiesSource (see www.westlawnextcanada.com).

This chapter contains a weekly summary of insider transactions of Ontario reporting issuers in the System for Electronic Disclosure by Insiders (SEDI). The weekly summary contains insider transactions reported during the seven days ending Sunday at 11:59 pm.

To obtain Insider Reporting information, please visit the SEDI website (www.sedi.ca).

B.9

IPOs, New Issues and Secondary Financings

INVESTMENT FUNDS

Issuer Name:

Guardian Canadian Bond ETF
 Guardian Canadian Sector Controlled Equity Fund
 Guardian Directed Equity Path ETF
 Guardian Directed Premium Yield ETF
 Guardian Fundamental All Country Equity ETF
 Guardian Fundamental Emerging Markets Equity ETF
 Guardian i3 Global Quality Growth ETF
 Guardian i3 Global REIT ETF
 Guardian i3 US Quality Growth ETF
 Principal Regulator – Ontario

Type and Date:

Final Long Form Prospectus dated Aug 4, 2022
 NP 11-202 Final Receipt dated Aug 4, 2022

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3402705

Issuer Name:

EHP Multi-Asset Absolute Return Alternative Fund
 Principal Regulator – Ontario

Type and Date:

Preliminary Simplified Prospectus dated Aug 2, 2022
 NP 11-202 Final Receipt dated Aug 2, 2022

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3404133

Issuer Name:

CC&L Diversified Income Portfolio
 Principal Regulator – Ontario

Type and Date:

Final Simplified Prospectus dated Jul 29, 2022
 NP 11-202 Final Receipt dated Aug 2, 2022

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3406303

Issuer Name:

Canadian Dollar Cash Management Fund
 Invesco 1-5 Year Laddered Corporate Bond Index ETF Fund (formerly, PS 1-5 Year Laddered Corporate Bond Index Fund)
 Invesco Active Multi-Sector Credit Fund (formerly, Invesco Advantage Bond Fund)
 Invesco Allocation Fund
 Invesco Balanced ETF Portfolio (formerly, Balanced Portfolio)
 Invesco Balanced Portfolio
 Invesco Canada Money Market Fund
 Invesco Canadian Class (formerly, Trimark Canadian Class)
 Invesco Canadian Core Plus Bond Fund (formerly, Invesco Canadian Bond Fund)
 Invesco Canadian Dividend Index ETF Class (formerly, PowerShares Canadian Dividend Index Class)
 Invesco Canadian Fund (formerly, Trimark Canadian Fund)
 Invesco Canadian Plus Dividend Class (formerly, Trimark Canadian Plus Dividend Class)
 Invesco Canadian Preferred Share Index ETF Class (formerly, PowerShares Canadian Preferred Share Index Class)
 Invesco Canadian Premier Balanced Class (formerly, Invesco Core Canadian Balanced Class)
 Invesco Canadian Premier Balanced Fund (formerly, Invesco Canadian Balanced Fund)
 Invesco Canadian Real Return Bond Index Fund
 Invesco Canadian Short-Term Bond Fund (formerly, Invesco Short-Term Bond Fund)
 Invesco Conservative ETF Portfolio (formerly, Conservative Portfolio)
 Invesco Conservative Portfolio
 Invesco Diversified Yield Class (formerly, Trimark Diversified Yield Class)
 Invesco Emerging Markets Class (formerly, Trimark Emerging Markets Class)
 Invesco Emerging Markets Fund (formerly, Invesco Indo-Pacific Fund)
 Invesco Emerging Markets Select Pool
 Invesco EQV Canadian Premier Equity Class (formerly, Invesco Canadian Premier Growth Class)
 Invesco EQV Canadian Premier Equity Fund (formerly, Invesco Canadian Premier Growth Fund)
 Invesco EQV European Equity Class (formerly, Invesco European Growth Class)
 Invesco EQV International Equity Class (formerly, Invesco International Growth Class)
 Invesco EQV International Equity Fund (formerly, Invesco International Growth Fund)
 Invesco ESG Canadian Core Plus Bond ETF Fund (formerly, Invesco Tactical Bond ETF Fund)

B.9: IPOs, New Issues and Secondary Financings

Invesco Europlus Fund (formerly, Trimark Europlus Fund)
Invesco Floating Rate Income Fund
Invesco FTSE RAFI Canadian Index ETF Class (formerly, PowerShares FTSE RAFI® Canadian Fundamental Index Class)
Invesco FTSE RAFI Emerging Markets ETF Class (formerly, PowerShares FTSE RAFI® Emerging Markets Fundamental Class)
Invesco FTSE RAFI Global+ ETF Fund (formerly, PowerShares FTSE RAFI® Global+ Fundamental Fund)
Invesco FTSE RAFI U.S. ETF Fund (formerly, PowerShares FTSE RAFI® U.S. Fundamental Fund)
Invesco Global Balanced Class (formerly, Trimark Global Balanced Class)
Invesco Global Balanced ESG ETF Fund
Invesco Global Balanced Fund (formerly, Trimark Global Balanced Fund)
Invesco Global Bond Fund
Invesco Global Class (formerly, Invesco Global Growth Class)
Invesco Global Companies Fund (formerly, Trimark Fund)
Invesco Global Diversified Income Fund (formerly, Trimark Global Diversified Income Fund)
Invesco Global Dividend Achievers ETF Fund (formerly, PowerShares Global Dividend Achievers Fund)
Invesco Global Dividend Class (formerly, Trimark Global Dividend Class)
Invesco Global Focus Class (formerly, Invesco Global Endeavour Class and prior thereto Trimark Global Endeavour Class)
Invesco Global Focus Fund (formerly, Invesco Global Endeavour Fund, prior thereto Trimark Global Endeavour Fund)
Invesco Global High Yield Bond Fund
Invesco Global Opportunities Class (former, Invesco Global Small Companies Class, Trimark Global Small Companies Class)
Invesco Global Real Estate Fund
Invesco Global Select Balanced Fund
Invesco Global Select Equity Class (prior, Invesco Global Diversified Companies Class, Trimark Global Fundamental Equity)
Invesco Global Select Equity Fund (former, Invesco Global Diversified Companies Fund, Trimark Global Fundamental Equity)
Invesco Growth ETF Portfolio (formerly, Growth Portfolio)
Invesco Growth Portfolio
Invesco High Growth ETF Portfolio (formerly, High Growth Portfolio)
Invesco High Growth Portfolio
Invesco Income Growth Fund (formerly, Trimark Income Growth Fund)
Invesco Intactive 2023 Portfolio
Invesco Intactive 2028 Portfolio
Invesco Intactive 2033 Portfolio
Invesco Intactive 2038 Portfolio
Invesco Intactive Balanced Growth Portfolio
Invesco Intactive Balanced Growth Portfolio Class
Invesco Intactive Balanced Income Portfolio
Invesco Intactive Balanced Income Portfolio Class
Invesco Intactive Diversified Income Portfolio
Invesco Intactive Diversified Income Portfolio Class
Invesco Intactive Growth Portfolio

Invesco Intactive Growth Portfolio Class
Invesco Intactive Maximum Growth Portfolio
Invesco Intactive Maximum Growth Portfolio Class
Invesco International Companies Class (formerly, Trimark International Companies Class)
Invesco International Companies Fund (formerly, Trimark International Companies Fund)
Invesco Main Street U.S. Small Cap Class (formerly, Invesco U.S. Small Companies Class)
Invesco Moderate ETF Portfolio (formerly, Moderate Portfolio)
Invesco Moderate Portfolio
Invesco Monthly Income ETF Portfolio (formerly, PowerShares Monthly Income Fund)
Invesco NASDAQ 100 Index ETF Fund
Invesco NASDAQ Next Gen 100 Index ETF Fund
Invesco Pure Canadian Equity Class (prior, Invesco Canadian Opportunity Class, prior Trimark Canadian Opportunity Class)
Invesco Pure Canadian Equity Fund (formerly, Invesco Canadian Endeavour Fund, prior, Trimark Canadian Endeavour Fund)
Invesco S&P 500 ESG Index ETF Fund
Invesco S&P 500 Low Volatility Index ETF Fund (formerly, PowerShares U.S. Low Volatility Index Fund)
Invesco S&P/TSX Composite ESG Index ETF Class
Invesco S&P/TSX Composite Low Volatility Index ETF Class (formerly, PowerShares Canadian Low Volatility Index Class)
Invesco Select Balanced Fund (formerly, Trimark Select Balanced Fund)
Invesco Select Canadian Equity Fund
Invesco Strategic Yield Fund
Invesco U.S. Companies Class (formerly, Trimark U.S. Companies Class)
Invesco U.S. Companies Fund (formerly, Trimark U.S. Companies Fund)
Invesco U.S. High Yield Bond Index Fund
Invesco U.S. Money Market Fund (formerly, Trimark U.S. Money Market Fund)
U.S. Dollar Cash Management Fund
Principal Regulator – Ontario

Type and Date:

Final Simplified Prospectus dated Jul 29, 2022
NP 11-202 Final Receipt dated Aug 2, 2022

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3398826

Issuer Name:

Global Iman Fund
Principal Regulator – Ontario

Type and Date:

Final Simplified Prospectus dated Jul 28, 2022
NP 11-202 Final Receipt dated Aug 2, 2022

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3400621

Issuer Name:

Mackenzie Balanced Allocation ETF
Mackenzie Canadian Aggregate Bond Index ETF
Mackenzie Canadian All Corporate Bond Index ETF
Mackenzie Canadian Equity Index ETF
Mackenzie Canadian Large Cap Equity Index ETF
Mackenzie Canadian Short Term Fixed Income ETF
Mackenzie Canadian Short-Term Bond Index ETF
Mackenzie China A-Shares CSI 300 Index ETF
Mackenzie Conservative Allocation ETF
Mackenzie Core Plus Canadian Fixed Income ETF
Mackenzie Core Plus Global Fixed Income ETF
Mackenzie Developed ex-North America Aggregate Bond Index ETF (CAD-Hedged)
Mackenzie Developed Markets Real Estate Index ETF
Mackenzie Emerging Markets Bond Index ETF (CAD-Hedged)
Mackenzie Emerging Markets Equity Index ETF
Mackenzie Emerging Markets Local Currency Bond Index ETF
Mackenzie Floating Rate Income ETF
Mackenzie Global Fixed Income Allocation ETF
Mackenzie Global High Yield Fixed Income ETF
Mackenzie Global Infrastructure Index ETF
Mackenzie Global Sustainable Bond ETF
Mackenzie Global Sustainable Dividend Index ETF
Mackenzie Global Women's Leadership ETF
Mackenzie Growth Allocation ETF
Mackenzie International Equity Index ETF
Mackenzie International Equity Index ETF (CAD-Hedged)
Mackenzie Ivy Global Equity ETF
Mackenzie Maximum Diversification All World Developed ex North America Index ETF
Mackenzie Maximum Diversification All World Developed Index ETF
Mackenzie Maximum Diversification Canada Index ETF
Mackenzie Maximum Diversification Developed Europe Index ETF
Mackenzie Maximum Diversification Emerging Markets Index ETF
Mackenzie Maximum Diversification US Index ETF
Mackenzie Portfolio Completion ETF
Mackenzie U.S. Aggregate Bond Index ETF (CAD-Hedged)
Mackenzie Unconstrained Bond ETF
Mackenzie US High Yield Bond Index ETF (CAD-Hedged)
Mackenzie US Investment Grade Corporate Bond Index ETF (CAD-Hedged)
Mackenzie US Large Cap Equity Index ETF
Mackenzie US Large Cap Equity Index ETF (CAD-Hedged)
Mackenzie US TIPS Index ETF (CAD-Hedged)
Principal Regulator – Ontario

Type and Date:

Final Long Form Prospectus dated Jul 27, 2022
NP 11-202 Final Receipt dated Aug 2, 2022

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3390833

Issuer Name:

Manulife Asia Equity Class
Manulife Balanced Equity Private Pool
Manulife Balanced Income Private Trust
Manulife Balanced Portfolio
Manulife Bond Fund
Manulife Canadian Balanced Fund
Manulife Canadian Balanced Private Pool
Manulife Canadian Dividend Growth Fund
Manulife Canadian Equity Class
Manulife Canadian Equity Private Pool
Manulife Canadian Growth and Income Private Trust
Manulife Canadian Investment Class
Manulife Canadian Unconstrained Bond Fund
Manulife China Class
Manulife Climate Action Balanced Fund
Manulife Climate Action Bond Fund
Manulife Climate Action Class
Manulife Climate Action Fund
Manulife Conservative Portfolio
Manulife Corporate Bond Fund
Manulife Corporate Fixed Income Private Trust
Manulife Covered Call U.S. Equity Class
Manulife Covered Call U.S. Equity Fund
Manulife Diversified Investment Fund
Manulife Dividend Income Class
Manulife Dividend Income Fund
Manulife Dividend Income Plus Class
Manulife Dividend Income Plus Fund
Manulife Dividend Income Private Pool
Manulife Dollar-Cost Averaging Fund
Manulife EAFE Equity Fund
Manulife Emerging Markets Fund
Manulife Fundamental Balanced Class
Manulife Fundamental Dividend Fund
Manulife Fundamental Equity Fund
Manulife Fundamental Income Class
Manulife Fundamental Income Fund
Manulife Global All Cap Focused Fund
Manulife Global Balanced Fund
Manulife Global Balanced Private Trust
Manulife Global Core Plus Bond Fund
Manulife Global Dividend Class
Manulife Global Dividend Fund
Manulife Global Dividend Growth Fund
Manulife Global Equity Class
Manulife Global Equity Private Pool
Manulife Global Fixed Income Private Trust
Manulife Global Franchise Class
Manulife Global Franchise Fund
Manulife Global Listed Infrastructure Class
Manulife Global Listed Infrastructure Fund
Manulife Global Monthly High Income Class (formerly
Manulife Value Balanced Class)
Manulife Global Monthly High Income Fund (formerly
Manulife Value Balanced Fund)
Manulife Global Small Cap Balanced Fund
Manulife Global Small Cap Fund
Manulife Global Strategic Balanced Yield Fund
Manulife Global Thematic Opportunities Class
Manulife Global Thematic Opportunities Fund
Manulife Global Unconstrained Bond Fund
Manulife Growth Opportunities Fund

Manulife Growth Portfolio
Manulife International Equity Private Trust
Manulife Moderate Portfolio
Manulife Money Market Fund
Manulife Monthly High Income Class
Manulife Monthly High Income Fund
Manulife Simplicity Balanced Portfolio
Manulife Simplicity Conservative Portfolio
Manulife Simplicity Global Balanced Portfolio
Manulife Simplicity Growth Portfolio
Manulife Simplicity Moderate Portfolio
Manulife Smart Balanced Dividend ETF Bundle
Manulife Strategic Balanced Yield Fund
Manulife Strategic Dividend Bundle
Manulife Strategic Income Fund
Manulife Strategic Investment Grade Global Bond Fund
Manulife Tactical Income Fund
Manulife U.S. All Cap Equity Class
Manulife U.S. All Cap Equity Fund
Manulife U.S. Balanced Private Trust
Manulife U.S. Balanced Value Private Trust
Manulife U.S. Dividend Income Class
Manulife U.S. Dividend Income Fund
Manulife U.S. Dollar Strategic Balanced Yield Fund
Manulife U.S. Dollar Strategic Income Fund
Manulife U.S. Dollar U.S. All Cap Equity Fund
Manulife U.S. Dollar U.S. Dividend Income Fund
Manulife U.S. Dollar U.S. Equity Fund
Manulife U.S. Dollar U.S. Mid-Cap Equity Fund
Manulife U.S. Equity Fund
Manulife U.S. Equity Private Pool
Manulife U.S. Mid-Cap Equity Fund
Manulife U.S. Monthly High Income Fund
Manulife U.S. Opportunities Fund
Manulife U.S. Unconstrained Bond Fund
Manulife World Investment Class
Manulife World Investment Fund
Manulife Yield Opportunities Fund
Principal Regulator – Ontario

Type and Date:

Combined Preliminary and Pro Forma Simplified
Prospectus dated Aug 2, 2022
NP 11-202 Final Receipt dated Aug 2, 2022

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3396212

Issuer Name:

Evolve Slate Global Real Estate Enhanced Yield Fund
Principal Regulator – Ontario

Type and Date:

Preliminary Long Form Prospectus dated Aug 4, 2022
NP 11-202 Preliminary Receipt dated Aug 4, 2022

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3416288

Issuer Name:

Fidelity Canadian Large Cap Multi-Asset Base Fund
Fidelity Dividend Plus Multi-Asset Base Fund
Principal Regulator – Ontario

Type and Date:

Preliminary Simplified Prospectus dated Aug 4, 2022
NP 11-202 Final Receipt dated Aug 5, 2022

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3405381

Issuer Name:

TD Alternative Risk Reduction Pool
Principal Regulator – Ontario

Type and Date:

Preliminary Simplified Prospectus dated Aug 4, 2022
NP 11-202 Final Receipt dated Aug 4, 2022

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3401664

Issuer Name:

Scotia Emerging Markets Equity Index Tracker ETF
Principal Regulator – Ontario

Type and Date:

Combined Preliminary and Pro Forma Long Form
Prospectus dated Aug 3, 2022
NP 11-202 Preliminary Receipt dated Aug 4, 2022

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3415689

Issuer Name:

Evolve Dividend Stability Preferred Share Index ETF
Principal Regulator - Ontario

Type and Date:

Amendment #4 to Final Long Form Prospectus dated July
28, 2022

NP 11-202 Final Receipt dated Aug 3, 2022

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3250573

Issuer Name:

Scotia Wealth Canadian Growth Pool
Principal Regulator - Ontario

Type and Date:

Amendment #1 to Final Simplified Prospectus dated July
29, 2022

NP 11-202 Final Receipt dated Aug 3, 2022

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3369912

Issuer Name:

NBI U.S. High Conviction Equity Private Portfolio
NBI International High Conviction Equity Private Portfolio
Principal Regulator – Quebec

Type and Date:

Amendment #1 to Final Simplified Prospectus dated July
29, 2022

NP 11-202 Final Receipt dated Aug 3, 2022

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3353776

Issuer Name:

Phillips, Hager & North High Yield Bond Fund
Principal Regulator - Ontario

Type and Date:

Amendment #2 to Final Simplified Prospectus dated July 29, 2022

NP 11-202 Final Receipt dated Aug 3, 2022

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3385508

Issuer Name:

Premium Income Corporation
Principal Regulator - Ontario

Type and Date:

Preliminary Shelf Prospectus (NI 44-102) dated July 27, 2022

NP 11-202 Preliminary Receipt dated August 2, 2022

Offering Price and Description:

\$300,000,000.00 - Preferred Shares and Class A Shares

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3414546

Issuer Name:

Sprott Physical Gold Trust
Principal Regulator - Ontario

Type and Date:

Preliminary Shelf Prospectus (NI 44-102) dated August 5, 2022

NP 11-202 Preliminary Receipt dated August 8, 2022

Offering Price and Description:

Maximum offerings: U.S.\$2,000,000,000 Trust Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3417031

Issuer Name:

Dividend 15 Split Corp.
Principal Regulator - Ontario

Type and Date:

Final Shelf Prospectus (NI 44-102) dated August 8, 2022
NP 11-202 Receipt dated August 8, 2022

Offering Price and Description:

\$1,000,000,000

Preferred Shares

Class A Shares

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3412364

Issuer Name:

North American Financial 15 Split Corp.
Principal Regulator - Ontario

Type and Date:

Final Shelf Prospectus (NI 44-102) dated August 8, 2022
NP 11-202 Receipt dated August 8, 2022

Offering Price and Description:

\$900,000,000

Preferred Shares

Class A Shares

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3412365

NON-INVESTMENT FUNDS

Issuer Name:

1844 Resources Inc. (formerly, Gespeg Resources Ltd)
Principal Regulator - Saskatchewan

Type and Date:

Amendment dated April 29, 2022 to Preliminary Short Form
Prospectus dated August 2, 2022
Preliminary Receipt dated August 3, 2022

Offering Price and Description:

Up to 15,000,000 Common Shares Up to \$750,000.00
Price: \$0.05 per Common Share

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3377571

Issuer Name:

Bank of Nova Scotia, The
Principal Regulator - Ontario

Type and Date:

Preliminary Shelf Prospectus dated August 5, 2022
Preliminary Receipt dated August 5, 2022

Offering Price and Description:

\$15,000,000,000.00
Senior Debt Securities (Unsubordinated Indebtedness),
Subordinated Debt Securities (Subordinated Indebtedness)
Preferred Shares, Common Shares

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3416879

Issuer Name:

Ciscom Corp.

Type and Date:

Amendment dated August 2, 2022 to Preliminary Long
Form Prospectus dated May 2, 2022
(Preliminary) Receipted on August 3, 2022

Offering Price and Description:

0.00

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3379009

Issuer Name:

Element Nutritional Sciences Inc.
Principal Regulator - Ontario

Type and Date:

Amendment dated July 29, 2022 to Preliminary Shelf
Prospectus dated May 20, 2022
Preliminary Receipt dated August 4, 2022

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3387825

Issuer Name:

Hut 8 Mining Corp. (formerly, Oriana Resources
Corporation)
Principal Regulator - Ontario

Type and Date:

Preliminary Shelf Prospectus dated August 5, 2022
Preliminary Receipt dated August 5, 2022

Offering Price and Description:

Common Shares, Debt Securities, Subscription Receipts,
Warrants, Convertible Securities, Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3416893

Issuer Name:

IAMGOLD Corporation
Principal Regulator - Ontario

Type and Date:

Preliminary Shelf Prospectus dated August 4, 2022
Preliminary Receipt dated August 4, 2022

Offering Price and Description:

U.S.\$500,000,000 Common Shares, First Preference
Shares, Second Preference Shares, Debt Securities,
Warrants, Subscription Receipts

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3416267

Issuer Name:

Loop Energy Inc.
Principal Regulator - British Columbia

Type and Date:

Preliminary Shelf Prospectus dated August 3, 2022
Preliminary Receipt dated August 3, 2022

Offering Price and Description:

\$100,000,000.00 - Common Shares, Warrants,
Subscription Receipts, Debt Securities, Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3415749

Issuer Name:

Mercer International Inc.
Principal Regulator - British Columbia

Type and Date:

Preliminary Prospectus - MJDS dated August 2, 2022
Preliminary Receipt dated August 3, 2022

Offering Price and Description:

US\$750,000,000 Debt Securities, Common Stock,
Preferred Stock, Warrants to Purchase Common Stock or
Debt Securities Any Combination of the Above

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3415449

Issuer Name:

NexGen Energy Ltd.
Principal Regulator - British Columbia

Type and Date:

Preliminary Shelf Prospectus dated August 5, 2022
Preliminary Receipt dated August 5, 2022

Offering Price and Description:

\$500,000,000.00 - Common Shares, Warrants,
Subscription Receipts, Units, Debt Securities

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3416777

Issuer Name:

Premium Income Corporation
Principal Regulator - Ontario

Type and Date:

Preliminary Shelf Prospectus dated July 27, 2022
Preliminary Receipt dated August 2, 2022

Offering Price and Description:

\$300,000,000.00 - Preferred Shares and Class A Shares

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3414546

Issuer Name:

Spirit Banner IV Capital Corp.
Principal Regulator - Ontario

Type and Date:

Preliminary CPC Prospectus dated August 5, 2022
Preliminary Receipt dated August 8, 2022

Offering Price and Description:

Minimum Offering: \$300,000.00 (3,000,000 common
shares)

Maximum Offering: \$500,000.00 (5,000,000 common
shares)

Price: \$0.10 per Offered Share

Underwriter(s) or Distributor(s):

Research Capital Corporation

Promoter(s):

Aneel Waraich

Project #3416962

Issuer Name:

Sprott Physical Gold Trust
Principal Regulator - Ontario

Type and Date:

Preliminary Shelf Prospectus dated August 5, 2022
Preliminary Receipt dated August 8, 2022

Offering Price and Description:

Maximum offerings: U.S.\$2,000,000,000 Trust Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3417031

Issuer Name:

Stampede Drilling Inc. (formerly known as MATRRIX Energy Technologies Inc.)
Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated August 3, 2022
Preliminary Receipt dated August 3, 2022

Offering Price and Description:

Minimum Offering \$22,500,160.00 - 70,313,000 Common Shares

Maximum Offering \$25,000,000.00 - 78,125,000 Common Shares

Price: \$0.32 per Common Share

Underwriter(s) or Distributor(s):

PETERS & CO. LIMITED
ACUMEN CAPITAL FINANCE PARTNERS LIMITED
LIGHTYEAR CAPITAL INC.
STIFEL NICOLAUS CANADA INC.

Promoter(s):

-

Project #3415968

Issuer Name:

TELUS Corporation
Principal Regulator - British Columbia

Type and Date:

Preliminary Shelf Prospectus dated August 8, 2022
Preliminary Receipt dated August 8, 2022

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3417400

Issuer Name:

Tidewater Midstream and Infrastructure Ltd.
Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated August 2, 2022
Preliminary Receipt dated August 2, 2022

Offering Price and Description:

\$50,496,000.00 - 42,080,000 Units

Price: \$1.20 per Offered Unit

Underwriter(s) or Distributor(s):

CIBC Capital Markets

Promoter(s):

-

Project #3412980

Issuer Name:

Bank of Nova Scotia, The
Principal Regulator - Ontario

Type and Date:

Final Shelf Prospectus dated August 5, 2022
Receipt dated August 5, 2022

Offering Price and Description:

\$15,000,000,000.00

Senior Debt Securities (Unsubordinated Indebtedness)

Subordinated Debt Securities (Subordinated Indebtedness)

Preferred Shares Common Shares

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3416879

Issuer Name:

Brookfield Infrastructure Corporation
Principal Regulator - Ontario

Type and Date:

Final Shelf Prospectus dated July 29, 2022
Receipt dated August 2, 2022

Offering Price and Description:

C\$2,000,000,000.00 - Class A Exchangeable Subordinate Voting Shares

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3410187

Issuer Name:

Brookfield Infrastructure Partners L.P.
Principal Regulator - Ontario

Type and Date:

Final Shelf Prospectus dated July 29, 2022
Receipt dated August 2, 2022

Offering Price and Description:

C\$2,000,000,000.00 - Class A Exchangeable Subordinate Voting Shares

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3410185

Issuer Name:

Caplink Ventures Inc.
Principal Regulator - British Columbia

Type and Date:

Final CPC Prospectus dated August 5, 2022
Receipt dated August 8, 2022

Offering Price and Description:

\$200,000.00 (2,000,000 COMMON SHARES)
Price: \$0.10 per Common Share

Underwriter(s) or Distributor(s):

-

Promoter(s):

Robert Thast

Project #3396777

Issuer Name:

Hut 8 Mining Corp. (formerly, Oriana Resources Corporation)

Principal Regulator - Ontario

Type and Date:

Final Shelf Prospectus dated August 5, 2022
Receipt dated August 5, 2022

Offering Price and Description:

Common Shares, Debt Securities, Subscription Receipts, Warrants, Convertible Securities, Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3416893

Issuer Name:

New Break Resources Ltd.

Type and Date:

Final Long Form Prospectus dated August 4, 2022
Received on August 4, 2022

Offering Price and Description:

0.00

Underwriter(s) or Distributor(s):

-

Promoter(s):

Michael Farrant

Project #3380530

Issuer Name:

Relevant Gold Corp.
Principal Regulator - British Columbia

Type and Date:

Final Long Form Prospectus dated July 29, 2022
Receipt dated August 3, 2022

Offering Price and Description:

0.00

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3399498

Issuer Name:

TELUS Corporation
Principal Regulator - British Columbia

Type and Date:

Final Shelf Prospectus dated August 8, 2022
Receipt dated August 8, 2022

Offering Price and Description:

Debt Securities, Preferred Shares, Common Shares, Warrants to Purchase Equity Securities, Warrants to Purchase Debt Securities, Share Purchase Contracts, Share Purchase or Equity Units, Subscription Receipts

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3417400

B.10 Registrations

B.10.1 Registrants

Type	Company	Category of Registration	Effective Date
Consent to Suspension (Pending Surrender)	Caxton (Canada) Ltd.	Portfolio Manager	July 4, 2022
New Registration	Oak Hill Asset Management Inc.	Investment Fund Manager, Portfolio Manager and Exempt Market Dealer	August 2, 2022
Revocation	All Group Financial Services Inc.	Investment Dealer	January 23, 2019
Name Change	From: Red Sky Capital Management Ltd. To: North End Capital Management Ltd.	Investment Fund Manager, Portfolio Manager and Exempt Market Dealer	July 5, 2022
Change of Registration Category	Balyasny Asset Management (Canada) ULC	From: Portfolio Manager To: Portfolio Manager, Exempt Market Dealer, and Commodity trading Manager	August 4, 2022
Change of Registration Category	StonePine Asset Management Inc.	From: Portfolio Manager To: Portfolio Manager, Investment Fund Manager, and Exempt Market Dealer,	August 8, 2022

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B.11

SROs, Marketplaces, Clearing Agencies and Trade Repositories

B.11.1 SROs

B.11.1.1 Investment Industry Regulatory Organization of Canada (IIROC) – Housekeeping Amendments to Form 1, Part II – Report on Compliance for Insurance, Segregation of Securities and Guarantee/Guarantor Relationships – Notice of Commission Deemed Approval

NOTICE OF COMMISSION DEEMED APPROVAL

HOUSEKEEPING AMENDMENTS TO FORM 1, PART II – REPORT ON COMPLIANCE FOR INSURANCE, SEGREGATION OF SECURITIES AND GUARANTEE/GUARANTOR RELATIONSHIPS

INVESTMENT INDUSTRY REGULATORY ORGANIZATION OF CANADA (IIROC)

The Ontario Securities Commission did not object to the classification of IIROC's proposed housekeeping amendments (**Amendments**) to Form 1, Part II – Report on compliance for insurance, segregation of securities and guarantee/guarantor relationships relied upon to reduce margin requirements during the year (**Report on Compliance**). As a result, the Amendments were deemed approved and the Report on Compliance is amended to comply with the Canadian Standard on Related Services 4400 *Agreed-Upon Procedures Engagements (CSRS 4400)*, which came into effect for agreed-upon procedures engagements for which the terms of engagement were agreed to on or after January 1, 2022. CSRS 4400 was introduced by the Auditing and Assurance Standards Board.

The Amendments will be effective on September 1, 2022.

In addition, the Alberta Securities Commission; the Autorité des marchés financiers; the British Columbia Securities Commission; the Financial and Consumer Affairs Authority of Saskatchewan; the Financial and Consumer Services Commission of New Brunswick; the Manitoba Securities Commission; the Northwest Territories Office of the Superintendent of Securities; the Nova Scotia Securities Commission; the Nunavut Securities Office; the Office of the Superintendent of Securities, Service Newfoundland and Labrador; the Office of the Yukon Superintendent of Securities; and the Prince Edward Island Office of the Superintendent of Securities did not object to the Amendments.

A copy of the IIROC Notice of Approval/Implementation, including text of the approved Amendments, can be found at www.osc.ca.

B.11.2 Marketplaces

B.11.2.1 TSX Inc. – Providing Dark Liquidity & Do Not Trade Self-Trade Prevention Order Feature – Notice of Approval

TSX INC.

NOTICE OF APPROVAL

PROVIDING DARK LIQUIDITY & DO NOT TRADE SELF-TRADE PREVENTION ORDER FEATURE

In accordance with the Process for the Review and Approval of the Information Contained in Form 21-101F1 and the Exhibits Thereto, the Ontario Securities Commission has approved amendments to the TSX Inc. (“**TSX**”) Form 21-101F1 to reflect the introduction of (i) Providing Dark Liquidity functionality; and (ii) a Do Not Trade Self-Trade Prevention Order Feature on TSX (collectively, the “**Amendments**”). No changes to the TSX Rule Book are necessary as a result of, or to implement, the Amendments.

Summary of the Amendments

A copy of the Amendments can be found at www.osc.ca.

Comments Received

The Amendments were published for comment on May 12, 2022 and no comment letters were received.

Effective Date

The Amendments will be effective August 2022.

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Editor's Note: On Friday, April 29, 2022, the Securities Commission Act, 2021, came into force by proclamation of the Lieutenant Governor of Ontario. The new structural and governance changes are now reflected in the Bulletin index with the use of the "Capital Markets Tribunal" designation to differentiate those proceedings from the proceedings of the Ontario Securities Commission: www.capitalmarketstribunal.ca.

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