



December 18, 2024

The Secretary
Ontario Securities Commission
20 Queen Street West, 22nd floor
Toronto Ontario M5H 3S8
E-mail: comments@osc.gov.on.ca

To whom it may concern;

Thank you for the opportunity to comment on the Ontario Securities Commission's (OSC) 2025-26 *Statement of Priorities*. We appreciate the accountability to issuers and investors inherent in sharing the OSC's draft plan, as well as the clear articulation of both priority areas and expected outcomes. We also appreciate the substantial work that goes into developing a set of manageable priorities in light of the many issues and concerns that fall within your mandate.

The Shareholder Association for Research and Education (SHARE) is a Canadian leader in responsible investment services, research and education for institutional investors. Since its creation in 2000, SHARE has carried out this mandate by providing active ownership services, advisory services, education, policy advocacy, and practical research on issues related to responsible investment and the promotion of a sustainable, inclusive and productive economy. Our clients include pension funds, universities, foundations, Indigenous trusts and asset managers across Canada. We also convene several investor coalitions through which institutional asset owners and managers learn, discuss and advocate for positive changes in capital markets here in Canada and internationally.

We would like to offer the following comments and recommendations regarding the 2025-2026 *Statement of Priorities*:

- First, we welcome the OSC's continued commitment to develop a revised climate-related disclosure rule for reporting issuers other than investment funds. With the current consolidation of reporting standards reflected in the Canadian Sustainability Standards Board's CSDS 2 standard for Climate-related Disclosures, the opportunity to adopt a widely-accepted standard for climate-related disclosures has never been stronger. We urge the OSC to use this opportunity to bring clarity for Canadian issuers and investors, especially on questions like reporting of Scope 3 emissions and scenario analysis which are of critical importance for both parties to navigate a changing economic landscape.

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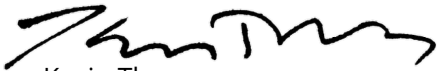
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- We are also pleased to hear the OSC's commitment to finalizing amendments to the corporate governance regime pertaining to board nominations, board renewal and diversity. While we recognize that this is an effort between all members of the Canadian Securities Administrators, we urge the OSC to work diligently to complete the work begun many years ago now and to deliver a rule that truly provides investors with meaningful and comparable data, and provides issuers with simplicity and clarity in its requirements. We believe the OSC's approach to the proposed regulations was appropriate but that a new hybrid approach that builds on that framework, on a comply-or-explain basis, and allows for additional categories of disclosure and narrative, would be appropriate.
- We appreciate the commitment to addressing financing gaps along the public-private continuum, and your commitment to collaborate with government, external stakeholders and thought leaders to identify priority growth sectors for the Ontario economy, begin to study the capital flows in these sectors and consider additional opportunities for pilot programs and experiments to address identified gaps.
- Where we urge caution is in efforts to open up further avenues for retail investors to access illiquid or long-term assets such as private debt, venture capital, infrastructure projects and real estate. You have correctly identified that as companies stay private for longer, retail investors have fewer opportunities to access those potential investments. However, the relative lack of regulatory authority and oversight, and the opaqueness of those markets, makes it difficult for investors to make informed decisions about those investments. Further, fund issuers may be put in a conflicted position as both originator and valuation provider absent adequate public disclosure regarding the underlying assets. Opening up further access to private markets could be viable when accompanied by opening up further disclosure and regulatory oversight within those markets. As one step towards that end, we encourage the OSC and Government of Ontario to investigate appropriate regulatory authorities that allow the OSC to protect the standards of investor protection and well-functioning capital markets built up in the public markets by expanding disclosure requirements within broader private markets. Within that kind of framework, further opportunities for both institutional and retail investors will be better-protected.
- Similarly, continued work on appropriate regulation of crypto assets and trading platforms is critical. While regulators should always adapt the specifics of regulation to address new technological developments, technologies that attempt to evade regulatory authority altogether should not be driving that bus. Ensuring that the OSC has the appropriate authority to regulate, and in some cases shut down, crypto offerings and exchanges – especially when they cross the line into the kind of behaviour which would be clearly illegal in another asset class less obfuscated by tech-bro jargon – is critical.

Thank you once again for the opportunity to review and comment on the OSC's *2025-2026 Statement of Priorities*. While we have only commented on a few of the priorities in the *Statement*, this should not be construed as a lack of support or interest in the considerable work the OSC is doing in other areas.

If you have any questions or would like to discuss these proposals further, please feel free to contact me at any time. I can be reached at 416-306-6453 or by email at kthomas@share.ca.

Sincerely,

A handwritten signature in black ink, appearing to read 'Kevin Thomas', with a stylized, cursive script.

Kevin Thomas
Chief Executive Officer
Shareholder Association for Research & Education