

The Ontario Securities Commission

# OSC Bulletin

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*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**

Cadillac Fairview Tower  
22nd Floor, Box 55  
20 Queen Street West  
Toronto, Ontario  
M5H 3S8

416-593-8314 or Toll Free 1-877-785-1555

Contact Centre – Inquiries, Complaints:

Office of the Secretary:

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**Thomson Reuters**  
One Corporate Plaza  
2075 Kennedy Road  
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M1T 3V4

416-609-3800 or 1-800-387-5164

Fax: 416-593-8122  
TTY: 1-866-827-1295

Fax: 416-593-2318



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2075 Kennedy Road  
Toronto, Ontario  
M1T 3V4

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1-416-609-3800 (Toronto & International)  
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Fax 1-416-298-5082 (Toronto)  
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## Chapter 1

# Notices

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### 1.1 Notices

#### 1.1.1 Notice of Co-Operation Agreement Concerning Innovative Fintech Businesses with the Monetary Authority of Singapore

#### **NOTICE OF CO-OPERATION AGREEMENT CONCERNING INNOVATIVE FINTECH BUSINESSES WITH THE MONETARY AUTHORITY OF SINGAPORE**

**November 14, 2019**

The Ontario Securities Commission, together with the Québec Autorité des marchés financiers, British Columbia Securities Commission, the Alberta Securities Commission, the Financial and Consumer Affairs Authority of Saskatchewan, the Manitoba Securities Commission, the Financial and Consumer Services Commission (New Brunswick) and the Nova Scotia Securities Commission, have recently entered into a Co-operation Agreement (“the Agreement”) with the Monetary Authority of Singapore (“MAS”) concerning co-operation and information sharing between authorities regarding their respective innovation functions. The Agreement provides a comprehensive framework for co-operation and referrals related to the innovation functions which were established through the CSA Regulatory Sandbox initiative and by MAS.

The Agreement is subject to the approval of the Minister of Finance. The Agreement was delivered to the Minister of Finance on November 8, 2019.

Questions may be referred to:

Pat Chaukos  
Deputy Director  
OSC LaunchPad  
416-593-2373  
[pchaukos@osc.gov.on.ca](mailto:pchaukos@osc.gov.on.ca)

Cindy Wan  
Interim Lead, International Affairs  
Office of Domestic and International Affairs  
416-263-7667  
[cwan@osc.gov.on.ca](mailto:cwan@osc.gov.on.ca)

**Innovation Functions Co-operation Agreement  
Between  
Monetary Authority of Singapore**

and

<b>The Ontario Securities Commission</b>	<b>The Autorité des marchés financiers (Québec)</b>
<b>British Columbia Securities Commission</b>	<b>The Alberta Securities Commission</b>
<b>The Financial and Consumer Affairs Authority of Saskatchewan</b>	<b>The Manitoba Securities Commission</b>
<b>The Financial and Consumer Services Commission (New Brunswick)</b>	<b>The Nova Scotia Securities Commission</b>

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**Innovation Functions Co-operation Agreement**

**1. Definitions**

For the purposes of this Co-operation Agreement, unless the context requires otherwise:

- “**Authorisation**” means the process of licensing, registering, approving, authorising, granting exemptive relief, or otherwise bringing an entity under an Authority’s regulatory ambit so that they are authorised to carry on business in providing a financial service or issuing a financial product in the relevant Authority’s jurisdiction, and “Authorised” has a corresponding meaning;
- “**Authority**” means the Monetary Authority of Singapore or a Canadian Authority (and, collectively, “the Authorities”);
- “**Canadian Authority**” means a securities regulatory authority established in Canada under provincial or territorial statute, that has signed on to this Co-operation Agreement pursuant to Article 9 and is listed in Appendix A.;
- “**Criteria for Support**” means the criteria of a Referring Authority that an Innovator Business is required to meet before the Referring Authority refers the Innovator Business to a Receiving Authority;
- “**Innovator Business**” means an innovative financial business that has been offered support from an Authority through its Innovation Function, or would qualify for such support;
- “**Innovation Function**” means the dedicated function established by an Authority to support innovation in financial services in their respective markets;
- “**Receiving Authority**” means:
  - (a) Where the Referring Authority is the Monetary Authority of Singapore, any Canadian Authority to which a referral is made under the agreement, or
  - (b) Where the Referring Authority is a Canadian Authority, the Monetary Authority of Singapore;

- “**Referring Authority**” means the Authority that is referring an Innovator Business to the Receiving Authority; and
- “**Regulations**” means any regulation, regulatory requirement or guidelines applicable in the jurisdiction of an Authority.

## 2. Introduction

- 2.1 The Authorities share a mutual desire to promote innovation in financial services in their respective markets. The Authorities have established Innovation Functions in order to do so. The Authorities believe that through co-operation with each other, they will be able to further the promotion of innovation in their respective markets.
- 2.2 On February 23, 2017, Canadian securities regulatory authorities launched the CSA Regulatory Sandbox, an initiative that supports innovative businesses across Canada. The Regulatory Sandbox will help in developing an in-depth understanding of new securities-related business models that use technology solutions.
- 2.3 In August 2015, the Monetary Authority of Singapore (“MAS”) formed a Financial Technology & Innovation Group (FTIG) within MAS to drive its Smart Financial Centre initiatives. FTIG is responsible for formulating regulatory policies and developing strategies to facilitate the use of technology and innovation to better manage risks, enhance efficiency, and strengthen competitiveness in the financial sector.

### Support offered through the Innovation Functions

- 2.4 The support offered by the Authorities to Innovator Businesses through their Innovation Functions may include:
  - 2.4.1 A dedicated team and/or a dedicated contact for each Innovator Business;
  - 2.4.2 Help for Innovator Businesses to understand the Regulations in the relevant Authority's jurisdiction, and how they apply to their business and them;
  - 2.4.3 Assistance during the pre-Authorisation application phase to:
    - 2.4.3.1 Discuss the Authorisation application process and any Regulations issues that the Innovator Business has identified; and
    - 2.4.3.2 Ensure the Innovator Business understands the relevant Authority's Regulations and what it means for them.
  - 2.4.4 Support during the Authorisation, including the allocation of Authority's staff who are knowledgeable about financial innovation in their respective markets, to consider the application.
  - 2.4.5 A dedicated contact person after an Innovator Business is Authorised.

## 3. Purpose

The purpose of this Co-operation Agreement is to provide a framework for cooperation and referrals between the Innovation Functions of the Monetary Authority of Singapore and any Canadian Authority. The framework centres on a referral mechanism which will enable the Authorities to refer Innovator Businesses to their respective Innovation Functions. It also sets out how the Authorities plan to share and use information on innovation in their respective markets.

## 4. Principles

- 4.1 The Authorities intend to provide the fullest possible mutual assistance to one another within the terms of this Co-operation Agreement. This Co-operation Agreement shall be subject to the domestic laws and Regulations of each Authority and shall not modify or supersede any applicable laws and Regulations in force in, or applicable to, any such Authority's respective jurisdiction. This Co-operation Agreement sets forth a statement of intent and accordingly does not create any enforceable rights, and is not legally binding. This Co-operation Agreement is intended to complement, but not affect or alter the terms and conditions of any obligations under any other multilateral or bilateral arrangements concluded between the Authorities or between the Authorities and third parties.

- 4.2 This Co-operation Agreement is a bilateral arrangement between each Canadian Authority and the Monetary Authority of Singapore and should not be considered a bilateral agreement between any Canadian Authority.

## 5. Scope

### Referral mechanism

- 5.1 The Authorities, through their Innovation Functions, will refer to each other Innovator Businesses that would like to operate in the other's jurisdiction.
- 5.2 Referrals will be made in writing, and shall include information demonstrating that the Innovator Business seeking to operate in the Receiving Authority's jurisdiction meets, or would meet, the Referring Authority's Criteria for Support.
- 5.3 The Criteria for Support should include, but shall not be limited to, the following:
- 5.3.1 The Innovator Business shall offer innovative financial products or services that benefit the consumer, investor and/or industry; and
- 5.3.2 The Innovator Business shall demonstrate that they have conducted sufficient background research on the Receiving Authority's Regulations as they might apply to it.
- 5.4 Following referral, and provided the Innovator Business meets the Criteria for Support, the Receiving Authority's Innovation Function may offer support to the Innovator Business in accordance with paragraph 2.4 above.
- 5.5 The Referring Authority acknowledges that when a Receiving Authority provides assistance to an Innovator Business, the Receiving Authority is not expressing an opinion about whether an Innovator Business will ultimately meet the requirements for Authorisation in its jurisdiction.

### Information sharing

- 5.6 The Authorities undertake, subject to applicable domestic laws and Regulations, to:
- 5.6.1 share information about innovations in financial services in their respective markets, where appropriate. This may include, but is not limited to:
- 5.6.1.1 Emerging trends and developments (including use of new technologies); and
- 5.6.1.2 Regulatory issues pertaining to innovation in financial services.
- 5.6.2 share further information on an Innovator Business which has been referred to a Receiving Authority for support through its Innovation Function by a Referring Authority (including the nature of the support to the Innovator Business by the Referring Authority); and
- 5.6.3 notify each other of any material changes to the other Authority's Criteria for Support.
- 5.7 The Authorities undertake that any supervisory information shared between MAS and a Canadian Authority under paragraph 5.6 shall be limited to supervisory information on entities which are Authorised or have applied to be Authorised by both MAS and that Canadian Authority.

## 6. Confidentiality & Permissible Uses

- 6.1 Any information disclosed by the Monetary Authority of Singapore to a Canadian Authority or by a Canadian Authority to the Monetary Authority of Singapore under paragraphs 5.1 to 5.6, and any information received by a Canadian Authority from another Canadian Authority but which originates from the Monetary Authority of Singapore, should be treated by the other Authority as confidential information.
- 6.2 Information about an Innovator Business included in a referral under paragraphs 5.1 to 5.4 and shared under paragraph 5.6 should be sent to a Receiving Authority only if the Innovator Business consents to that disclosure in writing and provides such consent to both the Monetary Authority of Singapore and to the Canadian Authority. Where the Receiving Authority is a Canadian Authority, the said consent should also include consent for the Receiving Authority to share such information with any other Canadian Authority,

which may include sharing through the CSA Regulatory Sandbox, provided that such sharing is done only for the same purposes pursuant to which the Referring Authority shared the information with the Receiving Authority. Such consent can be withdrawn by the Innovator Business at any time. For the avoidance of doubt, the withdrawal of consent shall prohibit future sharing of information about the Innovator Business between the Referring Authority and the Receiving Authority, and shall not affect any information already shared with the Receiving Authority under paragraph 5.

- 6.3 A Receiving Authority should use information disclosed to it by a Referring Authority pursuant to this Co-operation Agreement only for the purpose for which the information was disclosed, unless the Innovator Business and the Referring Authority consents to other uses. A Canadian Authority should use information disclosed to it by another Canadian Authority that is a Receiving Authority pursuant to this Co-operation Agreement only for the purpose for which the information was originally disclosed by the Referring Authority, unless the Innovator Business and the Referring Authority consents to other uses. For greater clarity, a Receiving Authority may use information about a referred Innovator Business for the purpose of providing support to the referred Innovator Business through the Receiving Authority's Innovation Function and ensuring compliance with the law and Regulations of the Receiving Authority's jurisdiction.
- 6.4 If any Canadian Authority is required to disclose any information provided by the Monetary Authority of Singapore (whether directly or through another Canadian Authority) or if the Monetary Authority of Singapore is required to disclose any information provided to it by any Canadian Authority pursuant to a requirement of law, such Authority should notify the other Authority prior to complying with such a requirement and should assert all appropriate legal exemptions or privileges with respect to such information as may be available.

**7. Term**

- 7.1 This Co-operation Agreement takes effect from the date of execution for all parties, or on the date determined in accordance with each Authority's applicable legislation.
- 7.2 Each of the Monetary Authority of Singapore or any Canadian Authority may terminate this Agreement by the giving of at least 30 days' written notice of termination to the other Authorities. If this Co-operation Agreement is terminated by one or more than one Canadian Authority ("Terminating Authorities"), it shall cease to have effect as between the Monetary Authority of Singapore and such Terminating Authorities, but will continue to have effect as between the Monetary Authority of Singapore and any other remaining Canadian Authority.
- 7.3 Termination of this Co-operation Agreement between the Monetary Authority of Singapore and the Terminating Authorities does not affect obligations under any existing multilateral or bilateral arrangements between the Authorities.
- 7.4 In the event of the termination of this Co-operation Agreement, information obtained under this Co-operation Agreement will continue to be treated in the manner set out under paragraph 6.

**8. Amendment**

- 8.1 The Authorities will review the operation of this Co-operation Agreement and update its terms as required. The Authorities acknowledge that review may be required if there is a material change to the support offered by a Receiving Authority's Innovation Function to Innovator Businesses referred by a Referring Authority pursuant to paragraphs 5.1 to 5.5 or to the Criteria for Support.
- 8.2 This Co-operation Agreement may be amended if Authorities agree in writing to do so.

**9. Additional Parties to the Agreement**

Any other securities regulatory authority established in Canada under provincial or territorial statute may become a party to this Co-operation Agreement by executing a counterpart hereof together with the Monetary Authority of Singapore and providing notice to the other signatories which are parties to this Co-operation Agreement, pursuant to which their contact details shall be added to Appendix A.

## Notices

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### Executed by the Authorities:

This Co-operation Agreement will be effective from the date of its signing by the Authorities or on the date determined in accordance with each Authority's applicable legislation.

For the Monetary Authority of Singapore

*"Sopnendu Mohanty"*

---

Sopnendu Mohanty  
Chief Fintech Officer

---

Date

For the Autorité des marchés financiers (Québec)

*"Louis Morisset"*

---

Louis Morisset  
President and CEO

---

Date

For the Alberta Securities Commission

*"Stan Magidson"*

---

Stan Magidson  
Chair and CEO

---

Date

For the Manitoba Securities Commission

*"David Cheop"*

---

David Cheop  
Chair and CEO

---

Date

For the Nova Scotia Securities Commission

*"Paul Radford"*

---

Paul Radford  
Chair

---

Date

For the Ontario Securities Commission

*"Maureen Jensen"*

---

Maureen Jensen  
Chair and CEO

---

Date

For the British Columbia Securities Commission

*"Brenda Leong"*

---

Brenda Leong  
Chair and CEO

---

Date

For the Financial and Consumer Affairs Authority of Saskatchewan

*"Roger Sobotkiewicz"*

---

Roger Sobotkiewicz  
Chair and CEO

---

Date

For the Financial and Consumer Services Commission (New Brunswick)

*"Rick Hancox"*

---

Rick Hancox  
CEO

---

Date

## Appendix A: Designated Innovation Functions Contact Persons

### **Monetary Authority of Singapore**

Financial Technology & Innovation Group  
10 Shenton Way, MAS Building  
Singapore 079117  
Email: fintech\_office@mas.gov.sg

### **Autorité des marchés financiers (Québec)**

Director, FinTech and Innovation  
800, Square-Victoria, 22e étage  
Montréal (Québec) H4Z 1G3  
Email: fintech@lautorite.qc.ca

### **Alberta Securities Commission**

Denise Weeres  
Director, New Economy  
Alberta Securities Commission  
Suite 600, 250-5th Street SW,  
Calgary, AB, T2P 0R4  
Phone: 403.297.2930  
Fax: 403.297.2082  
Email: Denise.Weeres@asc.ca

### **Manitoba Securities Commission**

Chris Besko  
Director, General Counsel  
500-400 St. Mary Avenue  
Winnipeg (Manitoba) R3C 4K5  
Tel.: 204 945-2561  
Fax: 204 945-0330  
Toll free: 1 800 655-5244  
Email: Chris.Besko@gov.mb.ca

### **Nova Scotia Securities Commission**

Executive Director  
Suite 400, Duke Tower  
5251 Duke Street  
Halifax (NS) B3J 1P3  
Tel.: 902 424-7768  
Email: nsscxemptions@novascotia.ca

### **Ontario Securities Commission**

OSC LaunchPad Co-operation Requests  
20 Queen Street West, 20th Floor  
Toronto ON, M5H 3S8  
Email: osclaunchpad@osc.gov.on.ca  
Telephone: (416) 596-4266

### **British Columbia Securities Commission**

BCSC Tech Team  
701 West Georgia Street  
P.O. Bx 10142 Pacific Centre  
Vancouver (British Columbia) V7Y 1L2  
Tel: 604 899-6854  
Email: TechTeam@bcsc.bc.ca  
Copy to: COMMSEC@bcsc.bc.ca

### **Financial and Consumer Affairs Authority of Saskatchewan**

Sonne Udemgba  
Deputy Director  
601-1919 Saskatchewan Drive  
Regina (SK) S4P 4H2  
Office: 306 787-5879  
Fax: 306 787-5899  
Email: sonne.udemgba@gov.sk.ca

### **Financial & Consumer Services Commission (New Brunswick)**

Deputy Director, Policy, Securities Division  
85 Charlotte Street, Suite 300  
Saint John, NB E2L 2J2  
Email: Registration-inscription@fcnb.ca  
Tel.: 506 658-3060

## 1.1.2 OSC Staff Notice 11-737 (Revised) – Securities Advisory Committee – Vacancies

### OSC STAFF NOTICE 11-737 (Revised)

#### SECURITIES ADVISORY COMMITTEE – VACANCIES

The Securities Advisory Committee (“SAC”) is a committee of industry experts established by the Commission to advise it and its staff on a variety of matters including policy initiatives and capital markets trends. The Commission seeks four prospective candidates to serve on SAC beginning in January 2020 for a three-year term ending December 2022. There is a one-third turnover of SAC membership each calendar year.

SAC members generally meet every other month and provide advice on a variety of matters, including legal and regulatory initiatives, as well as market implications of Commission rules, policies, operations, and administration. SAC members are also invited to provide their perspectives on emerging trends in the marketplace. Those who make a commitment to serve on SAC must be in a position to devote the time necessary to attend meetings and be an active participant at those meetings.

SAC members are expected to have excellent technical abilities and a strong interest in the development of securities regulatory policy. This includes having in-depth knowledge of the legislation, rules and policies for which the Commission is responsible, as well as a significant practice and experience in the securities field. Expertise in an area of special interest to the Commission at the time of an appointment will also be a factor in selection. Diversification of membership on SAC continues to be a Commission priority in order to promote a broad perspective on the development of securities regulatory policy. In addition to candidates engaged in private practice, we continue to welcome the submission of applications from in-house counsel practicing in the securities area at an exchange, institutional investor or dealer.

Qualified individuals who have the support of their firms/employers for the commitment required to effectively participate on SAC, are invited to apply in writing for membership on SAC to the General Counsel’s Office of the Commission, indicating areas of practice and relevant experience. Prospective candidates are encouraged to review OSC Policy 11-601 for further information about SAC.

SAC members whose terms continue past December 2019 are:

- |                         |                                       |
|-------------------------|---------------------------------------|
| • Linda Fuerst          | Norton Rose Fulbright Canada LLP      |
| • Jennifer F. Longhurst | Davies Ward Phillips and Vineberg LLP |
| • Julie Mansi           | Borden Ladner Gervais LLP             |
| • Blair Wiley           | Wealthsimple                          |
| • Leila Rafi            | McMillan LLP                          |
| • Margaret Gunawan      | BlackRock Asset Management            |
| • Barbara Hendrickson   | Bax Securities Law                    |
| • Deanna Dobrowsky      | Toronto Stock Exchange                |

The Commission wishes to thank the following members whose terms will expire at the end of December 2019:

- |                   |                       |
|-------------------|-----------------------|
| • Rhonda Goldberg | IGM Financial Inc.    |
| • Jeffrey Meade   | TD Bank Group         |
| • Ron Schwass     | Wildeboer Dellece LLP |

The Commission also wishes to thank Professor Anita Anand who has resigned from SAC following her election to Parliament on October 21, 2019.

The Commission is very grateful to outgoing members for their able assistance and valuable input.

Applications for SAC membership will be considered if received on or before **December 6, 2019**. Applications should be submitted by email to:

James Sinclair  
General Counsel  
Ontario Securities Commission  
20 Queen Street West, 22nd Floor  
Toronto, Ontario, M5H 3S8  
Tel: (416) 263-3870  
jsinclair@osc.gov.on.ca

1.1.3 CSA Multilateral Staff Notice 51-359 – Corporate Governance Related Disclosure Expectations for Reporting Issuers in the Cannabis Industry



**CSA Multilateral Staff Notice 51-359  
Corporate Governance Related Disclosure Expectations  
for Reporting Issuers in the Cannabis Industry**

November 12, 2019

### Introduction

Staff of the securities regulatory authorities in each of Ontario, British Columbia, Québec, New Brunswick, Saskatchewan, Manitoba and Nova Scotia (collectively, **Staff** or **we**) have observed instances of inadequate transparency relating to the cross-ownership of financial interests<sup>1</sup> by reporting issuers in the cannabis industry (**cannabis issuers**) or directors/executive officers of such issuers, involved in mergers, acquisitions or other significant corporate transactions (**M&A Transactions**). We have also observed recent examples where corporate governance related disclosures were deficient.

### Purpose

This notice provides supplementary guidance related to the disclosure of financial interests in the context of M&A Transactions. Strengthening governance related disclosures that address concerns about potential conflicts of interest will provide investors with the information they require to make informed decisions.

While this notice has been directed towards cannabis reporting issuers, its content is equally relevant to other issuers, including those operating in emerging growth industries.

### Specific issues and related guidance

#### 1. Disclosure of financial interests in M&A Transaction documents

The cannabis industry has experienced significant growth and M&A Transaction activity over the past few years. Early rounds of financing were often funded by high net worth individuals or friends and family of the founders. As the market expanded, many cannabis issuers and their directors and executive officers have participated in the financing of other cannabis issuers. This participation has resulted in a higher than usual cross-ownership of financial interests amongst cannabis issuers and their directors and executive officers. These financial interests may include overlapping debt and equity interests, or other business relationships.

Staff have observed M&A Transactions where either the acquirer or the acquiree (or a director/executive officer of either entity) had an undisclosed financial interest in the other entity. Staff are of the view that, in the context of M&A Transactions, detailed disclosure of the cross-ownership of financial interests (held either by the acquirer, the acquiree, or either of their directors or executive officers) is material<sup>2</sup> information for investors and their investment/voting decisions, and should be disclosed<sup>3</sup> in the applicable disclosure document<sup>4</sup>.

<sup>1</sup> References to a “financial interest” in this notice include situations in which one party to an M&A Transaction (or any of its directors or executive officers) may have a conflict of interest as a result of ownership, control or direction of equity, debt or other investments, or business relationships, related to the transaction counterparties.

<sup>2</sup> Item 13.1 of Form 51-102F2 *Annual Information Form* indicates that the materiality of the interest is to be determined on the basis of the significance of the information to investors in light of all the circumstances.

<sup>3</sup> This information should be disclosed, even if the quantum of the financial interest may not trigger the specified quantitative disclosure thresholds under securities law, such as where the financial interest represents securities carrying less than 10% of the entity's voting rights. For example, see the definition of a ‘reporting insider’ and ‘significant shareholder’ under National Instrument 55-104 *Insider Reporting Requirements and Exemptions*.

<sup>4</sup> The applicable documents would include a prospectus, material change report, a take-over bid circular, a listing statement / filing statement, or an information circular, as applicable.

The cross-ownership of financial interests results in conflicts of interest that may lead investors to re-examine other variables such as purchase price, transaction timing or contingent payments. These variables may not otherwise be considered in the same manner if the conflict of interest is not disclosed. Non-disclosure of the cross-ownership of financial interests may also cause investors to question whether the M&A Transaction occurred on its own merits.

Staff are of the view that it is critical for parties to a proposed M&A Transaction to provide each of their securityholders with sufficient disclosure to address concerns about potential conflicts of interest. This disclosure will allow security holders to make a better informed determination about the merits of the M&A Transaction.

The document in which disclosure is required by cannabis issuers undertaking M&A Transactions will vary depending on the structure of the proposed transaction, whether the issuer is the acquiror or acquiree, and the applicable requirements of the stock exchange on which the reporting issuer's securities are listed. For example, an M&A Transaction may give rise to an obligation to file a material change report<sup>5</sup>, a take-over bid circular<sup>6</sup>, a listing statement / filing statement<sup>7</sup>, or an information circular<sup>8</sup>. A prospectus<sup>9</sup> may also be filed in connection with the M&A Transaction. Regardless of the form of document required to be filed, we remind issuers to disclose the cross-ownership of financial interests based on the broader materiality requirements of the applicable disclosure document.

## 2. Independence of board members

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (**NI 58-101**) sets out mandatory disclosure regarding corporate governance practices. National Policy 58-201 *Corporate Governance Guidelines* (**NP 58-201**) provides guidance on corporate governance practices that reporting issuers are encouraged to consider in developing their own practices. These include practices related to an issuer's board and guidelines related to ethical business conduct and the ability of directors to exercise independent judgement.

We have observed instances where cannabis issuers have identified board members as being independent, without giving adequate consideration to potential conflicts of interest or other factors that may compromise their independence. This may include, for example, personal or business relationships with other directors and executive officers of the issuer that have not been properly considered in the determination of a director's independence. Independent directors must not have a direct or indirect "material relationship" with the issuer. A material relationship is defined as a relationship which could, in the view of the board, be reasonably expected to interfere with the exercise of a director's independent judgement<sup>10</sup>.

Reporting issuers should consider the impact of relationships or any other factors that may compromise independence, including whether disclosure of these factors is warranted in the circumstances.

We have also observed instances where the chair of the board and the chief executive officer of the cannabis issuer are the same individual. NP 58-201 notes that the chair of the board should be an independent director. Where this is not appropriate, an independent director should be appointed to act as a lead director<sup>11</sup>. Investors want to know that structures are in place to permit the board to operate independently.

Reporting issuers are encouraged to adopt a written code of business conduct and ethics, which includes standards for ethical decision making and compliance, and which addresses potentially challenging situations that may arise during the normal course of business. This code may include provisions for when and how conflicts of interest should be disclosed to other board members as well as to the public. It may also include provisions to address the disclosure of cross directorships and executive officer positions in the context of M&A Transactions.

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<sup>5</sup> Item 5.1 of Form 51-102F3 *Material Change Report* requires sufficient disclosure to enable a reader to appreciate the significance and impact of the material change without having to refer to other material.

<sup>6</sup> Item 23 of Form 62-104F1 *Take-Over Bid Circular* requires disclosure about material facts concerning the securities of the offeree issuer and any other matter not disclosed in the take-over bid circular that has not previously been generally disclosed, is known to the offeror, and that would reasonably be expected to affect the decision of the security holders of the offeree issuer to accept or reject the offer.

<sup>7</sup> The forms of disclosure set out by each respective stock exchange requires disclosure similar to Item 29 of Form 41-101F1 *Information Required in a Prospectus*, as described below.

<sup>8</sup> Item 14.1 of Form 51-102F5 *Information Circular* requires securityholders to be provided with sufficient information to enable them to form a reasoned judgment concerning matters being acted upon. Such matters may include alterations of share capital, property acquisitions or dispositions, reverse takeovers, amalgamations, mergers, arrangements or reorganizations and other similar transactions.

<sup>9</sup> Item 29 of Form 41-101F1 *Information Required in a Prospectus* requires particulars of any material facts about the securities being distributed that are not disclosed under any other items and are necessary in order for the prospectus to contain full, true and plain disclosure of all material facts relating to the securities to be distributed.

<sup>10</sup> Refer to Part 1.4 of National Instrument 52-110 *Audit Committees* (**NI 52-110**) for the definition of a material relationship. Parts 1.4 and 1.5 of NI 52-110 also provides examples of what types of relationships may be considered material relationships.

<sup>11</sup> Refer to Part 3.2 of NP 58-201.

## Conclusion and next steps

Reporting issuers, including cannabis issuers and issuers in other emerging growth industries, should ensure that governance related disclosures address concerns about conflicts of interest. This will allow security holders to make a better determination of whether cannabis issuers have adequately addressed governance issues and potential conflicts of interest in the context of M&A Transactions. Staff will continue to monitor these areas and will take appropriate regulatory action when warranted.

## Questions

Please refer your questions to any of the following:

### **Ontario Securities Commission**

Marie-France Bourret  
Manager, Corporate Finance  
416-593-8083  
[mbourret@osc.gov.on.ca](mailto:mbourret@osc.gov.on.ca)

Katrina Janke  
Senior Legal Counsel, Corporate Finance  
416-593-8297  
[kjanke@osc.gov.on.ca](mailto:kjanke@osc.gov.on.ca)

Jonathan Blackwell  
Senior Accountant, Corporate Finance  
416-593-8138  
[jblackwell@osc.gov.on.ca](mailto:jblackwell@osc.gov.on.ca)

David Mendicino  
Senior Legal Counsel, Office of Mergers and Acquisitions  
416-263-3795  
[dmendicino@osc.gov.on.ca](mailto:dmendicino@osc.gov.on.ca)

### **British Columbia Securities Commission**

Mike Moretto  
Chief of Corporate Disclosure, Corporate Finance  
604-899-6767  
[mmoretto@bcsc.bc.ca](mailto:mmoretto@bcsc.bc.ca)

### **Autorité des marchés financiers**

Livia Alionte  
Analyst, Continuous Disclosure  
514-395-0337, ext. 4336  
[livia.alionte@autorite.qc.ca](mailto:livia.alionte@autorite.qc.ca)

Nadine Gamelin  
Senior Analyst, Financial Information  
514-395-0337, ext. 4417  
[nadine.gamelin@autorite.qc.ca](mailto:nadine.gamelin@autorite.qc.ca)

### **Financial and Consumer Services Commission (New Brunswick)**

To-Linh Huynh  
Deputy Director of Operations, Securities  
506-643-7856  
[To-Linh.Huynh@fcnb.ca](mailto:To-Linh.Huynh@fcnb.ca)

### **Financial and Consumer Affairs Authority of Saskatchewan**

Heather Kuchuran  
Acting Deputy Director, Corporate Finance  
306-787-1009  
[heather.kuchuran@gov.sk.ca](mailto:heather.kuchuran@gov.sk.ca)

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**Notices**

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**The Manitoba Securities Commission**

Wayne Bridgeman  
Deputy Director, Corporate Finance  
204-945-4905  
wayne.bridgeman@gov.mb.ca

**Nova Scotia Securities Commission**

Abel Lazarus  
Director, Corporate Finance  
902-424-6859  
abel.lazarus@novascotia.ca

**Notices**

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**1.4 Notices from the Office of the Secretary**

**1.4.1 MOAG Copper Gold Resources Inc. et al.**

**FOR IMMEDIATE RELEASE**  
**November 6, 2019**

**MOAG COPPER GOLD RESOURCES INC.,**  
**GARY BROWN and**  
**BRADLEY JONES,**  
**File No. 2018-41**

**TORONTO** – Take notice the hearing in the above named matter scheduled to be heard on November 8, 2019 at 10:00 a.m. will not proceed as scheduled.

The hearing will continue on November 11, 2019 at 2:00 p.m.

**OFFICE OF THE SECRETARY**  
**GRACE KNAKOWSKI**  
**SECRETARY TO THE COMMISSION**

For media inquiries:

[media\\_inquiries@osc.gov.on.ca](mailto:media_inquiries@osc.gov.on.ca)

For investor inquiries:

OSC Contact Centre  
416-593-8314  
1-877-785-1555 (Toll Free)

**1.4.2 Sean Daley et al.**

**FOR IMMEDIATE RELEASE**  
**November 6, 2019**

**SEAN DALEY; and**  
**SEAN DALEY carrying on business as the**  
**ASCENSION FOUNDATION,**  
**OTO.Money,**  
**SilentVault, and**  
**CryptoWealth;**  
**WEALTH DISTRIBUTED CORP.;**  
**CYBERVISION MMX INC.;**  
**KEVIN WILKERSON; and**  
**AUG ENTERPRISES INC.,**  
**File No. 2019-28**

**TORONTO** – The Commission issued an Order in the above named matter.

A copy of the Order dated November 6, 2019 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

**OFFICE OF THE SECRETARY**  
**GRACE KNAKOWSKI**  
**SECRETARY TO THE COMMISSION**

For media inquiries:

[media\\_inquiries@osc.gov.on.ca](mailto:media_inquiries@osc.gov.on.ca)

For investor inquiries:

OSC Contact Centre  
416-593-8314  
1-877-785-1555 (Toll Free)

**1.4.3 MOAG Copper Gold Resources Inc. et al.**

**FOR IMMEDIATE RELEASE**  
**November 11, 2019**

**MOAG COPPER GOLD RESOURCES INC.,  
GARY BROWN and  
BRADLEY JONES,  
File No. 2018-41**

**TORONTO** – Take notice the hearing in the above named matter scheduled to be heard on November 12, 13 and 14, 2019 are vacated.

OFFICE OF THE SECRETARY  
GRACE KNAKOWSKI  
SECRETARY TO THE COMMISSION

For media inquiries:

[media\\_inquiries@osc.gov.on.ca](mailto:media_inquiries@osc.gov.on.ca)

For investor inquiries:

OSC Contact Centre  
416-593-8314  
1-877-785-1555 (Toll Free)

## Chapter 2

# Decisions, Orders and Rulings

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### **2.1 Decisions**

#### **2.1.1 AXA S.A.**

##### **Headnote**

Dual application for Exemptive Relief Applications – Application for relief from the prospectus and registration requirements for certain trades made in connection with an employee share offering by a French issuer – The issuer cannot rely on the employee exemption in section 2.24 of National Instrument 45-106 Prospectus Exemptions as the securities are not being offered to Canadian employees directly by the issuer but rather through special purpose entities – Canadian participants will receive disclosure documents – The special purpose entities or FCPEs are subject to the supervision of the local securities regulator – Canadian employees will not be induced to participate in the offering by expectation of employment or continued employment – There is no market for the securities of the issuer in Canada – The number of Canadian participants and their share ownership are de minimis – Relief granted, subject to conditions – 5 year sunset clause – repealed decision.

##### **Applicable Legislative Provisions**

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

National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, s. 8.16.

National Instrument 45-106 Prospectus Exemptions, s. 2.24.

Ontario Securities Commission Rule 72-503 Distributions Outside Canada, ss. 2.8 and 2.9.

##### **TRANSLATION**

November 5, 2019

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

AND

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

AND

**IN THE MATTER OF  
AXA S.A.  
(the Filer)**

##### **DECISION**

##### **Background**

The securities regulatory authority or regulator in each of the Jurisdictions (the **Decision Maker**) has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) for:

1. an exemption from the prospectus requirement (the **Prospectus Relief**) so that such requirement does not apply to:
  - a) trades of:
    - i) units (the **Principal Classic Units**) of a compartment named AXA Shareplan Direct Global (the **Principal Classic Compartment**), a compartment of a *fonds commun de placement d'entreprise* or "FCPE", a form of collective shareholding vehicle commonly used in France for the custody of shares

held by employee-investors in employee savings plans, named Shareplan AXA Direct Global (the **Fund**);

- ii) units (the **2019 Classic Units**) of a temporary compartment named AXA Action Relais Global 2019 (the **2019 Classic Compartment**), a compartment of the Fund;
- iii) units (together with the 2019 Classic Units, the **Temporary Classic Units**, and together with the 2019 Classic Units and the Principal Classic Units, the **Classic Units**) of future temporary compartments of the Fund organized in the same manner as the 2019 Classic Compartment (together with the 2019 Classic Compartment, the **Temporary Classic Compartments**), which will merge with the Principal Classic Compartment following the completion of the Employee Share Offering (as defined below); such transaction being described as the **Merger** in section 11.b) of the Representations (the term **Classic Compartment** used herein means, prior to the Merger, the Temporary Classic Compartment and following the Merger, the Principal Classic Compartment);
- iv) units (the **2019 Leveraged Units**) of a compartment named AXA Plan 2019 Global (the **2019 Leveraged Compartment**), a compartment of the Fund;
- v) units (together with the 2019 Leveraged Units, the **Leveraged Units**, and together with the Classic Units, the **Units**) of future compartments of the Fund organized in the same manner as the 2019 Leveraged Compartment (together with the 2019 Leveraged Compartment, the **Leveraged Compartments**, and together with the Principal Classic Compartment and the Temporary Classic Compartment, the **Compartments**),

made pursuant to an Employee Share Offering to or with Qualifying Employees (as defined below) resident in the Jurisdictions, Alberta, and British Columbia (collectively, the **Canadian Employees**, and together with Canadian Employees who subscribe for Units, the **Canadian Participants**);

- b) trades of ordinary shares of the Filer (the **Shares**) by the Compartments to or with Canadian Participants upon the redemption of Units as requested by Canadian Participants;
  - c) trades of Principal Classic Units made pursuant to an Employee Share Offering to or with holders of Leveraged Units upon the transfer of the Canadian Participants' assets in the relevant Leveraged Compartment to the Principal Classic Compartment at the end of the applicable Lock-Up Period (as defined below);
2. an exemption from the dealer registration requirement (the **Registration Relief**, and together with the Prospectus Relief, the **Exemption Sought**) so that such requirement does not apply to the Filer and its Local Related Entities (as defined below), the Compartments, the Fund and the Management Company (as defined below) in respect of the following:
- a) trades in Units made pursuant to an Employee Share Offering to or with Canadian Employees not resident in Ontario;
  - b) trades in Shares by the Compartments to or with Canadian Participants upon the redemption of Units as requested by Canadian Participants; and
  - c) trades in Principal Classic Units made pursuant to an Employee Share Offering to or with holders of Leveraged Units upon the transfer of the Canadian Participants' assets in the relevant Leveraged Compartment to the Principal Classic Compartment at the end of the applicable Lock-Up Period.

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

- a) the Autorité des marchés financiers is the principal regulator for this application;
- b) the Filer has provided notice that section 4.7(1) of *Regulation 11-102 respecting Passport System* (chapter V-1.1. r. 1) (Regulation 11-102) is intended to be relied upon in Alberta and British Columbia;
- c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

In relation to this application, the Autorité des marchés financiers has also received an application from the Filer to revoke decision No. 2017-FS-0094 dated August 22, 2017 (the **Original Decision**) under the securities legislation of Québec.

## Interpretation

Terms defined in *Regulation 14-101 respecting Definitions* (chapter V-1.1, r. 3), *Regulation 11-102* and *Regulation 45-106 respecting Prospectus Exemptions* (chapter V-1.1, r. 21) have the same meaning if used in this decision, unless otherwise defined.

## Representations

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

1. The Filer is a corporation formed under the laws of France. It is not and has no current intention of becoming a reporting issuer under the securities legislation of any jurisdiction of Canada. The head office of the Filer is located in France. The Shares are principally traded through Euronext Paris. The Filer is not in default of securities legislation of any jurisdiction of Canada.
2. The Filer has established a global employee share offering (the **2019 Employee Offering**) and expects to establish subsequent global employee share offerings following 2019 for the next four years that are substantially similar (the **Subsequent Employee Offerings**, and together with the 2019 Employee Offering, the **Employee Share Offerings**) for employees of the Filer and its participating related entities, including related entities that employ Canadian Employees (the **Local Related Entities**, together with the Filer and its other related entities, the **AXA Group**). Each Local Related Entity is controlled directly or indirectly by the Filer and is not, and has no current intention of becoming, a reporting issuer under the Legislation or in any jurisdiction of Canada.
3. As of the date hereof, Local Related Entities include AXA Assistance Canada Inc., AXA Insurance Company, XL Services Canada Ltd., Matrix Risk Consultants Inc., XL Speciality Insurance Canada, and Catlin Canada Inc. For any Subsequent Employee Offering, the list of Local Related Entities may change.
4. Each Employee Share Offering will be made under the terms as set out herein and for greater certainty, all of the representations will be true for each Employee Share Offering other than paragraphs 3 and 29, which may change (references to the 2019 Classic Compartment, the 2019 Leveraged Compartment and the 2019 Employee Offering will be varied such that they are read as references to the relevant Compartment and relevant Employee Share Offering).
5. As of the date hereof and after giving effect to any Employee Share Offering, the Filer is and will be a "foreign issuer" as such term is defined in section 2.15(1) of *Regulation 45-102 respecting Resale of Securities* (chapter V-1.1, r. 20) (**Regulation 45-102**), section 11 (1) of *Alberta Securities Commission Rule 72-501 - Distributions to Purchasers Outside Alberta* (**Alberta Rule 72-501**) and section 2.8(1) of *Ontario Securities Commission Rule 72-503 - Distributions Outside Canada* (**OSC Rule 72-503**) and the Filer is not and will not be a reporting issuer in any jurisdiction of Canada.
6. Each Employee Share Offering is comprised of two subscription options:
  - a) an offering of Shares to be subscribed through the relevant Temporary Classic Compartment, which will be merged with the Principal Classic Compartment following the completion of the Employee Share Offering (the **Classic Plan**);
  - b) an offering of Shares to be subscribed through the relevant Leveraged Compartment (the **Leveraged Plan**).
7. Only persons who are employees of an entity forming part of the AXA Group during the subscription period pursuant to an Employee Share Offering and who meet other employment criteria (the **Qualifying Employees**) may participate in the relevant Employee Share Offering.
8. The Principal Classic Compartment was established in order to facilitate the participation of Qualifying Employees in the Employee Share Offerings. The 2019 Classic Compartment and the 2019 Leveraged Compartment were established for the purpose of implementing the 2019 Employee Offering. There is no current intention for any of the 2019 Classic Compartment, the 2019 Leveraged Compartment, the Principal Classic Compartment or the Fund to become a reporting issuer under the Legislation or in any jurisdiction of Canada. There is no intention for any Temporary Classic Compartment or Leveraged Compartment that will be established for the purpose of implementing Subsequent Employee Offerings to become a reporting issuer under the Legislation or in any jurisdiction of Canada.
9. The 2019 Classic Compartment, the 2019 Leveraged Compartment and the Principal Classic Compartment are registered with, and approved by, the Autorité des marchés financiers in France (the **French AMF**). It is expected that each Temporary Classic Compartment and Leveraged Compartment established for Subsequent Employee Offerings will be a part of the Fund and will be registered with, and approved by, the French AMF.

10. All Units acquired under the Classic Plan or the Leveraged Plan by Canadian Participants will be subject to a hold period of approximately five years (the **Lock-Up Period**), subject to certain exceptions prescribed by French law and adopted under the offering in Canada (such as death, disability or termination of employment).
11. Under the Classic Plan, each Employee Share Offering will be made as follows:
  - a) Canadian Participants will subscribe for the Temporary Classic Units, and the relevant Temporary Classic Compartment will then subscribe for Shares using the Canadian Participants' contributions at a subscription price that is equal to the price calculated as the arithmetical average of the daily volume weighted average price of the Shares (expressed in Euros) on Euronext Paris for the 20 consecutive trading days preceding the date of fixing of the subscription price by the chief executive officer, commissioned by the board of directors of the Filer (the **Reference Price**), less a specified discount to the Reference Price.
  - b) Following the completion of an Employee Share Offering, the relevant Temporary Classic Compartment will be merged with the Principal Classic Compartment (subject to the decision of the Fund's supervisory board and to the French AMF's approval). The Temporary Classic Units held by Canadian Participants will be replaced with Principal Classic Units on a pro rata basis and the Shares subscribed for under the Employee Share Offering will be held in the Principal Classic Compartment (such transaction, the **Merger**).
  - c) Any dividends paid on the Shares held in the Classic Compartment will be contributed to the Classic Compartment and used to purchase additional Shares. To reflect this reinvestment, new Classic Units (or fractions thereof) will be issued to Canadian Participants.
  - d) At the end of the relevant Lock-Up Period or in the event of an early redemption (an **Early Redemption**) resulting from a Canadian Participant relying on one of the exceptions to the Lock-Up Period, the Canadian Participant may:
    - i) request to have his or her Classic Units redeemed in consideration for the underlying Shares or a cash payment equal to the then market value of the underlying Shares; or
    - ii) continue to hold Classic Units and request to have such Classic Units redeemed at a later date.
12. Under the Leveraged Plan, each Employee Share Offering will be made as follows:
  - a) Canadian Participants will subscribe for the relevant Leveraged Units, and the relevant Leveraged Compartment will then subscribe for Shares using the Employee Contribution (as described below) and certain financing made available by Natixis (the **Bank**), a bank governed by the laws of France. For any Subsequent Employee Offering, the Bank may change. In the event of such a change, the successor to the Bank will remain a large French commercial bank subject to French banking legislation.
  - b) Canadian Participants will subscribe for Shares at a specified discount from the Reference Price.
  - c) Participation in the Leveraged Plan represents a potential opportunity for Qualifying Employees to obtain higher gains than would be available through participation in the Classic Plan by virtue of the Qualifying Employee's indirect participation in a financing arrangement involving a swap agreement (the **Swap Agreement**) between the relevant Leveraged Compartment and the Bank. In economic terms, the Swap Agreement involves the following exchange of payments: for each Share which may be subscribed for by a Qualifying Employee's contribution (expressed in Euros) (the **Employee Contribution**) under the Leveraged Plan at the Reference Price less the specified discount, the Bank will finance the subscription of nine additional Shares to be subscribed for by the relevant Leveraged Compartment (on behalf of the Canadian Participant) (the **Bank Contribution**).
  - d) Under the terms of the Swap Agreement, at the end of the applicable Lock-Up Period, the relevant Leveraged Compartment will owe to the Bank an amount equal to A – [B + C], where:
    - i) "A" is the market value of all the Shares (calculated on the international reference date for each of the Employee Share Offerings) held in the relevant Leveraged Compartment (as determined pursuant to the terms of the Swap Agreement);
    - ii) "B" is the aggregate amount of all Employee Contributions;
    - iii) "C" is an amount (the **Appreciation Amount**) equal to:

- a) an amount equal to: (i) a multiple × Reference Price divided by (ii) [(0.50 × Average Price) + (0.50 × Reference Price)] of the positive difference, if any, between:
  - i. the average price of the Shares based on the weekly average of the closing price of the Shares over the last 52 weeks of the Lock-Up Period (the **Average Price**); and
  - ii. the Reference Price;
- multipled by:
- b) the number of Shares held in the relevant Leveraged Compartment.

In the event the Average Price is lower than the Reference Price, the Reference Price will be used instead.

- e) If, at the end of the applicable Lock-Up Period, the market value of the Shares held in the relevant Leveraged Compartment is less than 100% of the Employee Contributions, the Bank will, pursuant to the terms and conditions of a guarantee contained in the Swap Agreement, make a contribution to the relevant Leveraged Compartment to make up any shortfall. Accordingly, Canadian Participants will receive 100% of the value of their contribution cash back in Euros.
- f) At the end of the applicable Lock-Up Period, the Swap Agreement will terminate after the final swap payments are made. A Canadian Participant may then request the redemption of his or her Leveraged Units in consideration for cash or Shares with a value equivalent to:
  - i) the Canadian Participant's Employee Contribution; and
  - ii) the Canadian Participant's portion of the Appreciation Amount, if any(the **Redemption Formula**).
- g) If a Canadian Participant does not request the redemption of his or her Leveraged Units at the end of the Lock-Up Period, his or her investment in the Leveraged Compartment will be transferred to the Principal Classic Compartment upon the decision of the supervisory board of the Leveraged Compartment and Classic Compartment (subject to the approval of the French AMF). New Principal Classic Units will be issued to such Canadian Participants in recognition of the assets transferred to the Principal Classic Compartment. The Canadian Participants will be entitled to request the redemption of the new Principal Classic Units whenever they wish. However, following a transfer to the Principal Classic Compartment, the Employee Contribution and the Appreciation Amount will no longer be covered by the Swap Agreement (including the Bank's guarantee contained therein).
- h) In the event of an Early Redemption and meeting the applicable criteria, the Canadian Participant may request the redemption of Leveraged Units using the Redemption Formula. The measurement of the increase, if any, with respect to the Reference Price, will be carried out in accordance with similar rules to those applied to redemption at the end of the Lock-up Period, but it will rather be measured using values of the Shares at the time of the Early Redemption instead.
  - i) At the end of the Lock-Up Period or in the event of an Early Redemption, a Canadian Participant in the Leveraged Plan will, pursuant to the terms and conditions of the guarantee contained in the Swap Agreement, be entitled to receive 100% of his or her Employee Contribution.
  - j) Under no circumstances will a Canadian Participant in the Leveraged Plan be liable to any of the Leveraged Compartment, the Bank or the Filer for any amounts in excess of his or her Employee Contribution under the Leveraged Plan.
  - k) During the term of the Swap Agreement, the relevant Leveraged Compartment will remit to the Bank an amount equal to the net amounts of any dividends paid on the Shares held in the Leveraged Compartment as partial consideration for the obligations assumed by the Bank under the Swap Agreement.
  - l) For Canadian federal income tax purposes, a Canadian Participant in a Leveraged Plan should be deemed to receive all dividends paid on the Shares financed by either the Employee Contribution or the Bank Contribution at the time such dividends are paid to the relevant Leveraged Compartment, notwithstanding the actual non-receipt of the dividends by the Canadian Participants.

- m) The declaration of dividends on the Shares (in the ordinary course or otherwise) is determined by the board of directors of the Filer and approved by the shareholders of the Filer. The Filer has not made any commitment to the Bank as to any minimum payment of dividends during the term of the Lock-Up Period.
  - n) Considering that, at the time of the initial investment decision relating to participation in a Leveraged Plan, Canadian Participants will be unable to quantify their potential income tax liability resulting from such participation, the Filer or its Local Related Entities will indemnify each Canadian Participant in the Leveraged Plan for the following costs: tax costs for the Canadian Participants associated with the payment of dividends in excess of a specified amount in Euros per calendar year per Share during the Lock-Up Period, such that, in all cases, a Canadian Participant will, at the time of the original investment decision, be able to determine his or her maximum tax liability in connection with dividends received by the relevant Leveraged Compartment on his or her behalf under the Leveraged Plan.
  - o) At the time the relevant Leveraged Compartment's obligations under the Swap Agreement are settled, the Canadian Participant will realize a capital gain (or capital loss) by virtue of having participated in the Swap Agreement to the extent that amounts received by the relevant Leveraged Compartment, on behalf of the Canadian Participant, from the Bank exceed (or are less than) amounts paid by such Leveraged Compartment, on behalf of the Canadian Participant to the Bank. Any dividend amounts paid to the Bank under the Swap Agreement will serve to reduce the amount of any capital gain (or increase the amount of any capital loss) that the Canadian Participant would have otherwise realized (or lost). Capital losses (gains) realized by a Canadian Participant may generally be offset against (reduced by) any capital gains (losses) realized by the Canadian Participant on a disposition of the Shares, in accordance with the rules and conditions under the *Income Tax Act* (Canada) or comparable provincial legislation (as applicable).
13. Each Compartment's portfolio will consist almost exclusively of Shares, although the Leveraged Compartment's portfolio will also include rights and associated obligations under the Swap Agreement. The Compartments may also hold cash or cash equivalents pending investments in Shares for the purposes of facilitating Unit redemptions.
14. The manager of the Compartments, AXA Investment Managers Paris (the **Management Company**), is a portfolio management company governed by the laws of France. The Management Company is registered with the French AMF as an investment manager, subject to the rules of the French AMF and complies with them. The Management Company is not, and has no current intention of becoming, a reporting issuer under the Legislation or in any jurisdiction of Canada.
15. The Management Company's portfolio management activities in connection with an Employee Share Offering and the Compartments are limited to subscribing for Shares of the Filer, selling such Shares as necessary in order to fund redemption requests, investing available cash in cash equivalents and such activities as may be necessary to give effect to the Swap Agreement.
16. The Management Company is also responsible for preparing accounting documents and publishing periodic informational documents. The Management Company is obliged to act in the best interests of the Canadian Participants and is liable to them, jointly and severally with the Depositary (as defined below), for any violation of the rules and regulations governing FCPEs, any violation of the rules of the FCPE or for any self-dealing or negligence. The Management Company's activities will not affect the underlying value of the Shares.
17. None of the Filer, its Local Related Entities, the Management Company or the Fund, nor any of their directors, officers, employees, agents or representatives will provide investment advice to the Canadian Participants with respect to an investment in Shares or Units.
18. None of the Local Related Entities, the Management Company or the Fund are currently in default of securities legislation of any jurisdiction of Canada.
19. Shares issued pursuant to an Employee Share Offering will be deposited in the relevant Compartment's accounts with BNP Paribas Securities Services (the **Depositary**), a large French commercial bank subject to French banking legislation. For any Subsequent Employee Share Offering, the Depositary may change. In the event of such a change, the successor to the Depositary will remain a large French commercial bank subject to French banking legislation.
20. Participation in an Employee Share Offering is voluntary, and Canadian Employees will not be induced to participate in an Employee Share Offering by expectation of employment or continued employment.
21. The total amount that may be invested by a Canadian Employee in an Employee Share Offering cannot exceed 25% of his or her estimated gross annual compensation for the relevant year (the calculation of the 25% investment limit takes into account the Bank Contribution).

22. The Shares and Units are not currently listed for trading on any stock exchange in Canada and there is no intention to have them so listed. As there is no market for these securities in Canada (and as none is expected to develop), any first trades of Shares by Canadian Participants will be effected through the facilities of, and in accordance with, the rules and regulations of Euronext Paris.
23. Units are not transferable by holders of such Units except upon redemption and other than as reflected in the decision document.
24. Leveraged Units will be evidenced by account statements issued by the relevant Leveraged Compartment at least once per year.
25. The Filer will retain a securities dealer registered as a broker/investment dealer (the **Registrant**) under the securities legislation of Ontario to provide dealing services to Canadian Employees resident in such province who express an interest in an Employee Share Offering and to help make a determination, in accordance with industry practices, as to whether an investment in an Employee Share Offering is suitable for each such Canadian Employee based on his or her particular financial circumstances.
26. Canadian Participants will receive an information package in the French or English language (according to their preference) which will include a summary of the terms of the relevant Employee Share Offering, a description of Canadian income tax consequences relating to the subscription to and holding of Units and the redemption thereof at the end of the applicable Lock-Up Period, a Key Investor Information Document (KIID) approved by the French AMF for each Compartment describing its main characteristics and a reservation, revocation and subscription form. The information package for Canadian Participants subscribing units pursuant to the Leveraged Plan will include all the necessary information for general inquiry and support with respect to the Leveraged Plan and will also include a risk statement which will describe certain risks associated with an investment in Leveraged Units pursuant to the Leveraged Plan.
27. Canadian Participants will have continuous access to information and relevant statements of their holdings through an online vendor.
28. Canadian Participants may consult the Filer's Annual Report (Document de Référence) filed with the French AMF in respect of the Shares as well as a copy of the relevant Compartment's rules. Canadian Participants will also have access to the continuous disclosure materials relating to the Filer that are provided to its shareholders generally.
29. For the 2019 Employee Offering, there are approximately 289 Canadian Employees, with the greatest number resident in Québec (170), and the remainder residing in Ontario (102), British Columbia (5) and Alberta (12), who represent in the aggregate less than 1% of the number of Qualifying Employees of the AXA Group worldwide.

#### **Decision**

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

The decision of the Decision Makers under the Legislation is that the Exemption Sought is granted provided that:

1. With respect to the 2019 Employee Offering, the prospectus requirement will apply to the first trade in the relevant Units or Shares acquired by Canadian Participants pursuant to this decision, unless the following conditions are met:
  - a) the issuer of the security was a foreign issuer on the distribution date, as such term is defined in section 2.15 (1) of Regulation 45-102, section 11 (1) of Alberta Rule 72-501 and section 2.8 (1) of OSC Rule 72-503;
  - b) the issuer of the security:
    - a) was not a reporting issuer in any jurisdiction of Canada at the distribution date, or
    - b) is not a reporting issuer in any jurisdiction of Canada at the date of the trade;
  - c) the first trade is made:
    - a) through an exchange, or a market, outside of Canada, or
    - b) to a person or company outside of Canada.

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**Decisions, Orders and Rulings**

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2. For any Subsequent Employee Offering under this decision completed within five years from the date of this decision, provided that:
  - a) the representations other than those in paragraphs 3 and 29 remain true and correct, with necessary adaptations, in respect of that Subsequent Employee Offering; and
  - b) the conditions set out in paragraph 1. apply, with necessary adaptions, to any such Subsequent Employee Offering; and
3. In Alberta and Ontario, the prospectus exemption above, for the first trade in any Units or Shares acquired by Canadian Participants pursuant to this decision, is not available with respect to any transaction or series of transactions that is part of a plan or scheme to avoid the prospectus requirements in connection with a trade to a person or company in Canada.

The decision of the Autorité des marchés financiers under the securities legislation of Québec is that the Original Decision is revoked.

“Élaine Lanouette”

Directrice principale de l’encadrement des strutures de marché

## 2.1.2 Canoe Financial LP and National Bank Financial Inc.

### Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Existing and future investment funds granted relief from prospectus delivery requirement and certain prospectus form requirements, subject to conditions – relief required to permit “at-the-market” distribution of securities under NI 44-102 Shelf Distributions – funds to enter into equity distribution agreements with underwriters to distribute securities through the facilities of the TSX or other marketplace.

### Applicable Legislative Provisions

Securities Act (Alberta), RSA 2000, c. S-4, ss. 129 and 213.

National Instrument 44-102 Shelf Distributions, ss. 6.7 and 11.1, Part 2 of Appendix A, ss. 2.1 and 2.2.

Securities Act (Ontario), RSO 1990 c. S.5, as am., ss. 71(1) and 147.

**Citation:** *Re Canoe Financial LP*, 2019 ABASC 115

July 16, 2019

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

AND

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

AND

IN THE MATTER OF  
CANOE FINANCIAL LP  
(the Manager)

AND

IN THE MATTER OF  
NATIONAL BANK FINANCIAL INC.  
(the Agent, and together with the Manager, the Filers)

**DECISION**

### Background

The securities regulatory authority or regulator in each of the Jurisdictions (each a **Decision Maker**) has received an application from the Filers, on behalf of existing and future investment funds that are or will be managed from time to time by the Manager or by an affiliate or successor of the Manager (the **Funds**), for a decision under the securities legislation of the Jurisdictions (the **Legislation**) for the following relief (the **Exemption Sought**):

- (a) that the requirement that a dealer, not acting as agent of the purchaser, who receives an order or subscription for a security offered in a distribution to which the prospectus requirement applies, send or deliver to the purchaser or its agent the latest prospectus (including the applicable prospectus supplement) and any amendment to the prospectus (the **Prospectus Delivery Requirement**) does not apply to the Agent or any other registered investment dealer acting on behalf of the Agent as a selling agent (a **Selling Agent**) in connection with an at-the-market distribution (**ATM Distribution**) as defined in National Instrument 44-102 *Shelf Distributions (NI 44-102)* made by a Fund pursuant to an equity distribution agreement to be entered into among the applicable Fund and the Filers (the **Equity Distribution Agreement**); and
- (b) that the requirements (collectively, the **Prospectus Form Requirements**) to include in a prospectus supplement:

- (i) a forward-looking issuer certificate of the Fund in the form specified in section 2.1 of Appendix A to NI 44-102; and
- (ii) a forward-looking underwriter certificate in the form specified in section 2.2 of Appendix A to NI 44-102

do not apply to a prospectus supplement (the **Prospectus Supplement**), to be filed in respect of the sale of Securities (as defined herein) of a Fund pursuant to ATM Distributions.

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

- (a) the Alberta Securities Commission is the principal regulator for this application;
- (b) the Filers have provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System (MI 11-102)* is intended to be relied upon in British Columbia, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Newfoundland and Labrador, Prince Edward Island, Yukon, Northwest Territories and Nunavut; and
- (c) this decision is the decision 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*, National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)*, MI 11-102 or NI 44-102 have the same meanings if used in this decision, unless otherwise defined herein.

## Representations

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

### *The Manager and the Funds*

1. The head office of the Manager is located in Calgary, Alberta.
2. The Manager is registered as an investment fund manager in Alberta, Ontario, Québec, and Newfoundland and Labrador. The Manager is also registered as a portfolio manager in Alberta, Ontario and Québec, a derivatives portfolio manager in Québec, and an exempt market dealer in each jurisdiction of Canada.
3. The Funds are, or will be, managed by the Manager or by an affiliate or successor of the Manager.
4. Each Fund is, or will be, an investment fund and is, or will be, a reporting issuer in one or more of the jurisdictions of Canada.
5. Each Fund is, or will be, structured as a trust, which publicly offers trust units (the **Securities**).
6. The Securities of each Fund are, or will be, listed on the Toronto Stock Exchange (the **TSX**).
7. Each Fund relying on the Exemption Sought has or will have filed a final base shelf prospectus (the **Shelf Prospectus**, and together with the Prospectus Supplement, the **Prospectus**).
8. Neither the Manager nor any of the existing Funds is in default of any of the requirements under applicable securities legislation in any jurisdiction of Canada.

### *The Agent*

9. The Agent is a corporation incorporated under the laws of Québec.
10. The Agent is registered as an investment dealer under applicable securities legislation in each jurisdiction of Canada.
11. The Agent is not in default of any of the requirements under applicable securities legislation in any jurisdiction of Canada.

*Proposed ATM Distribution*

12. The Filers and the applicable Fund propose to enter into an Equity Distribution Agreement relating to an ATM Distribution by the Fund under the shelf prospectus procedures prescribed by Part 9 of NI 44-102.
13. Prior to making an ATM Distribution, the Fund will have filed the Prospectus Supplement in each of the provinces of Canada in connection with the ATM Distribution. The Prospectus Supplement will describe the terms of the ATM Distribution, including the terms of the Equity Distribution Agreement, and otherwise supplement the disclosure in the Shelf Prospectus.
14. Upon entering into the Equity Distribution Agreement, the Fund will immediately:
  - (a) issue and file a news release pursuant to section 3.2 of NI 44-102 indicating that the Shelf Prospectus and the Prospectus Supplement have been filed on SEDAR and disclosing where and how purchasers may obtain a copy; and
  - (b) file the Equity Distribution Agreement on SEDAR.
15. The Equity Distribution Agreement will limit the number of Securities that the Fund may issue and sell pursuant to any ATM Distribution thereunder to an amount not to exceed 10% of the aggregate market value of the outstanding Securities (being the aggregate of the market value of the Securities) calculated in accordance with section 9.2 of NI 44-102.
16. The Fund will conduct ATM Distributions through the Agent, as underwriter, directly or through a Selling Agent, through the facilities of the TSX or any other "marketplace" (as defined in National Instrument 21-101 *Marketplace Operation*) in Canada (each a **Canadian Marketplace**).
17. The Agent will act as the sole underwriter on behalf of the Fund in connection with the sale of the Securities on the TSX or any other Canadian Marketplace directly by the Agent or through one or more Selling Agents and will be the sole entity paid an underwriting fee or commission by the Fund in connection with such sales. The Agent will sign an underwriter's certificate in the Prospectus Supplement.
18. The Agent will effect the ATM Distribution on a Canadian Marketplace either itself or through one or more Selling Agents. If sales are effected through a Selling Agent, the Selling Agent will be paid a seller's commission for effecting the trades on behalf of the Agent. A purchaser's rights and remedies under Canadian securities legislation as against the Agent, as underwriter of an ATM Distribution, through a Canadian Marketplace will not be affected by a decision to effect the sale directly or through a Selling Agent.
19. The aggregate number of Securities sold on a Canadian Marketplace under an ATM Distribution on any trading day will not exceed 25% of the aggregate trading volume of the Securities on all Canadian Marketplaces on that day.
20. The Equity Distribution Agreement will provide that, at the time of each sale of Securities pursuant to an ATM Distribution, the Fund will represent to the Agent that the Prospectus contains full, true and plain disclosure of all material facts relating to the Fund and the Securities. The Fund would therefore be unable to initiate sales under an ATM Distribution when it is in possession of undisclosed information that would constitute a material fact or a material change in respect of the Securities or the Fund.
21. In accordance with paragraph 9.3(2)(a) of National Instrument 81-102 *Investment Funds*, the issue price of a Security must not, (a) as far as reasonably practicable, be a price that causes dilution of the net asset value of the Fund's other outstanding securities at the time of issue, and (b) be a price that is less than the most recently calculated net asset value per Security. Accordingly, the sell notice provided by the manager of the Fund, on behalf of the Fund, to the Agent will indicate that the applicable price minimum for the sale of a Security must be a price that is greater than both the most recently calculated net asset value per Security and the estimated real time calculation of net asset value per Security (the **Estimated Real Time NAVPS**).
22. The Estimated Real Time NAVPS will be computed by the Agent by revaluing the most recently calculated and publicly disclosed net asset value per Security of the Fund by multiplying it by a market factor (such as an index) that the Filer believes is highly correlated with changes in the net asset value per Security of the Fund.
23. In addition, the Agent will monitor closely the market's reaction to trades made under an ATM Distribution in order to evaluate the likely market impact of future trades. The Agent has experience and expertise in managing sell orders to limit downward pressure on trading prices. If the Agent has concerns as to whether a particular sell order placed by a Fund may have a significant effect on the market price of the Securities, the Agent will recommend against effecting the

trade at that time. It is in the interest of both the Fund and the Agent to minimize the market impact of sales under an ATM Distribution.

*Disclosure of Sales in Monthly Report and Interim Report*

24. Within seven calendar days after the end of each calendar month during which a Fund conducts an ATM Distribution, the Fund will disclose in a report filed on SEDAR the number and average selling price of the Securities distributed through a Canadian Marketplace under the ATM Distribution, and the commission and gross and net proceeds for such sales. Furthermore, for each financial period in which a Fund conducts an ATM Distribution, it will disclose in its annual and interim financial statements and related management reports of fund performance filed on SEDAR the number and average selling price of the Securities distributed pursuant to the ATM Distribution, and the commission and gross and net proceeds for such sales.

*Prospectus Delivery Requirement*

25. Under the Prospectus Delivery Requirement, a dealer effecting a trade of securities offered under a prospectus is required to deliver a copy of the prospectus (including the applicable prospectus supplement(s) in the case of a base shelf prospectus) to the purchaser within prescribed time limits.
26. Delivery of a prospectus is not practicable in the circumstances of an ATM Distribution as the Agent or any Selling Agent, as applicable, effecting the trade will not know the identity of the purchasers.
27. The Prospectus (together with all documents incorporated by reference therein) will be filed and readily available electronically via SEDAR to all purchasers under ATM Distributions. As stated in paragraph 14 above, the Fund will issue a news release that specifies where and how copies of the Prospectus can be obtained.
28. The liability of an issuer or an underwriter (or others) for a misrepresentation in a prospectus pursuant to the civil liability provisions of the Legislation will not be affected by the grant of an exemption from the Prospectus Delivery Requirement because purchasers of securities offered by a prospectus during the period of distribution have a right of action for damages or rescission without regard to whether the purchaser relied on the misrepresentation or in fact received a copy of the prospectus.

*Withdrawal Right and Rescission or Damages for Non-Delivery*

29. Pursuant to the Legislation, an agreement to purchase securities is not binding on the purchaser if a dealer receives, not later than midnight on the second day (exclusive of Saturdays, Sundays and holidays) after receipt by the purchaser of the latest prospectus or any amendment to the prospectus, a notice in writing that the purchaser does not intend to be bound by the agreement of purchase (the **Withdrawal Right**).
30. Pursuant to the Legislation, a purchaser of securities to whom a prospectus was required to be sent or delivered in compliance with the Prospectus Delivery Requirement, but was not so sent or delivered, has a right of action for rescission or damages against a dealer who did not comply with the Prospectus Delivery Requirement (the **Right of Action for Non-Delivery**).
31. Neither the Withdrawal Right nor the Right of Action for Non-Delivery is workable in the context of an ATM Distribution because of the impracticability of delivering the Prospectus to a purchaser of Securities thereunder.

*Prospectus Form Requirements*

32. To reflect the fact that an ATM Distribution is a continuous distribution, the Prospectus Supplement will include the following issuer certificate:

"This short form prospectus, as supplemented by the foregoing, together with the documents incorporated in the prospectus by reference as of the date of a particular distribution of securities offered by the prospectus, will, as of that date, constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement, as required by the securities legislation of each jurisdiction of Canada."
33. Also to reflect the fact that an ATM Distribution is a continuous distribution, the Prospectus Supplement will include the following underwriter certificate:

"To the best of our knowledge, information and belief, the short form prospectus, as supplemented by the foregoing, together with the documents incorporated in the prospectus by reference as of the

date of a particular distribution of securities offered by the prospectus, will, as of that date, constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement, as required by the securities legislation of each jurisdiction of Canada."

34. A different statement of purchasers' rights than that required by the Legislation is necessary in order to allow the Prospectus to accurately reflect the relief granted from the Prospectus Delivery Requirement. Accordingly, the Prospectus Supplement will state the following, with the date reference completed:

"Securities legislation in certain of the jurisdictions of Canada provides purchasers with the right to withdraw from an agreement to purchase securities and with remedies for rescission or, in some jurisdictions, revision of the price or damages if the prospectus, prospectus supplements relating to the securities purchased by a purchaser and any amendment are not delivered to the purchaser, provided that the remedies are exercised by the purchaser within the time limit prescribed by securities legislation. However, purchasers of the Securities under an at-the-market distribution will not have any right to withdraw from an agreement to purchase the Securities and will not have remedies of rescission or, in some jurisdictions, revision of the price or damages for non-delivery of the prospectus because the prospectus, prospectus supplements relating to the Securities purchased by the purchaser and any amendment related to Securities purchased by such purchaser will not be delivered as permitted under a decision document dated [•] and granted pursuant to National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions*.

Securities legislation in certain of the jurisdictions of Canada also provides purchasers with remedies for rescission or, in some jurisdictions, revision of the price or damages if the prospectus, prospectus supplements relating to the securities purchased by a purchaser and any amendment contain a misrepresentation, provided that the remedies are exercised by the purchaser within the time limit prescribed by securities legislation. Any remedies under securities legislation in the jurisdictions that a purchaser of the Securities under an at-the-market distribution may have against us or the Agents for rescission, or, in some jurisdictions, revision of the price or damages if the prospectus, prospectus supplements relating to the Securities purchased by the purchaser or any amendment related to Securities purchased by such purchaser contain a misrepresentation remain unaffected by the non-delivery of the prospectus and the decision referred to above.

Purchasers should refer to the applicable provisions of the securities legislation and the decision document referred to above for the particulars of their rights or consult with a legal advisor."

35. The Prospectus Supplement will disclose that, in respect of ATM Distributions under a Prospectus Supplement, the statement prescribed in paragraph 34 above supersedes the statement of purchasers' rights in the Shelf Prospectus.
36. A Fund will not make a public announcement of its intention to conduct ATM Distributions prior to the execution of an Equity Distribution Agreement.

### **Decision**

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

The decision of the Decision Makers under the Legislation is that the Exemption Sought is granted, provided that:

- (a) each Fund makes the disclosures described in paragraphs 14, 24, 32, 33, 34 and 35 hereof; and
- (b) each Fund complies with the representations in paragraphs 16, 19, 20 and 21 hereof, and the Agent complies with the representations in paragraphs 15, 17, 18, 19 and 23.

The Exemption Sought will terminate upon the coming into force of new or amended securities legislation in either Jurisdiction that would allow investment funds to conduct ATM Distributions without obtaining exemptive relief in the Jurisdictions.

### **For the Commission:**

"Stan Magidson"  
Chair

"Tom Cotter"  
Vice-Chair

## 2.1.3 Vanguard Investments Canada Inc. et al.

### Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted from section 2.8(1)(d) of National Instrument 81-102 Investment Funds permitting each Fund to hold as cover, in respect of the requirement under section 2.8(1)(d) of NI 81-102 receivable arising from declared divides to facilitate “equitization” of those payments once declared, thereby permitting the Fund to seek to track its applicable index in respect of the Receivable or to otherwise invest the amount of the Receivable, as applicable.

### Applicable Legislative Provisions

National Instrument 81-102 – Investment Funds, ss. 2.8(1)(d) and 19.1.

October 31, 2019

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  
VANGUARD INVESTMENTS CANADA INC.  
(the Filer)

AND

THE EXCHANGE-TRADED FUNDS AND  
MUTUAL FUNDS MANAGED BY THE FILER  
(the Existing Funds)

**DECISION**

### Background

The principal regulator in the Jurisdiction has received an application from the Filer, which is the trustee and the investment fund manager of the Existing Funds, for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for an exemption, pursuant to section 19.1 of National Instrument 81-102 *Investment Funds* (**NI 81-102**) permitting each Existing Fund and each future exchange-traded fund and mutual fund managed by the Filer (collectively, the **Future Funds** and, together with the Existing Funds, the **Funds**) to hold as cover, in respect of the requirement under section 2.8(1)(d) of NI 81-102 that a mutual fund must not open or maintain a long position in a standardized future, unless the mutual fund holds cash cover in an amount that, together with margin on account for the specified derivative and the market value of the specified derivative, is not less than, on a daily mark-to-market basis, the underlying market exposure of the specified derivative (the **Cover Requirement**), one or more receivables (each, a **Receivable**) of the Fund arising as a result of a declaration or payment of a distribution, dividend or other payment on one or more Securities (as defined below) held by the Fund in order to equitize the Receivable during the period from the date that the Fund becomes entitled to receive the Receivable until the date that the Receivable is actually received by the Fund, thereby permitting the Fund to seek to track its applicable index in respect of the Receivable or to otherwise invest the amount of the Receivable, as applicable (the **Exemption Sought**).

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

- (a) the Ontario Securities Commission is the principal regulator for the application; and
- (b) the Filer has provided notice that Section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland and

Labrador, Northwest Territories, Nova Scotia, Nunavut, Prince Edward Island, Québec, Saskatchewan and Yukon (together with Ontario, the **Jurisdictions**).

### Interpretation

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

### Representations

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

1. The Filer is the trustee, the investment fund manager and the portfolio manager of the Existing Funds and will be the trustee and the investment fund manager of the Future Funds.
2. The Filer is registered as an investment fund manager in each of the Provinces of Ontario, Québec and Newfoundland and Labrador, as an exempt market dealer in each the Provinces, and as a portfolio manager and a commodity trading manager in the Province of Ontario. The head office of the Filer is in Toronto, Ontario.
3. Each Fund is, or will be, a mutual fund created under the laws of the Province of Ontario and is, or will be, governed by the provisions of NI 81-102, subject to any relief therefrom granted by the securities regulatory authorities.
4. The Filer is not in default of securities legislation in any Jurisdiction.
5. The securities of the Funds are, or will be, qualified for distribution pursuant to a prospectus that is, or will be, prepared and filed in accordance with the securities legislation of the Jurisdictions. Accordingly, the Funds are, or will be, reporting issuers or the equivalent in each Jurisdiction.
6. Each Fund either seeks to track, or will seek to track, to the extent reasonably possible and before fees and expenses, the performance of a market index (an **Index**) (each, an **Index Fund**) or seeks to invest, or will seek to invest, its portfolio assets in accordance with its investment objective and investment strategies (each, a **non-Index Fund**).
7. In pursuing its investment objective, each Index Fund may invest in the constituent securities of the applicable Index or in a broadly diversified subset of constituent securities and/or other securities that, in the aggregate, approximates the applicable Index. In the case of each non-Index Fund, such non-Index Fund may invest in equity and fixed income securities and other financial instruments in accordance with that non-Index Fund's investment objective and investment strategies. Each equity security or financial instrument, such as a specified derivative, where the underlying interest is an equity security held by a Fund from time to time is referred to herein as a **Security**.
8. While a Security is held in the portfolio of a Fund, the issuer of that Security may declare payable, and make or pay, a distribution, a dividend, or another payment, such as in connection with a corporate action, on the Security. Once declared payable, that distribution, dividend or other payment becomes a Receivable of the applicable Fund effective as of the date of entitlement.
9. Under the rules and methodology that govern each Index, an Index treats each Receivable as an investable asset of the applicable Index and deems the amount of the Receivable to be invested in one or more of the constituent securities of the Index effective as of the date that securityholders of the applicable Security would first become entitled to receive the Receivable.
10. In order to meet its investment objective and to reduce any tracking error in respect of the applicable Index, each Index Fund opens and maintains a long position in one or more standardized futures during the period from the date that the Index Fund becomes entitled to receive the applicable Receivable until the date that the Receivable is actually received by the Index Fund.
11. Similarly, in order to meet its investment objective and to be as fully invested as possible, each non-Index Fund also opens and maintains a long position in one or more standardized futures during the period from the date that the non-Index Fund becomes entitled to receive the applicable Receivable until the date that the Receivable is actually received by the non-Index Fund.
12. In connection with each futures position held by a Fund, the Fund will hold and segregate, on a daily mark-to-market basis, the amount of cash actually required to be paid by it on settlement of that futures position.
13. The Cover Requirement is based on the assumption that on termination or settlement of each futures position, the mutual fund is required to pay a gross amount equal to the mark-to-market value of the entire underlying market exposure of the standardized future. Accordingly, the Cover Requirement requires a mutual fund to hold a combination

of cash cover, margin on account for the futures position and the market value of the futures position that has a value that is not less than, on a daily mark-to-market basis, the underlying market exposure of the futures position.

14. The purpose of the cash cover requirements in NI 81-102 is to prohibit an investment fund from leveraging its assets when using certain specified derivatives and to ensure that the investment fund is in a position to meet its obligations on the settlement date. This is evident from the definition of "cash cover", which is defined as certain specific portfolio assets of the investment fund that have not been allocated for specific purposes and that are available to satisfy all or part of the obligations arising from a position in specified derivatives held by the investment fund. Currently, the definition of "cash cover" includes eight different categories of portfolio assets, including receivables of the investment fund arising from the disposition of portfolio assets, net of payables arising from the acquisition of portfolio assets.
15. In addition to the portfolio assets included in the definition of cash cover, each Fund would also like to include any Receivable of the Fund arising as a result of a declaration or a payment of a distribution, dividend or other payment on a Security for purposes of satisfying the Cover Requirement.
16. The inclusion of Receivables as an acceptable form of cover for purposes of the Cover Requirement will allow the Index Funds to track the applicable Index without creating unnecessary tracking error and will allow the non-Index Funds to be fully invested in accordance with their investment objectives. In each case, this may positively impact the performance of all of the Funds and the economic returns to investors.
17. Treating Receivables as cover for purposes of the Cover Requirements is consistent with the global market treatment of Receivables. Given the historically low risk of non-payment associated with Receivables and the need for the industry to have a consistent approach to the different market practices regarding the length of the period between entitlement to a Receivable and receipt of that Receivable, Receivables are treated generally as part of the applicable index by relevant index providers and as an asset of the applicable investment fund by industry participants in most developed markets.
18. As each Fund enters into one or more of the relevant standardized futures in order to equitize each Receivable, the notional amount of the standardized futures position or positions will equal the dollar value of the applicable Receivable. As an asset of the Fund, each Receivable is available to serve as, and should be able to be used for, cash cover for the related standardized futures position or positions.

#### **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 under the Legislation is that the Exemption Sought is granted, provided that for each long position in a standardized future that a Fund opens or maintains in order to equitize a Receivable, the Fund holds, on each trading day, a combination of the amount of the Receivable, cash cover and margin or collateral posted by the Fund in connection with its obligation under that futures position that, in the aggregate, has a value that is not less than, on a daily mark-to-market basis, the underlying market exposure of the standardized future.

"Darren McCall"  
Manager  
Investment Funds and Structured Products Branch  
Ontario Securities Commission

## 2.1.4 Horizons ETFs Management (Canada) Inc. and Portfolio Management Association of Canada

### Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – exemption granted to mutual fund organizations from prohibitions contained in subsection 5.4(1) of National Instrument 81-105 Mutual Fund Sales Practises permitting mutual fund organizations to pay a portion of the direct costs incurred by the Portfolio Management Association of Canada in organizing, conference, seminars, courses and other educational events, subject to certain conditions.

### Applicable Legislative Provisions

National Instrument 81-105 Mutual Fund Sales Practises, ss. 5.4(1) and 9.1.

November 8, 2019

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  
HORIZONS ETFs MANAGEMENT (CANADA) INC.  
(Horizons)

AND

IN THE MATTER OF  
PORTFOLIO MANAGEMENT ASSOCIATION OF CANADA  
(PMAC)

### DECISION

### Background

The principal regulator in the Jurisdiction has received an application from Horizons and PMAC (collectively, the **Filers**) for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for a decision under Section 9.1 of National Instrument 81-105 *Mutual Fund Sales Practices* (**NI 81-105**) exempting the Mutual Fund Organizations (as defined herein) from the prohibition set out in Subsection 5.4(1) of NI 81-105 to permit them to pay the direct costs (as such term is defined in NI 81-105) incurred by PMAC relating to a conference, seminar, webinar, course, meeting or other educational event (the **Events**) that are organized and presented by PMAC (the **Exemption Sought**).

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

- (a) The Ontario Securities Commission is the principal regulator for this application; and,
- (b) The Filers have provided notice that they intend to rely on Section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) in British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador (together with Ontario, the **Jurisdictions**).

### Interpretation

Terms defined in National Instrument 14-101 *Definitions*, MI 11-102 and NI 81-105 have the same meaning if used in this decision, unless otherwise stated.

**“Mutual Fund Organizations”** means the member of the organization of a mutual fund (as defined in NI 81-105) that wishes to pay the direct costs relating to an Event organized and presented by PMAC, and includes Horizons.

## **Representations**

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

### *The Filers*

1. PMAC is a not-for-profit association established in 1952 (formerly known as the Investment Counsel Association of Canada (ICAC)) having its head office in Toronto, Ontario. PMAC represents over 270 investment management firms registered to do business in Canada as portfolio managers. In addition to this primary registration, PMAC members may also be registered as investment fund managers and/or exempt market dealers.
2. PMAC is a forum for portfolio management firms to share best practices and industry knowledge. PMAC’s mission is to advocate the highest standards of unbiased portfolio management in the interest of investors served by its members. PMAC pursues its mission and objectives through various activities, including:
  - (a) hosting an annual National Conference, annual Compliance Forums and regular meetings, seminars and webinars;
  - (b) hosting networking events for members and affiliates;
  - (c) conducting and publishing surveys on operational, compliance and best practice issues;
  - (d) making submissions to government and regulators;
  - (e) sharing member developed/legally vetted templates, policies and standards; and,
  - (f) increasing public awareness of independent portfolio management and its benefits.
3. PMAC may be considered to be a “trade or industry association” as this term is used in s. 5.4(1) of NI 81-105.
4. Horizons is a corporation existing under the laws of Canada with its head office located in Toronto, Ontario. Horizons manages certain exchange-traded funds (**Funds**) that are qualified for distribution to investors across Canada. As such, Horizons is a “member of the organization” of the Funds, as this term is defined in NI 81-105, by virtue of being the manager of the Funds.

### *The Events*

5. As part of its services, PMAC arranges and holds conferences, seminars, webinars, meetings and other Events for its members. Events have been held in various Canadian jurisdictions and may be held elsewhere in Canada or in the continental United States of America in the future. The Events are primarily directed at PMAC’s members (registered portfolio management firms) and other industry participants.
6. The primary purpose of the Events is to provide education on economic, regulatory, legal, tax and compliance matters. Events usually include a networking component. In addition, the Events may include discussion of the regulation of mutual funds and ETFs, economic/market outlook, financial planning, investing in securities, mutual fund industry matters, or mutual funds generally, and therefore are consistent with the requirements of paragraph 5.4(2)(a) of NI 81-105.
7. The Events are designed to align with PMAC’s goal of advancing standards in the portfolio management industry. The Events are not dissimilar in nature to educational events sponsored by the Investment Funds Institute of Canada (**IFIC**) and the Investment Industry Regulatory Organization of Canada (**IROC**, formerly the Investment Dealers Association of Canada (**the IDA**)); however, they are not directed at or generally attended by investment dealers or their representatives.
8. Horizons wishes to sponsor certain or all of the Events. However, subsection 5.4(1) of NI 81-105 generally prohibits Mutual Fund Organizations from paying the costs or expenses relating to a conference, seminar or course that is organized and presented by IFIC, the IDA or another trade or industry association. PMAC may be considered to be “another trade or industry association”.

9. Subsection 5.4(2) of NI 81-105 provides an exemption to permit members of a Mutual Fund Organization to sponsor conferences, seminars or courses organized and presented by IFIC, the IDA or their respective affiliates in accordance with the conditions set out therein. No exemption is granted to any other trade or industry associations such as PMAC.
10. Horizons proposes to sponsor the Events in accordance with the conditions set out in subsection 5.4(2) of NI 81-105.
11. PMAC anticipates that other Mutual Fund Organizations will similarly wish to sponsor a portion of the costs of different Events and agree to pay such costs for such Events in accordance with subsection 5.4(2) of NI 81-105, from time to time. If the Requested Relief is granted, PMAC will ensure that any sponsorship of an Event by Horizons and other Mutual Fund Organizations shall comply with the following conditions, which are the conditions set out in subsection 5.4(2) of NI 81-105:
  - (a) the primary purpose of an Event will be the provision of educational information about the economic/market outlook, financial planning, investing in securities, mutual fund industry matters or mutual funds generally;
  - (b) none of the Mutual Fund Organizations will pay in aggregate more than ten percent (10%) of the total direct costs incurred by PMAC for the organization and presentation of an Event;
  - (c) the selection of a representative of a participating dealer to attend an Event will be made exclusively by the participating dealer, uninfluenced by the Mutual Fund Organizations; and
  - (d) all Events will be held in Canada or the continental United States of America.

(collectively, the **Conditions**).

#### **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 under the Legislation is that the Exemption Sought is granted, provided that:

- (a) the Mutual Fund Organizations and PMAC comply with the Conditions;
- (b) PMAC, on behalf of each Mutual Fund Organization (other than Horizons) whose mutual funds are reporting issuers in Ontario and who wishes to sponsor an Event in reliance on this decision, file an advance written notice with the Director of the Investment Funds and Structured Products Branch of the Ontario Securities Commission that:
  - (i) names the Mutual Fund Organization that intends to sponsor the Event in reliance on this decision; and
  - (ii) confirms that the Mutual Fund Organization has agreed to sponsor the Event in accordance with the Conditions; and
- (c) this decision will terminate one year after the publication in final form of any legislation or rule which modifies the provisions of section 5.4 of NI 81-105 in a manner which makes the Exemption Sought unnecessary or provides similar relief on a different basis or subject to different conditions.

"Heather Zordel"  
Commissioner  
Ontario Securities Commission

"Mary Anne De Monte-Whelan"  
Commissioner  
Ontario Securities Commission

**2.2 Orders**

**2.2.1 Sean Daley et al. – ss. 127(8), 127(1)**

**IN THE MATTER OF SEAN DALEY; and  
SEAN DALEY carrying on business as the  
ASCENSION FOUNDATION,  
OTO.Money,  
SilentVault, and  
CryptoWealth;  
WEALTH DISTRIBUTED CORP.;  
CYBERVISION MMX INC.;  
KEVIN WILKERSON; and  
AUG ENTERPRISES INC.**

File No. 2019-28

D. Grant Vingoe, Vice-Chair and Chair of the Panel

**November 6, 2019**

**ORDER**

(Subsection 127(8) and 127(1) of  
*Securities Act*, RSO 1990 c S.5)

**WHEREAS** the Ontario Securities Commission held a hearing on November 6, 2019 to consider a motion by staff of the Commission (**Staff**) to further extend a temporary order dated August 6, 2019 (the **Temporary Order**) against Sean Daley, Sean Daley carrying on business as Ascension Foundation, OTO.Money, SilentVault and CryptoWealth, Wealth Distributed Corp., Cybervision MMX Inc., Kevin Wilkerson and Aug Enterprises Inc. (together, the **Respondents**);

**ON READING** the motion filed by Staff, and on hearing the submissions of the representatives for Staff and Sean Daley appearing on his own behalf, and no one appearing on behalf of the remaining Respondents, although properly served, and on considering the consent of Sean Daley to extend the Temporary Order;

**IT IS ORDERED** that the Temporary Order is extended until February 14, 2020.

"D. Grant Vingoe"

**2.2.2 Street Capital Group Inc.**

**Headnote**

National Policy 11-206 Process for Cease to be a Reporting Issuer Applications – The issuer ceased to be 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).

**November 6, 2019**

**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  
STREET CAPITAL GROUP INC.  
(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 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, Saskatchewan, Manitoba, Québec, New Brunswick, Prince Edward Island, Nova Scotia and Newfoundland and Labrador.

**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 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 15 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 is that the Order Sought is granted.

"Michael Balter"  
Manager, Corporate Finance  
Ontario Securities Commission

## 2.2.3 Master Credit Card Trust II

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  
MASTER CREDIT CARD TRUST II  
(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 (the **Legislation**) that the Filer has ceased to be a reporting issuer in all the 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 (**OSC**) 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 each of the Provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador, and the Territories of Yukon, the Northwest Territories and Nunavut (collectively with Ontario, the **Jurisdictions**).

## 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 herein.

## Representations

1. The Filer was originally established under a declaration of trust on September 28, 2012 (the **Declaration of Trust**). The Declaration of Trust is governed by the laws of the Province of Ontario and the federal laws of Canada applicable therein.

- Computershare Trust Company of Canada is the trustee (in such capacity, the **Issuer Trustee**) of the Filer and is a trust company established under the laws of Canada and is licensed to carry on business as a trust company in each of the provinces and territories of Canada. The head and registered office of the Issuer Trustee is c/o Computershare Trust Company of Canada at 100 University Ave., 11th Floor, Toronto, Ontario, M5J 2Y1.
2. The Filer is a special purpose entity that purchases credit card receivables from Bank of Montreal (**BMO**) and issues credit card receivables-backed notes to fund such purchases.
  3. The Filer is a reporting issuer in each of the Jurisdictions and is a “venture issuer” as defined in National Instrument 51-102 *Continuous Disclosure Obligations*.
  4. The Filer filed a short form base shelf prospectus dated April 30, 2013 and a short form base shelf prospectus dated January 22, 2016 (each, a **Base Shelf Prospectus**, and collectively, the **Base Shelf Prospectuses**) pursuant to National Instrument 44-102 *Shelf Distributions*. No securities of the Filer that remain outstanding have been distributed by way of a public offering pursuant to the Base Shelf Prospectuses. Each Base Shelf Prospectus has now lapsed. The Filer does not intend to file a new short form base shelf prospectus nor does the Filer intend to distribute any securities of the Filer by way of a public offering.
  5. The Filer is not in default of any of the requirements of the securities legislation in any of the Jurisdictions. The Filer filed its annual financial statements and MD&A for the fiscal year ended December 31, 2018 with the Canadian securities administrators in each of the Jurisdictions on April 30, 2019, and its quarterly financial statements and MD&A for the second quarter ended June 30, 2019 on August 29, 2019.
  6. The Filer has no issued and outstanding common shares.
  7. The Filer has the following issued and outstanding trust notes, in each case, issued on a private placement basis:
    - (a) on July 13, 2016, the Filer issued U.S.\$1,000,000,000 Credit Card Receivables-Backed Floating Rate Class A Notes, Series 2016-3, CAD\$27,524,000 2.364% Credit Card Receivables-Backed Class B Notes, Series 2016-3, and CAD\$48,167,000 3.056% Credit Card Receivables-Backed Class C Notes, Series 2016-3 (collectively, the Series 2016-3 Notes), each with an expected final payment date of January 21, 2022;
- (b) on January 31, 2017, the Filer issued U.S.\$750,000,000 2.260% Credit Card Receivables-Backed Class A Notes, Series 2017-1, U.S.\$15,873,000 2.560% Credit Card Receivables-Backed Class B Notes, Series 2017-1, and U.S.\$27,778,000 3.060% Credit Card Receivables-Backed Class C Notes, Series 2017-1 (collectively, the Series 2017-1 Notes), each with an expected final payment date of January 21, 2020;
- (c) on January 25, 2018, the Filer issued U.S.\$600,000,000 Credit Card Receivables-Backed Floating Rate Class A Notes, Series 2018-1, U.S.\$12,698,000 3.245% Credit Card Receivables-Backed Class B Notes, Series 2018-1, and U.S.\$22,222,000 3.737% Credit Card Receivables-Backed Class C Notes, Series 2018-1 (collectively, the Series 2018-1 Notes), each with an expected final payment date of January 23, 2023;
- (d) on August 14, 2018, the Filer issued U.S.\$475,000,000 Credit Card Receivables-Backed Floating Rate Class A Notes, Series 2018-3, U.S.\$10,053,000 3.400% Credit Card Receivables-Backed Class B Notes, Series 2018-3, and U.S.\$17,593,000 3.800% Credit Card Receivables-Backed Class C Notes, Series 2018-3 (collectively, the Series 2018-3 Notes), each with an expected final payment date of July 21, 2020;
- (e) on October 22, 2018, the Filer issued CAD\$1,323,000,000 2.946% Credit Card Receivables-Backed Class A Notes, Series 2018-4 (the Class A Series 2018-4 Notes), CAD\$35,000,000 3.242% Credit Card Receivables-Backed Class B Notes, Series 2018-4 (the Class B Series 2018-4 Notes), and CAD\$61,250,000 3.636% Credit Card Receivables-Backed Class C Notes, Series 2018-4 (the Class C Series 2018-4 Notes, and together with the Class A Series 2018-4 Notes and the Class B Series 2018-4 Notes, collectively, the Series 2018-4 Notes), each with an expected final payment date of December 21, 2020. BMO purchased all of the Class A Series 2018-4 Notes on the issuance date;
- (f) on January 24, 2019, the Filer issued U.S.\$450,000,000 Credit Card Receivables-Backed Floating Rate Class A Notes, Series 2019-1, U.S.\$9,524,000 3.57% Credit Card Receivables-Backed Class B Notes, Series 2019-1, and U.S.\$16,667,000 4.02% Credit Card Receivables-Backed Class C Notes, Series 2019-1 (collectively, the Series 2019-1 Notes), each with an expected final

- payment date of January 21, 2021; and
- (g) on August 21, 2019, the Filer issued U.S.\$500,000,000 Credit Card Receivables-Backed Floating Rate Class A Notes, Series 2019-2, U.S.\$10,582,000 2.39% Credit Card Receivables-Backed Class B Notes, Series 2019-2, and U.S.\$18,519,000 2.83% Credit Card Receivables-Backed Class C Notes, Series 2019-2 (collectively, the Series 2019-2 Notes and together with the Series 2016-3 Notes, the Series 2017-1 Notes, the Series 2018-1 Notes, the Series 2018-3 Notes, the Series 2018-4 Notes and the Series 2019-1 Notes, collectively, the Notes) each with an expected final payment date of July 21, 2021.
8. In addition, on September 28, 2012, pursuant to a third amended and restated note issuance agreement dated as of September 28, 2012, as amended (the **Note Issuance Agreement**) among BMO, the Issuer Trustee, as trustee of the Filer and BNY Trust Company of Canada, as indenture trustee, Master Credit Card Trust (**MCCT**) (a previous securitization trust administered by BMO, which trust has been terminated) issued to BMO a note (the **Seller Note**) representing a debt obligation that ranks pari passu with the Notes, and pursuant to an Assignment and Assumption Agreement dated as of September 28, 2012 between MCCT and the Filer, the Seller Note was assigned to the Filer and the Filer assumed all payment obligations of MCCT under the Seller Note that were outstanding on the date of assignment. The Seller Note is a debt obligation of the Filer, which represents the unpaid purchase price for the credit card receivables purchased by the Filer from BMO, and is and will at all times be held by BMO.
9. The Notes and the Seller Note were issued pursuant to the Note Issuance Agreement and, in the case of each series of Notes, a series supplement to the Note Issuance Agreement.
10. As of September 9, 2019, no other securities of the Filer other than the Notes and the Seller Note are issued and outstanding and the Filer has no publicly traded securities.
11. The Notes and the Seller Note are not convertible or exchangeable into common shares. The Notes and the Seller Note have not been listed for trading on any stock exchange or marketplace. The DTC Notes (as defined below) were initially issued on a private placement basis in the United States pursuant to exemptions from the registration requirements of the United States Securities Act of 1933, as amended. The CDS Notes (as defined below) were sold in Canada on a private placement basis to "accredited investors" pursuant to applicable exemptions from applicable Canadian securities legislation. The BMO Notes (as defined below) and the Seller Note were issued pursuant to applicable prospectus exemptions under applicable Canadian securities legislation and continue to be held by BMO. The Notes and the Seller Note have not been listed for trading on any stock exchange or marketplace.
12. In accordance with industry practice and custom, the Filer has obtained from Broadridge Financial Solutions Inc. (**Broadridge**) a geographic survey of beneficial holders of Notes (other than the BMO Notes) (collectively, the **Investor Notes**) as of August 7, 2019 for all Investor Notes other than the Series 2019-2 Notes and as of August 28, 2019 for the Series 2019-2 Notes (the **Geographic Reports**), which provides information as to the number of noteholders and Investor Notes held in each jurisdiction of Canada and in the United States and other foreign jurisdictions. Broadridge advises that its reported information is based on securityholder addresses of record identified in the files provided to it by the financial intermediaries holding Investor Notes. The Geographic Reports do not cover the BMO Notes and does not cover any DTC Notes (as defined below) that are held by broker/dealers in inventory.
13. The Investor Notes are issued in book-entry form and are represented by global certificates registered in a nominee name of The Depository Trust Company (**DTC**), in the case of Investor Notes issued in the United States (the **DTC Notes**) and in a nominee name of CDS Clearing and Depository Services Inc. (**CDS**), in the case of Investor Notes issued in Canada (the **CDS Notes**), with beneficial interests therein recorded in records maintained by DTC or CDS, as the case may be, and their respective participants as financial intermediaries that hold securities on behalf of their clients.
14. BMO currently holds the Class A Series 2018-4 Notes (the **BMO Notes**).
15. The Geographic Reports provided by Broadridge cover approximately 91.615% of the outstanding principal amount of the DTC Notes for a total of U.S.\$3,606,451,000 and report a total of 401 beneficial holders residing in the United States holding U.S.\$2,493,373,000 principal amount of the DTC Notes and 31 beneficial holders residing in jurisdictions other than the United States holding U.S.\$1,113,078,000 principal amount of the DTC Notes. In addition, the Geographic Reports cover approximately 99.997% of the outstanding principal amount of the CDS Notes for a total of CAD\$171,936,000 and report a total of 38 beneficial holders residing in Canada holding CAD\$136,976,000 principal amount of the CDS Notes and 15 beneficial holders residing in the United States holding CAD\$34,960,000 principal amount of the CDS Notes.

16. Broadridge has confirmed that its searches are unable to report on 100% of the geographic ownership of the Investor Notes. Further, there may be duplicative holders of each class and series of Investor Notes.
- The Filer reasonably inquired with BNY Trust Company of Canada, as indenture trustee (**the Indenture Trustee**) as to the holders of the Notes that are not covered by the Geographic Reports, and was informed by the Indenture Trustee that the unreported noteholders and any noteholders where the jurisdictional information is not available are likely objecting beneficial holders who do not want their name, mailing address or amount of DTC Notes held by them disclosed.
17. Broadridge has subsequently confirmed to the Filer that all of the DTC Notes continue to be held under the Rule 144A CUSIP in DTC and Broadridge's records indicate that none of the DTC Notes are currently held under the Reg S CUSIP in DTC, and accordingly, the Filer believes it is reasonable to conclude that no transfers of DTC Notes have been made to any non-U.S. Person or person located outside of the United States (such persons being those who would need to hold such DTC Notes under a Reg S CUSIP). The Filer believes this provides further evidence that all of the DTC Notes remain held by "qualified institutional buyers" located in the United States.
18. The Filer believes it is reasonable to conclude, based on such discussions with the Indenture Trustee, Broadridge and the dealers involved in the related private placements, that the DTC Notes are generally held by residents of the United States or other jurisdictions outside of Canada with the exception of three resident Canadian beneficial holders placed in connection with the offering of the Series 2019-2 Notes.
19. The Filer is not eligible to surrender its status as a reporting issuer in British Columbia pursuant to British Columbia Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status* because the Filer has more than 50 securityholders, being the holders of the Notes. Similarly, and because the Notes are beneficially owned, directly or indirectly, by more than 50 securityholders worldwide, the Filer is not eligible to file under the simplified procedure under National Policy 11-206 *Process for Cease to be a Reporting Issuer Applications*.
20. The only securities issued and outstanding of the Filer are the Notes and the Seller Note. The Notes and the Seller Note entitle the holders only to the payment of principal and in the case of the Notes, interest, and do not entitle the holders to receive or to convert into other common shares (or any other equity securities), or to otherwise participate in the distribution of the assets of the Filer upon a liquidation or winding up.
21. The Notes are rated by rating agencies based primarily on the credit underlying the credit card receivables which the Filer purchases from BMO, the level of enhancement provided by the reserve account established for each series of Notes and, in the case of the Class B Notes of any particular series, the subordination of the payments on the Class B Notes to the prior payment of amounts payable on the Class A Notes of the applicable series and in the case of the Class C Notes of any particular series, the subordination of the payments on the Class C Notes to the prior payment of amounts payable on the Class A Notes and the Class B Notes of the applicable series, rather than by any independent assessment of the condition and performance, financial or otherwise, of the Filer. The Filer has confirmed that the Notes will continue to be rated by at least one recognized rating agency upon the cessation by the Filer of its reporting under Canadian securities laws for the foreseeable future.
22. There is no obligation or covenant in the Note Issuance Agreement (including any series supplement to the Note Issuance Agreement), the Notes, the Seller Note or any offering memorandum or term sheet delivered in connection with the Notes and Seller Note (**Offering Documents**) for the Filer to maintain its status as a reporting issuer or the equivalent in any jurisdiction of Canada or to file financial statements or any other continuous disclosure documentation on SEDAR. No financial statements or any other continuous disclosure documentation was included or incorporated by reference in any Offering Document. The investors to whom the Notes were placed were sophisticated investors who had the opportunity to negotiate for such disclosure or filing obligations under any Offering Document as they saw fit. Such investors determined that they did not require the Filer to maintain reporting issuer status in Canada for the term of the Notes. No continuous disclosure of financial statements, management discussion and analysis or annual information forms is required under the United States securities laws under which the Notes issued in the United States were issued and no continuous disclosure of such materials would have been required in Canada in connection with securities issued under the prospectus exemptions under which the Notes issued in Canada were issued.
23. The Filer issued a news release on October 8, 2019 announcing that it has applied to the OSC, as principal regulator, for a decision that it has ceased to be a reporting issuer in all jurisdictions of Canada and, if that decision is granted, the Filer will no longer be a reporting issuer in any jurisdiction of Canada.

24. No securities of the Filer, including debt securities, are listed, traded or quoted 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. The Filer has no current intention to distribute any securities by way of a public offering of securities in Canada and does not intend to renew or file a new short form base shelf prospectus.
25. The Filer will continue to make investor monthly portfolio report summaries and credit card portfolio data available to investors.
26. Upon granting of the Order sought, the Filer will no longer be a reporting issuer in any jurisdiction in Canada.

#### **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 is that the Order Sought is granted.

**DATED** at Toronto, Ontario on this 5th day of November, 2019.

"Garnet Fenn"  
"Commissioner  
Ontario Securities Commission

"Poonam Puri"  
Commissioner  
Ontario Securities Commission

#### **2.2.4 Callidus Capital Corporation**

##### **Headnote**

National Policy 11-206 Process for Cease to be a Reporting Issuer Applications – The issuer ceased to be 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).

**November 8, 2019**

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

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

**AND**

**IN THE MATTER OF  
CALLIDUS CAPITAL CORPORATION  
(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 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, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Northwest Territories, Yukon and Nunavut.

## 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 not an OTC reporting issuer under Multilateral Instrument 51-105 *Issuers Quoted in the US. 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 is that the Order Sought is granted.

“Jo-Anne Matear”  
Manager, Corporate Finance  
Ontario Securities Commission

## 2.2.5 Invesco Canada Ltd. et al. – s. 80 of the CFA

### Headnote

Section 80 of the Commodity Futures Act (Ontario) – Relief from the adviser registration requirement of paragraph 22(1)(b) of the CFA granted to sub-advisers headquartered in foreign jurisdictions in respect of advice regarding trades in commodity futures contracts and commodity futures options, subject to certain terms and conditions – Relief mirrors exemption available in section 8.26.1 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations made under the Securities Act (Ontario) – Relief is subject to a sunset clause.

### Applicable Legislative Provisions

Commodity Futures Act (Ontario), R.S.O. 1990, c. C.20, as am., ss. 1(1), 22(l)(b) and 80.

Securities Act (Ontario), R.S.O. 1990, c. S.5, as am., s. 25(3).

National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, s. 8.26.1.  
Ontario Securities Commission Rule 35-502 Non-Resident Advisers, s. 7.11.

### Applicable Orders

In the Matter of Invesco Canada Ltd., Invesco Advisers, Inc., and Invesco Asset Management Limited (July 19, 2013).

November 5, 2019

**IN THE MATTER OF  
THE COMMODITY FUTURES ACT,  
R.S.O. 1990, CHAPTER C.20, AS AMENDED  
(the CFA)**

AND

**IN THE MATTER OF  
INVESCO CANADA LTD.,  
INVESCO ADVISERS, INC.,  
AND INVESCO ASSET MANAGEMENT LIMITED**

**ORDER  
(Section 80 of the CFA)**

**UPON** the application (the **Application**) of Invesco Canada Ltd. (the **Principal Adviser**), and Invesco Advisers, Inc. and Invesco Asset Management Limited (each, a **Sub-Adviser** and, collectively, the **Sub-Advisers**) to the Ontario Securities Commission (the **Commission**) for an order, pursuant to section 80 of the CFA, that each of the Sub-Advisers and any individuals engaging in, or holding themselves out as engaging in, the business of advising others when acting on behalf of their respective Sub-Advisers in respect of the Sub-Advisory Services (as defined below) (the **Representatives**) be exempt, for a specified period of time, from the adviser registration requirements of paragraph 22(1)(b) of the CFA when acting as a sub-adviser to the Principal Adviser in respect of the Clients (as defined below) regarding commodity futures contracts and commodity futures options (collectively, the **Contracts**) traded on commodity futures exchanges and cleared through clearing corporations;

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

**AND UPON** the Principal Adviser and the Sub-Advisers having represented to the Commission that:

1. The Principal Adviser is a corporation amalgamated under the laws of the Province of Ontario and its principal place of business is in Toronto, Ontario.
2. The Principal Adviser is currently registered (i) as an adviser in the category of portfolio manager and a dealer in the category of exempt market dealer in each of the provinces of Canada, (ii) as an investment fund manager in the provinces of Ontario, Quebec and Newfoundland and Labrador, (iii) as a mutual fund dealer in the provinces of Ontario, Quebec, British Columbia, Alberta, Nova Scotia and Prince Edward Island, and (iv) as an adviser in the category of commodity trading manager in Ontario.
3. The Principal Adviser is registered as an investment adviser and as a transfer agent with the United States Securities and Exchange Commission (**SEC**) and as an investment manager with the Central Bank of Ireland.

4. The Principal Adviser is an indirect wholly-owned subsidiary of Invesco Ltd., a publicly-traded company listed on the New York Stock Exchange. As such, the Principal Adviser leverages the global expertise of investment professionals at its affiliates worldwide.
5. Invesco Advisers, Inc. is a corporation formed under the laws of the State of Delaware, United States of America. The head office of Invesco Advisers, Inc. is located in Atlanta, Georgia in the United States of America.
6. Invesco Advisers, Inc. is currently registered as an investment adviser with the SEC and is also registered as a commodity trading adviser and commodity pool operator with the U.S. Commodity Futures Trading Commission (the **CFTC**).
7. Invesco Asset Management Limited is a corporation formed under the laws of England and Wales. The head office of Invesco Asset Management Limited is located in Henley-on-Thames, United Kingdom.
8. Invesco Asset Management Limited is an authorised person for the purposes of the *Financial Services & Markets Act 2000* and is authorised and regulated to carry on investment business in the United Kingdom by virtue of its authorisation by the Financial Services Authority. Invesco Asset Management Limited is also currently registered as an investment adviser with the SEC and is exempted from registration as a commodity trading adviser or commodity pool operator with the CFTC.
9. Each Sub-Adviser is registered in a category of registration, or operates under an exemption from registration, under the commodity futures or other applicable legislation of the jurisdiction in which its head office is located that permits it to carry on the activities in that jurisdiction that registration as an adviser under the CFA would permit it to carry on in Ontario. As such, each Sub-Adviser is authorized and permitted to carry on the Sub-Advisory Services (as defined below) in the jurisdiction in which its head office is located.
10. Each Sub-Adviser engages in the business of an adviser in respect of Contracts in its principal jurisdiction.
11. None of the Sub-Advisers is registered in any capacity under the CFA or under the securities legislation of any province or territory of Canada. However, each Sub-Adviser is currently availing itself of the sub-adviser registration exemption in section 8.26.1 of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations (NI 31-103)*.
12. Except to the extent that relief is required by the Sub-Advisers to provide the Sub-Advisory Services in respect of Contracts to the Clients, the Principal Adviser and the Sub-Advisers are not in default of securities legislation, commodity futures legislation or derivatives legislation in any jurisdiction of Canada. Each Sub-Adviser is in compliance in all material respects with the securities laws, commodity futures laws and derivatives laws in each jurisdiction outside of Canada in which its head office or principal place of business is located.
13. The Principal Adviser provides portfolio management services in Ontario to (i) investment funds, the securities of which are qualified by prospectus for distribution to the public in Ontario and the other provinces and territories of Canada (**Retail Funds**); (ii) pooled funds, the securities of which are sold on a private placement basis in Ontario and certain other provinces and territories of Canada pursuant to prospectus exemptions contained in National Instrument 45-106 *Prospectus Exemptions (Pooled Funds)*; (iii) managed accounts of clients who have entered into investment management agreements with the Principal Adviser (**Managed Accounts**); and (iv) other Retail Funds, Pooled Funds and Managed Accounts that may be established in the future in respect of which the Principal Adviser engages a Sub-Adviser to provide portfolio advisory services (**Future Clients**) (each of the Retail Funds, Pooled Funds, Managed Accounts and Future Clients being referred to, individually, as a **Client** and, collectively, as the **Clients**.)
14. Clients may, as part of their investment program, invest in Contracts. The Principal Adviser acts, or will act, as a commodity trading manager in respect of such Clients.
15. In connection with the Principal Adviser acting as an adviser to Clients in respect of the purchase or sale of Contracts, the Principal Adviser has retained, or will retain, the respective Sub-Adviser, pursuant to a written agreement made between the Principal Adviser and each respective Sub-Adviser, to act as a sub-adviser to the Principal Adviser in respect of Contracts in which that Sub-Adviser has experience and expertise by exercising discretionary investment authority on behalf of the Principal Adviser, in respect of all or a portion of the assets of the investment portfolio of the respective Client, which may include discretionary authority to buy or sell Contracts for the Client (**Sub-Advisory Services**), provided that such investments are consistent with the investment objectives and strategies of the applicable Client.

16. Paragraph 22(1)(b) of the CFA prohibits a person or company from acting as an adviser unless the person or company is registered as an adviser under the CFA or is registered as a representative or as a partner or an officer of a registered adviser and is acting on behalf of such registered adviser.
17. By providing the Sub-Advisory Services, each Sub-Adviser and its Representatives will be engaging in, or holding themselves out as engaging in, the business of advising others in respect of Contracts and, in the absence of being granted the requested relief, would be required to register as an adviser or a representative of an adviser, as the case may be, under the CFA.
18. There is presently no rule or regulation under the CFA that provides an exemption from the adviser registration requirement in paragraph 22(1)(b) of the CFA that is similar to the exemption from the adviser registration requirement in subsection 25(3) of the *Securities Act (Ontario)*(the **OSA**) which is provided under section 8.26.1 of NI 31-103.
19. Each of the Sub-Advisers will only provide the Sub-Advisory Services as long as the Principal Adviser is, and remains, registered under the CFA as an adviser in the category of commodity trading manager.
20. The relationship among the Principal Adviser, any Sub-Adviser and any Client is, or will be, consistent with the requirements of section 8.26.1 of NI 31-103, namely that:
  - (a) the obligations and duties of each Sub-Adviser are, or will be, set out in a written agreement with the Principal Adviser;
  - (b) the Principal Adviser has entered into, or will enter into, a written contract with each Client, agreeing to be responsible for any loss that arises out of the failure of any 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 each 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**).
21. The written agreement between the Principal Adviser and each Sub-Adviser sets out, or will set out, the obligations and duties of each party in connection with the Sub-Advisory Services and permits, or will permit, the Principal Adviser to exercise the degree of supervision and control it is required to exercise over the applicable Sub-Adviser in respect of the Sub-Advisory Services.
22. The Principal Adviser will deliver to the Clients all applicable reports and statements required under applicable securities, commodity futures and derivatives legislation.
23. The prospectus or other offering document (in either case, the **Offering Document**) of each Client that is a Retail Fund or a Pooled Fund and for which the Principal Adviser engages one or more Sub-Advisers to provide the Sub-Advisory Services includes, or will include, the following disclosure (the **Required Disclosure**):
  - (a) a statement that the Principal Adviser is responsible for any loss that arises out of the failure of any Sub-Adviser to meet the Assumed Obligations; and
  - (b) a statement that there may be difficulty in enforcing any legal rights against the Sub-Advisers (or any of its Representatives) because the Sub-Advisers are resident outside of Canada and all or substantially all of their assets are situated outside of Canada.
24. The Required Disclosure is provided in writing prior to the purchasing of any Contracts for each Client that is a Managed Account for which the Principal Adviser engages a Sub-Adviser to provide the Sub-Advisory Services.

**AND UPON** the Commission being of the opinion that to do so would not be prejudicial to the public interest;

**IT IS ORDERED**, pursuant to section 80 of the CFA, that each Sub-Adviser and its Representatives is exempt from the adviser registration requirements in paragraph 22(1)(b) of the CFA when acting as a sub-adviser to the Principal Adviser in respect of the Sub-Advisory Services provided that at the time that such activities are engaged in:

- (a) the Principal Adviser is registered under the CFA as an adviser in the category of commodity trading manager;
- (b) the Sub-Adviser's head office or principal place of business is in a jurisdiction outside of Canada;

- (c) the Sub-Adviser is registered in a category of registration, or operates under an exemption from registration, under the commodity futures or other applicable legislation of the jurisdiction outside of Canada in which its head office or principal place of business is located, that permits it to carry on the activities in that jurisdiction that registration as an adviser under the CFA would permit it to carry on in Ontario;
- (d) the Sub-Adviser engages in the business of an adviser in respect of Contracts in the jurisdiction outside of Canada in which its head office or principal place of business is located;
- (e) the obligations and duties of the 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 Client, agreeing to be responsible for any loss that arises out of any failure of the Sub-Adviser to meet the Assumed Obligations;
- (g) the Offering Document of each Client that is a Retail Fund or Pooled Fund and for which the Principal Adviser engages the Sub-Adviser to provide the Sub-Advisory Services includes the Required Disclosure; and
- (h) the Required Disclosure was provided in writing prior to the purchasing of any Contracts for each Client that is a Managed Account for which the Principal Adviser engages the Sub-Adviser to provide the Sub-Advisory Services;

**AND IT IS FURTHER ORDERED** that this Order will terminate on the earliest of:

- (a) the expiry of any transition period as may be provided by law, after the effective date of the repeal of the CFA;
- (b) six months, or such other transition period as may be provided by law, after the coming into force of any amendment to Ontario commodity futures law (as defined in the CFA) or Ontario securities law (as defined in the OSA) that affects the ability of a Sub-Adviser to act as a sub-adviser to the Principal Adviser in respect of the Sub-Advisory Services; and
- (c) five years after the date of this Order.

Date: \_\_\_\_\_

"Garnet W. Fenn"  
Vice-Chair or Commissioner  
Ontario Securities Commission

"Poonam Puri"  
Vice-Chair or Commissioner  
Ontario Securities Commission

## 2.2.6 P/E Global LLC – s. 80 of the CFA

### Headnote

Section 80 of the Commodity Futures Act (Ontario) – Relief from the adviser registration requirement of paragraph 22(1)(b) of the CFA granted to a sub-adviser headquartered in a foreign jurisdiction in respect of advice regarding trades in commodity futures contracts and commodity futures options, subject to certain terms and conditions – Relief mirrors exemption available in section 8.26.1 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations made under the Securities Act (Ontario) – Relief is subject to a sunset clause.

### Applicable Legislative Provisions

Commodity Futures Act, R.S.O. 1990, c. C.20, as am., ss. 1(1), 22(1)(b) and 80.

Securities Act, R.S.O. 1990, c. S.5, as am., s. 25(3).

National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, s. 8.26.1.  
Ontario Securities Commission Rule 35-502 Non-Resident Advisers, s. 7.11.

**IN THE MATTER OF  
THE COMMODITY FUTURES ACT,  
R.S.O. 1990, CHAPTER C.20, AS AMENDED  
(the CFA)**

**AND**

**IN THE MATTER OF  
P/E GLOBAL LLC**

**ORDER  
(Section 80 of the CFA)**

**UPON** the application (the **Application**) of P/E Global LLC (the **Applicant**) to the Ontario Securities Commission (the **Commission**) for an order, pursuant to section 80 of the CFA (the **Order**), that the Applicant, and any individuals engaging in, or holding themselves out as engaging in, the business of advising others as to trading in Foreign Contracts (as defined below) on the Applicant's behalf (the **Representatives**), be exempt, for a specified period of time, from the adviser registration requirement in paragraph 22(1)(b) of the CFA when acting as a sub-adviser to Ninepoint Partners LP (the **Principal Adviser**) in respect of the Ninepoint FX Strategy Fund (the **Fund**) and such future investment funds as may be established by the Principal Adviser or other publicly offered investment funds for which the Applicant may act as a sub-adviser (collectively with the Fund, the **Funds**), subject to certain terms and conditions;

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

**AND WHEREAS** for the purposes of this Order:

**CFA Adviser Registration Requirement** means the requirement in paragraph 22(1)(b) of the CFA that prohibits a person or company from acting as an adviser with respect to trading in Contracts unless the person or company is registered in the appropriate category of registration under the CFA;

**CFTC** means the Commodity Futures Trading Commission of the United States;

**Contract** has the meaning ascribed to that term in subsection 1(1) of the CFA;

**Foreign Contract** means a Contract that is primarily traded on one or more organized exchanges that are located outside of Canada and primarily cleared through one or more clearing corporations that are located outside of Canada;

**International Adviser Exemption** means the exemption set out in section 8.26 of NI 31-103 from the OSA Adviser Registration Requirement;

**NFA** means National Futures Association of the United States;

**NI 81-102** means National Instrument 81-102 – *Investment Funds*, as amended from time to time;

**NI 31-103** means National Instrument 31-103 – *Registration Requirements, Exemptions and Ongoing Registrant Obligations*, as amended from time to time;

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

**OSA Adviser Registration Requirement** means the requirement in the OSA that prohibits a person or company from engaging in or holding himself, herself or itself out as engaging in the business of advising others as to the investing in or the buying or selling of securities, unless the person or company is registered in the appropriate category of registration under the OSA;

**Permitted Client** means a client in Ontario that is a "permitted client", as that term is defined in section 1.1 of NI 31-103, except that for purposes of this Order such definition shall exclude a person or company registered as an adviser or dealer under the securities or derivatives legislation, including commodity futures legislation, of a jurisdiction of Canada;

**SEC** means the Securities and Exchange Commission of the United States;

**specified affiliate** has the meaning ascribed to that term in Form 33-109F6 to National Instrument 33-109 *Registration Information*; and

**United States** means the United States of America.

**AND UPON** the Applicant having represented to the Commission that:

1. The Applicant is a limited liability company incorporated under the laws of the State of Delaware, U.S.A. The head office of the Applicant is located in Boston, Massachusetts.
2. The Applicant is registered in the United States as an investment adviser with the SEC under the *Investment Advisers Act of 1940*, as amended, as a commodity trading adviser (**CTA**) and a commodity pool operator (**CPO**) with the CFTC and is a member of the NFA. The Applicant has claimed a CFTC Rule 4.7 exemption as a CTA and CPO pursuant to which the Applicant is subject to reduced disclosure and recordkeeping requirements with respect to certain qualified eligible person accounts and pools.
3. The Applicant provides investment advisory and portfolio management services on a discretionary basis to persons that are "qualified eligible persons" under CFTC rules, high net worth individuals, banking or thrift institutions, pension and profit sharing plans, pooled investment vehicles, charitable organizations, foundations, investment companies, corporations, trusts and other business entities, and state or municipal government entities.
4. The investment strategies utilized by the Applicant may invest in futures (primarily foreign exchange (**FX**), government bond and equity index futures), forwards, swaps, U.S. Treasury bills, money market securities, foreign currencies, cash or cash equivalents.
5. The Applicant is authorized by the CFTC and SEC to advise on, *inter alia*, securities, options, futures, swaps, forward rate agreements and any other derivative contracts.
6. The Applicant is not registered under the OSA or the CFA in Ontario or under the securities legislation or derivatives legislation, including commodity futures legislation, of any other jurisdiction of Canada.
7. On December 22, 2017, the Applicant was granted an exemption (the **BC Order**) from the adviser registration requirement of the securities legislation of British Columbia so that the adviser registration requirement does not apply to the Applicant and the Representatives acting on the Applicant's behalf, subject to certain terms and conditions. The BC Order is also being relied upon in Alberta, Saskatchewan, New Brunswick and Nova Scotia pursuant to Multilateral Instrument 11-102 *Passport System*.
8. On May 8, 2018, an exemption order from the CFA Adviser Registration Requirement was granted by the Commission so that the CFA Adviser Registration Requirement does not apply to the Applicant and the Representatives acting on the Applicant's behalf, subject to certain terms and conditions (the **Ontario Order**).
9. On June 22, 2018, the Applicant was granted an exemption from the adviser registration requirement of the securities legislation of Manitoba so that the adviser registration requirement does not apply to the Applicant and the Representatives acting on the Applicant's behalf, subject to certain terms and conditions (the **Manitoba Order** and together with the BC Order and the Ontario Order, collectively, the **Previous Orders**).
10. Pursuant to the Previous Orders, the Applicant is permitted to provide advice as to trading in Foreign Contracts and managing trading in Foreign Contracts through discretionary authority to investors that qualify as Permitted Clients. However, any person or company registered as an adviser or dealer under the securities legislation or derivatives legislation, including commodity futures legislation, of a jurisdiction of Canada is specifically excluded from the definition of Permitted Client for the purposes of the Previous Orders.

11. The Applicant is not in default of the securities legislation or derivatives legislation, including commodity futures legislation, of any jurisdiction of Canada. The Applicant is also in compliance in all material respects with the securities legislation, commodity futures legislation and derivatives legislation of the United States.
12. The Principal Adviser is a limited partnership formed under the *Limited Partnerships Act* (Ontario).
13. The Principal Adviser is registered under securities law as an Investment Fund Manager in Ontario, Québec and Newfoundland and Labrador and as an adviser in the category of Portfolio Manager in all provinces of Canada other than Québec and Prince Edward Island and as a dealer in the category of Exempt Market Dealer in all provinces of Canada other than Prince Edward Island. The Principal Adviser is registered as a commodity trading manager under the CFA.
14. The Applicant is not an affiliate of the Principal Adviser.
15. The Principal Adviser is not in default of the securities legislation or derivatives legislation, including commodity futures legislation, of any jurisdiction of Canada.
16. The Principal Adviser is or will be the investment fund manager of and/or provides or will provide investment advice and/or discretionary portfolio management services in Ontario to the Funds.
17. The Funds may, as part of their investment strategies, invest in Contracts. The Principal Adviser acts or will act as a portfolio manager in respect of such Funds.
18. In connection with the Principal Adviser acting as portfolio adviser to the Funds in respect of the purchase or sale of Foreign Contracts the Principal Adviser, pursuant to a written agreement, has retained, or will retain, the Applicant to act as a sub-adviser to the Principal Adviser in respect of the purchase and sale of Foreign Contracts in which the Applicant has experience and expertise by exercising discretionary authority on behalf of the Principal Adviser, in respect of all or a portion of the assets of the investment portfolio of the respective Funds, including discretionary authority to buy or sell Foreign Contracts for the Funds (the **Sub-Advisory Services**), provided that such investments are consistent with the investment objectives and strategies of the applicable Fund.
19. The written agreement between the Principal Adviser and the Applicant sets out (or will set out) the obligations and duties of each party in connection with the Sub-Advisory Services and requires (or will require) the Principal Adviser to exercise the degree of supervision and control it is required to exercise over the Applicant in respect of the Sub-Advisory Services.
20. The relationship among the Principal Adviser, the Applicant and any Fund will be consistent with the requirements of section 8.26.1 of NI 31-103.
21. The CFA Adviser Registration Requirement prohibits a person or company from acting as an adviser unless the person or company is registered as an adviser under the CFA, or is registered as a representative or as partner or an officer of a CFA registered adviser and is acting on behalf of a CFA registered adviser.
22. By providing the Sub-Advisory Services, the Applicant and each of its Representatives will be engaging in, or holding himself, herself or itself out as engaging in, the business of advising others in respect of Foreign Contracts and, in the absence of being granted the requested relief, would be required to register as an adviser or representative of an adviser under the CFA.
23. There is currently no rule or regulation under the CFA that provides an exemption from the CFA Adviser Registration Requirement that is similar to the exemption from the adviser registration requirement in subsection 25(3) of the OSA that is provided under section 8.26.1 of NI 31-103.
24. The Principal Adviser will deliver to the Funds all applicable reports and statements required under applicable securities, commodity futures and derivatives legislation.
25. The Applicant will only provide the Sub-Advisory Services to the Principal Adviser as long as the Principal Adviser is, and remains, registered under the CFA as an adviser in the category of commodity trading manager.
26. The relationship among the Principal Adviser, the Applicant and the Funds will be consistent with the requirements of section 8.26.1 of NI 31-103 and specifically:
  - (i) the obligations and duties of the Applicant in connection with the Sub-Advisory Services are (or will be) set out in a written agreement with the Principal Adviser; and
  - (ii) the Principal Adviser has and will enter into a written agreement with each Fund, agreeing to be responsible for any loss that arises out of the failure of the Applicant to exercise:

- (a) the powers and discharge the duties of its office honestly, in good faith and in the best interests of the Principal Adviser and each Fund; or
  - (b) the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances (this obligation, together with the obligation in subparagraph (i), the **Assumed Obligations**).
27. The prospectus or other offering document, if any, for each Fund for which the Principal Adviser engages the Applicant to provide the Sub-Advisory Services will include the following disclosure (the **Required Disclosure**):
- (i) a statement that the Principal Adviser is responsible for any loss that arises out of the failure of the Applicant to meet the Assumed Obligations; and
  - (ii) a statement that there may be difficulty in enforcing any legal rights against the Applicant (or any of its Representatives) because the Applicant is resident outside of Canada and all or substantially all of its assets are situated outside of Canada.
28. There is currently no rule or regulation under the CFA that provides an exemption from the adviser registration requirement in paragraph 22(1)(b) of the CFA that is similar to the exemption from the adviser registration requirement in section 25(3) of the OSA, which is provided under section 8.26.1 of NI 31-103. Consequently, in order for the Applicant and its Representatives to provide the Sub-Advisory Services to the Principal Adviser in the absence of this Order, the Applicant would be required to satisfy the CFA Adviser Registration Requirement by applying for and obtaining registration in Ontario as an adviser under the CFA in the category of commodity trading manager.
29. In connection with the Ontario Order, the Applicant has previously submitted to the Commission a completed *Submission to Jurisdiction and Appointment of Agent for Service* substantially in the form attached as Appendix A to this Order.
30. To the best of the Applicant's knowledge, the Applicant confirms that there are currently no regulatory actions of the type contemplated by the Notice of Regulatory Action attached as Appendix B to this Order, except as otherwise disclosed to the Commission.
31. The Applicant has complied with, and is currently in compliance with, all of the terms and conditions of the Previous Orders.
- AND UPON** being satisfied that it would not be prejudicial to the public interest for the Commission to make this Order.
- IT IS ORDERED**, pursuant to section 80 of the CFA, that the Applicant and the Representatives are exempt from the adviser registration requirement in paragraph 22(1)(b) of the CFA in respect of providing Sub-Advisory Services to the Principal Adviser in respect of all or a portion of the assets of the investment portfolio of the respective Funds, including discretionary authority to buy or sell Foreign Contracts for the Funds, provided that:
- (a) the Applicant provides Sub-Advisory Services to the Principal Adviser only as to trading in Foreign Contracts and does not advise any Permitted Client as to trading in Contracts that are not Foreign Contracts, unless providing such advice is incidental to its providing advice on Foreign Contracts;
  - (a) the Applicant's head office or principal place of business remains in the United States;
  - (b) the Applicant is registered in a category of registration, or operates under an exemption from registration, under the applicable securities legislation or commodity futures legislation of the United States, that permits it to carry on the activities in the United States that registration as an adviser under the CFA in the category of commodity trading manager would permit it to carry on in Ontario;
  - (c) the Applicant continues to engage in the business of an adviser, as defined in the CFA, in the United States;
  - (d) as at the end of the Applicant's most recently completed financial year, not more than 10% of the aggregate consolidated gross revenue of the Applicant, its affiliates, and its affiliated partnerships (excluding the gross revenue of an affiliate or affiliated partnership of the Applicant 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 Applicant, its affiliates, and its affiliated partnerships in Canada (which, for greater certainty, includes both securities-related and commodity futures-related activities);
  - (e) before advising the Principal Adviser with respect to Foreign Contracts, the Applicant notifies the Principal Adviser of all of the following:
    - (i) the Applicant is not registered in Ontario to provide the advice described under paragraph (a) of this Order;

- (ii) the foreign jurisdiction in which the Applicant's head office or principal place of business is located;
  - (iii) all, or substantially all, of the Applicant's assets may be situated outside of Canada;
  - (iv) there may be difficulty enforcing legal rights against the Applicant because of the above; and
  - (v) the name and address of the Applicant's agent for service of process in Ontario;
- (f) the Applicant submits to the Commission an amended *Submission to Jurisdiction and Appointment of Agent for Service* in the form attached as Appendix A within 10 days of any change to the information contained in the *Submission to Jurisdiction and Appointment of Agent for Service* currently on file with the Commission;
- (g) the Applicant notifies the Commission of any regulatory action initiated after the date of this Order with respect to the Applicant or, to the best of the Applicant's knowledge and after reasonable inquiry, any predecessors or the specified affiliates of the Applicant by filing Appendix B within 10 days of the commencement of each such action; and
- (h) if the Applicant is not subject to the requirement to pay a participation fee in Ontario because it is not registered under the OSA and does not rely on the International Adviser Exemption, by December 31<sup>st</sup> of each year, the Applicant pays 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 Commission Rule 13-502 *Fees* as if the Applicant relied on the International Adviser Exemption; and

**IT IS FURTHER ORDERED** that this Order will terminate on the earliest of:

- (a) the expiry of any transition period as may be provided by law, after the effective date of the repeal of the CFA;
- (b) six months, or such other transition period as may be provided by law, after the coming into force of any amendment to Ontario commodity futures law (as defined in the CFA) or Ontario securities law (as defined in the OSA) that affects the ability of the Applicant to act as an adviser to a Permitted Client; and
- (c) five years after the date of this Order.

**DATED** at Toronto, Ontario this 8th day of November, 2019.

"Heather Zordel"  
Commissioner  
Ontario Securities Commission

"Mary Anne De Monte-Whelan"  
Commissioner  
Ontario Securities Commission

## APPENDIX A

### SUBMISSION TO JURISDICTION AND APPOINTMENT OF AGENT FOR SERVICE INTERNATIONAL DEALER OR INTERNATIONAL ADVISER EXEMPTED FROM REGISTRATION UNDER THE COMMODITY FUTURES ACT (ONTARIO)

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 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* (the "Relief Order"):

Section 8.18 [international dealer]  
 Section 8.26 [international adviser]  
 Other
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 the Relief Order, 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.

Dated: \_\_\_\_\_

(Signature of the International Firm or authorized signatory)

(Name and Title of authorized signatory)

**Acceptance**

The undersigned accepts the appointment as Agent for Service of \_\_\_\_\_ under the terms and conditions of the foregoing Submission to Jurisdiction and Appointment of Agent for Service.

Dated: \_\_\_\_\_

(Signature of Agent for Service or authorized signatory)

(Name and Title of authorized 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.gov.on.ca/filings>

## APPENDIX B

NOTICE OF REGULATORY ACTION<sup>1</sup>

1. Has the firm, or any predecessors or specified affiliates of the firm entered into a settlement agreement with any financial services regulator, securities or derivatives exchange, self-regulatory organization (SRO) or similar agreement with any financial services regulator, securities or derivatives exchange, SRO or similar organization?

Yes \_\_\_\_\_ No \_\_\_\_\_ ✓

If yes, provide the following information for each settlement agreement:

Name of entity
Regulator/organization
Date of settlement (yyyy/mm/dd)
Details of settlement
Jurisdiction

2. Has any financial services regulator, securities or derivatives exchange, SRO or similar organization:

	Yes	No
(a) Determined that the firm, or any predecessors or specified affiliates of the firm violated any securities regulations or any rules of a securities or derivatives exchange, SRO or similar organization?		
(b) Determined that the firm, or any predecessors or specified affiliates of the firm made a false statement or omission?		
(c) Issued a warning or requested an undertaking by the firm, or any predecessors or specified affiliates of the firm?		
(d) Suspended or terminated any registration, licensing or membership of the firm, or any predecessors or specified affiliates of the firm?		
(e) Imposed terms or conditions on any registration or membership of the firm, or predecessors or specified affiliates of the firm?		
(f) Conducted a proceeding or investigation involving the firm, or any predecessors or specified affiliates of the firm?		
(g) Issued an order (other than an exemption order) or a sanction to the firm, or any predecessors or specified affiliates of the firm for securities or derivatives-related activity (e.g. cease trade order)?		

If yes, provide the following information for each action:

Name of entity	
Type of action	
Regulator/organization	
Date of action (yyyy/mm/dd)	Reason for action
Jurisdiction	

<sup>1</sup> Terms defined for the purposes of Form 33-506F6 Firm Registration to Ontario Securities Commission Rule 33-506 (*Commodity Futures Act*) *Registration Information* have the same meaning if used in this Appendix except that any reference to "firm" means the person or company relying on relief from the requirement to register as an adviser or dealer under the *Commodity Futures Act* (Ontario).

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**Decisions, Orders and Rulings**

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3. Is the firm aware of any ongoing investigation of which the firm or any of its specified affiliates is the subject?

Yes \_\_\_\_\_ No  \_\_\_\_\_

If yes, provide the following information for each action:

Name of entity
Reason or purpose of investigation
Regulator/organization
Date investigation commenced (yyyy/mm/dd)
Jurisdiction

Name of firm
Name of firm's authorized signing officer or partner
Title of firm's authorized signing officer or partner
Signature
Date (yyyy/mm/dd)

***Witness***

The witness must be a lawyer, notary public or commissioner of oaths.

Name of witness
Title of witness
Signature
Date (yyyy/mm/dd)

This form is to be submitted through the Ontario Securities Commission's Electronic Filing Portal:

<https://www.osc.gov.on.ca/filings>

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## Chapter 4

### Cease Trading Orders

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#### 4.1.1 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
Captor Capital Corp.	06 August 2019	04 November 2019
Chemesis International Inc.	01 November 2019	06 November 2019
Cotinga Pharmaceuticals Inc.	04 October 2019	05 November 2019
eQube Gaming Limited	05 November 2019	
Evolving Gold Corp.	02 August 2019	05 November 2019
Resource Capital Gold Corp.	01 November 2019	

#### 4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders

Company Name	Date of Order	Date of Lapse
Voyager Digital (Canada) Ltd.	05 November 2019	

#### 4.2.2 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		

Company Name	Date of Order	Date of Lapse
CannTrust Holdings Inc.	15 August 2019	
Voyager Digital (Canada) Ltd.	05 November 2019	

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## **Chapter 7**

# **Insider Reporting**

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This chapter is available in the print version of the OSC Bulletin, as well as as in Carswell's internet service SecuritiesSource (see [www.carswell.com](http://www.carswell.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](http://www.sedi.ca)).



# Chapter 11

## IPOs, New Issues and Secondary Financings

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### INVESTMENT FUNDS

**Issuer Name:**

Fidelity Canadian Disciplined Equity® Class  
Fidelity Canadian Growth Company Class  
Fidelity Canadian Large Cap Class  
Fidelity Canadian Opportunities Class  
Fidelity Dividend Class  
Fidelity Greater Canada Class  
Fidelity Dividend Plus Class  
Fidelity Special Situations Class  
Fidelity True North® Class  
Fidelity North American Equity Class  
Fidelity CanAm Opportunities Class  
Fidelity CanAm Opportunities Currency Neutral Class  
Fidelity American Disciplined Equity® Class  
Fidelity American Disciplined Equity® Currency Neutral Class  
Fidelity American Equity Class  
Fidelity American Equity Currency Neutral Class  
Fidelity U.S. Focused Stock Class  
Fidelity U.S. Focused Stock Currency Neutral Class  
Fidelity Small Cap America Class  
Fidelity Small Cap America Currency Neutral Class  
Fidelity U.S. All Cap Class  
Fidelity U.S. All Cap Currency Neutral Class  
Fidelity Event Driven Opportunities Class  
Fidelity Event Driven Opportunities Currency Neutral Class  
Fidelity AsiaStar® Class  
Fidelity China Class  
Fidelity Emerging Markets Class  
Fidelity Europe Class  
Fidelity Far East Class  
Fidelity Global Class  
Fidelity Global Disciplined Equity® Class  
Fidelity Global Disciplined Equity® Currency Neutral Class  
Fidelity Global Dividend Class  
Fidelity Global Large Cap Class  
Fidelity Global Large Cap Currency Neutral Class  
Fidelity Global Concentrated Equity Class  
Fidelity Global Small Cap Class  
Fidelity International Disciplined Equity® Class  
Fidelity International Disciplined Equity® Currency Neutral Class  
Fidelity Japan Class  
Fidelity NorthStar® Class  
Fidelity NorthStar® Currency Neutral Class  
Fidelity International Growth Class  
Fidelity Global Intrinsic Value Class  
Fidelity Global Intrinsic Value Currency Neutral Class  
Fidelity Insights Class  
Fidelity Insights Currency Neutral Class  
Fidelity Global Innovators® Class  
Fidelity Global Innovators® Currency Neutral Class  
Fidelity FoundersTM Class  
Fidelity FoundersTM Currency Neutral Class  
Fidelity Global Growth and Value Class

Fidelity Global Growth and Value Currency Neutral Class  
Fidelity Global Consumer Industries Class  
Fidelity Global Financial Services Class  
Fidelity Global Health Care Class  
Fidelity Global Natural Resources Class  
Fidelity Global Real Estate Class  
Fidelity Technology Innovators Class (formerly Fidelity Global Technology Class)  
Fidelity Global Telecommunications Class  
Fidelity Canadian Asset Allocation Class  
Fidelity Canadian Balanced Class  
Fidelity Monthly Income Class  
Fidelity Income Class Portfolio  
Fidelity Global Income Class Portfolio  
Fidelity Balanced Class Portfolio  
Fidelity Global Balanced Class Portfolio  
Fidelity Growth Class Portfolio  
Fidelity Global Growth Class Portfolio  
Fidelity Canadian Short Term Income Class  
Fidelity Corporate Bond Class  
Fidelity Canadian Equity Private Pool  
Fidelity Concentrated Canadian Equity Private Pool  
Fidelity U.S. Equity Private Pool  
Fidelity U.S. Equity Currency Neutral Private Pool  
Fidelity International Equity Private Pool  
Fidelity International Equity Currency Neutral Private Pool  
Fidelity Global Equity Private Pool  
Fidelity Global Equity Currency Neutral Private Pool  
Fidelity Concentrated Value Private Pool  
Fidelity Balanced Income Private Pool  
Fidelity Balanced Income Currency Neutral Private Pool  
Fidelity Balanced Private Pool  
Fidelity Balanced Currency Neutral Private Pool  
Fidelity Asset Allocation Private Pool  
Fidelity Asset Allocation Currency Neutral Private Pool  
Fidelity Premium Fixed Income Private Pool Class  
Principal Regulator - Ontario

**Type and Date:**

Amendment #1 to Final Simplified Prospectus dated November 1, 2019  
Received on November 5, 2019

**Offering Price and Description:**

-

**Underwriter(s) or Distributor(s):**

Fidelity Investments Canada ULC

**Promoter(s):**

Fidelity Investments Canada ULC

Project #2875188

<b>Issuer Name:</b> Horizons Active A.I. Global Equity ETF Principal Regulator - Ontario	<b>Issuer Name:</b> Fidelity Canadian Disciplined Equity® Class Fidelity Canadian Growth Company Class Fidelity Canadian Large Cap Class Fidelity Canadian Opportunities Class Fidelity Dividend Class Fidelity Greater Canada Class Fidelity Dividend Plus Class Fidelity Special Situations Class Fidelity True North® Class Fidelity North American Equity Class Fidelity CanAm Opportunities Class Fidelity CanAm Opportunities Currency Neutral Class Fidelity American Disciplined Equity® Class Fidelity American Disciplined Equity® Currency Neutral Class Fidelity American Equity Class Fidelity American Equity Currency Neutral Class Fidelity U.S. Focused Stock Class Fidelity U.S. Focused Stock Currency Neutral Class Fidelity Small Cap America Class Fidelity Small Cap America Currency Neutral Class Fidelity U.S. All Cap Class Fidelity U.S. All Cap Currency Neutral Class Fidelity Event Driven Opportunities Class Fidelity Event Driven Opportunities Currency Neutral Class Fidelity AsiaStar® Class Fidelity China Class Fidelity Emerging Markets Class Fidelity Europe Class Fidelity Far East Class Fidelity Global Class Fidelity Global Disciplined Equity® Class Fidelity Global Disciplined Equity® Currency Neutral Class Fidelity Global Dividend Class Fidelity Global Large Cap Class Fidelity Global Large Cap Currency Neutral Class Fidelity Global Concentrated Equity Class Fidelity Global Small Cap Class Fidelity International Disciplined Equity® Class Fidelity International Disciplined Equity® Currency Neutral Class Fidelity Japan Class Fidelity NorthStar® Class Fidelity NorthStar® Currency Neutral Class Fidelity International Growth Class Fidelity Global Intrinsic Value Class Fidelity Global Intrinsic Value Currency Neutral Class Fidelity Insights Class Fidelity Insights Currency Neutral Class Fidelity Global Innovators® Class Fidelity Global Innovators® Currency Neutral Class Fidelity FoundersTM Class Fidelity FoundersTM Currency Neutral Class Fidelity Global Growth and Value Class Fidelity Global Growth and Value Currency Neutral Class Fidelity Global Consumer Industries Class Fidelity Global Financial Services Class Fidelity Global Health Care Class Fidelity Global Natural Resources Class Fidelity Global Real Estate Class Fidelity Technology Innovators Class (formerly Fidelity Global Technology Class)
<b>Type and Date:</b> Amendment #1 to Final Long Form Prospectus dated November 6, 2019	
Received on November 8, 2019	
<b>Offering Price and Description:</b>	
-	
<b>Underwriter(s) or Distributor(s):</b>	
N/A	
<b>Promoter(s):</b>	
N/A	
<b>Project #</b> 2862187	
<b>Issuer Name:</b> Horizons Robotics and Automation Index ETF Horizons Blockchain Technology & Hardware Index ETF Horizons Global Sustainability Leaders Index ETF Horizons Industry 4.0 Index ETF Principal Regulator - Ontario	
<b>Type and Date:</b> Amendment #1 dated November 4, 2019 to Final Long Form Prospectus dated April 10, 2019	
Received on November 5, 2019	
<b>Offering Price and Description:</b>	
-	
<b>Underwriter(s) or Distributor(s):</b>	
-	
<b>Promoter(s):</b>	
Horizons ETFs Management (Canada) Inc.	
<b>Project #</b> 2881931	
<b>Issuer Name:</b> Canadian Imperial Bank of Commerce Principal Regulator - Ontario	
<b>Type and Date:</b> Final Shelf Prospectus (NI 44-102) dated November 5, 2019	
NP 11-202 Receipt dated November 6, 2019	
<b>Offering Price and Description:</b>	
\$5,000,000,000. - Medium Term Notes (Principal at Risk Structured Notes)	
<b>Underwriter(s) or Distributor(s):</b>	
CIBC World Markets Inc. Desjardins Securities Inc. Industrial Alliance Securities Inc. Laurentian Bank Securities Inc. Manulife Securities Incorporated National Bank Financial Inc. Richardson GMP Limited Raymond James Ltd. Echelon Wealth Partners Inc.	
<b>Promoter(s):</b>	
N/A	
<b>Project #</b> 2973090	

Fidelity Global Telecommunications Class  
Fidelity Canadian Asset Allocation Class  
Fidelity Canadian Balanced Class  
Fidelity Monthly Income Class  
Fidelity Income Class Portfolio  
Fidelity Global Income Class Portfolio  
Fidelity Balanced Class Portfolio  
Fidelity Global Balanced Class Portfolio  
Fidelity Growth Class Portfolio  
Fidelity Global Growth Class Portfolio  
Fidelity Canadian Short Term Income Class  
Fidelity Corporate Bond Class  
Fidelity Canadian Equity Private Pool  
Fidelity Concentrated Canadian Equity Private Pool  
Fidelity U.S. Equity Private Pool  
Fidelity U.S. Equity Currency Neutral Private Pool  
Fidelity International Equity Private Pool  
Fidelity International Equity Currency Neutral Private Pool  
Fidelity Global Equity Private Pool  
Fidelity Global Equity Currency Neutral Private Pool  
Fidelity Concentrated Value Private Pool  
Fidelity Balanced Income Private Pool  
Fidelity Balanced Income Currency Neutral Private Pool  
Fidelity Balanced Private Pool  
Fidelity Balanced Currency Neutral Private Pool  
Fidelity Asset Allocation Private Pool  
Fidelity Asset Allocation Currency Neutral Private Pool  
Fidelity Premium Fixed Income Private Pool Class  
Principal Regulator - Ontario

**Type and Date:**

Amendment #1 to Final Simplified Prospectus dated November 1, 2019  
NP 11-202 Receipt dated November 7, 2019

**Offering Price and Description:**

- **Underwriter(s) or Distributor(s):**

Fidelity Investments Canada ULC

**Promoter(s):**

Fidelity Investments Canada ULC

**Project #2875188**

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**Issuer Name:**

Horizons Robotics and Automation Index ETF  
Horizons Blockchain Technology & Hardware Index ETF  
Horizons Global Sustainability Leaders Index ETF  
Horizons Industry 4.0 Index ETF  
Principal Regulator - Ontario

**Type and Date:**

Amendment #1 to Final Long Form Prospectus dated November 4, 2019  
NP 11-202 Receipt dated November 11, 2019

**Offering Price and Description:**

- **Underwriter(s) or Distributor(s):**

N/A

**Promoter(s):**

Horizons ETFs Management (Canada) Inc.

**Project #2881931**

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**Issuer Name:**

Vertex Canadian Equity Alpha Fund  
Vertex Liquid Alternative Fund  
Vertex Liquid Alternative Fund Plus  
Vertex Bond Alpha Fund  
Vertex U.S. Equity Alpha Fund  
Principal Regulator - British Columbia

**Type and Date:**

Amendment #3 to Final Simplified Prospectus dated January 11, 2019  
NP 11-202 Receipt dated November 8, 2019

**Offering Price and Description:**

-

**Underwriter(s) or Distributor(s):**

N/A

**Promoter(s):**

Vertex One Asset Management Inc.

**Project #2831383**

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**Issuer Name:**

Fidelity American Balanced Currency Neutral Fund  
Fidelity American Balanced Fund  
Fidelity American Disciplined Equity Currency Neutral Fund  
Fidelity American Disciplined Equity Fund  
Fidelity American Equity Fund  
Fidelity American Equity Systematic Currency Hedged Fund  
Fidelity American High Yield Currency Neutral Fund  
Fidelity American High Yield Fund  
Fidelity AsiaStar Fund  
Fidelity Balanced Managed Risk Portfolio  
Fidelity Balanced Portfolio  
Fidelity Canadian Asset Allocation Fund  
Fidelity Canadian Balanced Fund  
Fidelity Canadian Bond Fund  
Fidelity Canadian Disciplined Equity Fund  
Fidelity Canadian Equity Multi-Asset Base Fund (formerly Fidelity Canadian Equity Investment Trust)  
Fidelity Canadian Focused Equity Multi-Asset Base Fund (formerly Fidelity Canadian Focused Equity Investment Trust)  
Fidelity Canadian Fundamental Equity Multi-Asset Base Fund  
Fidelity Canadian Growth Company Fund  
Fidelity Canadian High Dividend Index ETF Fund  
Fidelity Canadian High Quality Index ETF Fund  
Fidelity Canadian Large Cap Fund  
Fidelity Canadian Low Volatility Index ETF Fund  
Fidelity Canadian Money Market Fund  
Fidelity Canadian Money Market Investment Trust  
Fidelity Canadian Opportunities Fund  
Fidelity Canadian Real Return Bond Index Multi-Asset Base Fund (formerly Fidelity Canadian Real Return Bond Index Invest)  
Fidelity Canadian Short Term Bond Fund  
Fidelity Canadian Short Term Fixed Income Multi-Asset Base Fund (formerly Fidelity Canadian Short Term Fixed Income Inve)  
Fidelity China Fund  
Fidelity ClearPath 2005 Portfolio  
Fidelity ClearPath 2010 Portfolio  
Fidelity ClearPath 2015 Portfolio  
Fidelity ClearPath 2020 Portfolio  
Fidelity ClearPath 2025 Portfolio  
Fidelity ClearPath 2030 Portfolio  
Fidelity ClearPath 2035 Portfolio  
Fidelity ClearPath 2040 Portfolio  
Fidelity ClearPath 2045 Portfolio  
Fidelity ClearPath 2050 Portfolio  
Fidelity ClearPath 2055 Portfolio  
Fidelity ClearPath Income Portfolio  
Fidelity ClearPath® 2060 Portfolio  
Fidelity Concentrated Canadian Equity Multi-Asset Base Fund (formerly Fidelity Concentrated Canadian Equity Investment)  
Fidelity Concentrated Value Investment Trust  
Fidelity Conservative Income Fund  
Fidelity Conservative Income Private Pool  
Fidelity Conservative Managed Risk Portfolio  
Fidelity Convertible Securities Multi-Asset Base Fund (formerly Fidelity Convertible Securities Investment Trust)  
Fidelity Corporate Bond Fund  
Fidelity Dividend Fund  
Fidelity Dividend Multi-Asset Base Fund (formerly Fidelity Dividend Investment Trust)  
Fidelity Dividend Plus Fund (formerly Fidelity Income Trust Fund)  
Fidelity Emerging Markets Debt Multi-Asset Base Fund (formerly Fidelity Emerging Markets Debt Investment Trust)  
Fidelity Emerging Markets Equity Multi-Asset Base Fund (formerly Fidelity Emerging Markets Equity Investment Trust)  
Fidelity Emerging Markets Fund  
Fidelity Emerging Markets Local Currency Debt Multi-Asset Base Fund (formerly Fidelity Emerging Markets Local Currency)  
Fidelity Europe Fund  
Fidelity Event Driven Opportunities Fund  
Fidelity Far East Fund  
Fidelity Floating Rate High Income Currency Neutral Fund  
Fidelity Floating Rate High Income Fund  
Fidelity Floating Rate High Income Multi-Asset Base Fund (formerly Fidelity Floating Rate High Income Investment Trust)  
Fidelity Founders Investment Trust  
Fidelity Frontier Emerging Markets Fund (formerly Fidelity Latin America Fund)  
Fidelity Global Asset Allocation Currency Neutral Private Pool  
Fidelity Global Asset Allocation Fund  
Fidelity Global Asset Allocation Private Pool  
Fidelity Global Balanced Portfolio  
Fidelity Global Bond Currency Neutral Fund  
Fidelity Global Bond Currency Neutral Multi-Asset Base Fund (formerly Fidelity Global Bond Currency Neutral Investment)  
Fidelity Global Bond Fund  
Fidelity Global Bond Multi-Asset Base Fund (formerly Fidelity Global Bond Investment Trust)  
Fidelity Global Concentrated Equity Currency Neutral Fund  
Fidelity Global Concentrated Equity Fund (formerly Fidelity Global Opportunities Fund)  
Fidelity Global Consumer Industries Fund  
Fidelity Global Credit Ex-U.S. Investment Trust  
Fidelity Global Disciplined Equity Currency Neutral Fund  
Fidelity Global Disciplined Equity Fund  
Fidelity Global Dividend Fund  
Fidelity Global Dividend Investment Trust  
Fidelity Global Equity Investment Trust  
Fidelity Global Financial Services Fund  
Fidelity Global Fund  
Fidelity Global Growth and Value Investment Trust (formerly, Fidelity Core Global Equity Investment Trust)  
Fidelity Global Growth Portfolio  
Fidelity Global Health Care Fund  
Fidelity Global High Yield Multi-Asset Base Fund (formerly Fidelity Global High Yield Investment Trust)  
Fidelity Global Income Portfolio  
Fidelity Global Innovators Investment Trust  
Fidelity Global Intrinsic Value Investment Trust  
Fidelity Global Large Cap Fund  
Fidelity Global Monthly Income Currency Neutral Fund  
Fidelity Global Monthly Income Fund  
Fidelity Global Natural Resources Fund  
Fidelity Global Real Estate Fund

Fidelity Global Real Estate Multi-Asset Base Fund (formerly Fidelity Global Real Estate Investment Trust)	Fidelity U.S. Dividend Currency Neutral Fund
Fidelity Global Small Cap Fund	Fidelity U.S. Dividend for Rising Rates Currency Neutral Index ETF Fund
Fidelity Global Telecommunications Fund	Fidelity U.S. Dividend for Rising Rates Index ETF Fund
Fidelity Greater Canada Fund	Fidelity U.S. Dividend Fund
Fidelity Growth Portfolio	Fidelity U.S. Dividend Investment Trust
Fidelity High Income Commercial Real Estate Multi-Asset Base Fund (formerly Fidelity High Income Commercial Real Estate)	Fidelity U.S. Dividend Private Pool
Fidelity Income Allocation Fund	Fidelity U.S. Dividend Registered Fund
Fidelity Income Portfolio	Fidelity U.S. Dividend Systematic Currency Hedged Fund
Fidelity Insights Investment Trust	Fidelity U.S. Equity Investment Trust
Fidelity Insights Systematic Currency Hedged Fund	Fidelity U.S. Focused Stock Fund (formerly Fidelity Growth America Fund)
Fidelity International Concentrated Equity Currency Neutral Fund	Fidelity U.S. Focused Stock Systematic Currency Hedged Fund
Fidelity International Concentrated Equity Fund (formerly Fidelity International Value Fund)	Fidelity U.S. Growth and Income Private Pool
Fidelity International Disciplined Equity Currency Neutral Fund	Fidelity U.S. High Dividend Currency Neutral Index ETF Fund
Fidelity International Disciplined Equity Fund	Fidelity U.S. High Dividend Index ETF Fund
Fidelity International Equity Investment Trust	Fidelity U.S. High Quality Currency Neutral Index ETF Fund
Fidelity International Equity Multi-Asset Base Fund (formerly, Fidelity International Equity Central Fund)	Fidelity U.S. High Quality Index ETF Fund
Fidelity International Growth Fund (formerly Fidelity Overseas Fund)	Fidelity U.S. Low Volatility Currency Neutral Index ETF Fund
Fidelity International Growth Multi-Asset Base Fund (formerly Fidelity International Growth Investment Trust)	Fidelity U.S. Low Volatility Index ETF Fund
Fidelity International High Dividend Index ETF Fund	Fidelity U.S. Money Market Fund
Fidelity International High Quality Index ETF Fund	Fidelity U.S. Money Market Investment Trust
Fidelity International Low Volatility Index ETF Fund	Fidelity U.S. Monthly Income Currency Neutral Fund
Fidelity Investment Grade Total Bond Currency Neutral Fund	Fidelity U.S. Monthly Income Fund
Fidelity Investment Grade Total Bond Fund	Fidelity U.S. Multi-Cap Multi-Asset Base Fund (formerly Fidelity U.S. Multi-Cap Investment Trust)
Fidelity Japan Fund	Fidelity U.S. Small/Mid-Cap Equity Multi-Asset Base Fund (formerly Fidelity U.S. Small/Mid-Cap Equity Investment Trust)
Fidelity Monthly Income Fund	Fidelity Women's Leadership Fund
Fidelity Multi-Sector Bond Currency Neutral Fund	Fidelity Women's Leadership Systematic Currency Hedged Fund
Fidelity Multi-Sector Bond Fund	Principal Regulator – Ontario
Fidelity North American Equity Investment Trust	<b>Type and Date:</b>
Fidelity NorthStar Balanced Currency Neutral Fund	Combined Preliminary and Pro Forma Simplified Prospectus dated Nov 1, 2019
Fidelity NorthStar Balanced Fund	NP 11-202 Final Receipt dated Nov 8, 2019
Fidelity NorthStar Currency Neutral Fund	<b>Offering Price and Description:</b>
Fidelity NorthStar Fund	Series F8 units, Series E2 units, Series E4T5 units, Series P5T5 units, Series S5 units, Series P3 units, Series P2T5 units, Series E1T5 units, Series S8 units, Series A units, Series D units, Series B units, Series E3T5 units, Series O units, Series F8 units, Series E5 units, Series I units, Series Q units, Series P5 units, Series P3T5 units, Series E2T5 units, Series P2 units, Series F5 units, Series E3 units, Series I8 units, Series F units, Series C units, Series T8 units, Series E4 units, Series P4 units, Series P4T5 units, Series E5T5 units, Series E1 units, Series I5 units, Series P1 units, Series T5 units and Series P1T5 units
Fidelity Premium Fixed Income Private Pool	<b>Underwriter(s) or Distributor(s):</b>
Fidelity Premium Money Market Private Pool	N/A
Fidelity Premium Tactical Fixed Income Private Pool	<b>Promoter(s):</b>
Fidelity Small Cap America Fund	N/A
Fidelity Small Cap America Systematic Currency Hedged Fund	<b>Project #2967187</b>
Fidelity Special Situations Fund	
Fidelity Strategic Income Currency Neutral Fund	
Fidelity Strategic Income Fund	
Fidelity Sustainable World ETF Fund	
Fidelity Tactical Fixed Income Fund	
Fidelity Tactical Global Dividend ETF Fund	
Fidelity Tactical High Income Currency Neutral Fund	
Fidelity Tactical High Income Fund	
Fidelity Tactical Strategies Fund	
Fidelity Technology Innovators Fund (formerly, Fidelity Global Technology Fund)	
Fidelity True North Fund	
Fidelity U.S. All Cap Fund	
Fidelity U.S. Bond Multi-Asset Base Fund (formerly Fidelity U.S. Bond Investment Trust)	

**Issuer Name:**

VPI Dividend Growth Pool  
Principal Regulator – Manitoba

**Type and Date:**

Preliminary Simplified Prospectus dated Nov 6, 2019  
NP 11-202 Final Receipt dated Nov 8, 2019

**Offering Price and Description:**

-  
**Underwriter(s) or Distributor(s):**  
N/A  
**Promoter(s):**  
N/A  
**Project #**2975979

---

**Issuer Name:**

Ninepoint Alternative Credit Opportunities Fund  
Ninepoint FX Strategy Fund  
Principal Regulator – Ontario

**Type and Date:**

Preliminary Simplified Prospectus dated Nov 8, 2019  
NP 11-202 Final Receipt dated Nov 11, 2019

**Offering Price and Description:**

Series A units, Series D units, Series I units, Series F units  
and Series QF units

**Underwriter(s) or Distributor(s):**  
N/A  
**Promoter(s):**  
N/A  
**Project #**2953409

---

**Issuer Name:**

Guardian Strategic Income Fund  
Principal Regulator – Ontario

**Type and Date:**

Preliminary Simplified Prospectus dated Nov 4, 2019  
NP 11-202 Preliminary Receipt dated Nov 5, 2019

**Offering Price and Description:**

Series A units, Series I units and Series F units

**Underwriter(s) or Distributor(s):**  
N/A  
**Promoter(s):**  
N/A  
**Project #**2981452

---

**Issuer Name:**

HSBC Canadian Short/Mid Bond Fund  
Principal Regulator – British Columbia

**Type and Date:**

Combined Preliminary and Pro Forma Simplified  
Prospectus dated Nov 5, 2019  
NP 11-202 Preliminary Receipt dated Nov 7, 2019

**Offering Price and Description:**

Premium Series units, Investor Series units, Manager  
Series units and Institutional Series units

**Underwriter(s) or Distributor(s):**  
N/A  
**Promoter(s):**  
N/A  
**Project #**2982223

---

**Issuer Name:**

Vanguard FTSE Global All Cap ex Canada Index ETF  
Principal Regulator – Ontario

**Type and Date:**

Amendment #1 to Final Long Form Prospectus dated  
November 1, 2019  
NP 11-202 Final Receipt dated Nov 11, 2019

**Offering Price and Description:**

Units

**Underwriter(s) or Distributor(s):**  
N/A  
**Promoter(s):**  
N/A  
**Project #**2929060

---

**Issuer Name:**

VPI Canadian Balanced Pool  
VPI Canadian Equity Pool  
VPI Foreign Equity Pool  
VPI Income Pool  
VPI Mortgage Pool  
VPI Value Pool  
Principal Regulator – Manitoba

**Type and Date:**

Amended and Restated to Final Simplified Prospectuses  
dated November 6, 2019  
NP 11-202 Final Receipt dated Nov 8, 2019

**Offering Price and Description:**

Series A Units, Series O Units and Series F Units

**Underwriter(s) or Distributor(s):**  
N/A  
**Promoter(s):**  
N/A  
**Project #**2919480

---

**NON-INVESTMENT FUNDS****Issuer Name:**

Ag Growth International Inc.  
Principal Regulator - Manitoba

**Type and Date:**

Preliminary Short Form Prospectus dated November 5, 2019  
NP 11-202 Preliminary Receipt dated November 5, 2019

**Offering Price and Description:**

\$75,000,000.00  
5.25% Senior Subordinated Unsecured Debentures  
Price: \$1,000 per Debenture

**Underwriter(s) or Distributor(s):**

CIBC World Markets Inc.  
National Bank Financial Inc.  
RBC Dominion Securities Inc.  
Scotiabank Capital Inc.  
TD Securities Inc.  
Raymond James Ltd.  
Cormark Securities Inc.  
Desjardins Securities Inc.  
Laurentian Bank Securities Inc.

**Promoter(s):**

-  
Project #2979951

**Issuer Name:**

A-Labs Capital V Corp.  
Principal Regulator - Ontario

**Type and Date:**

Preliminary CPC Prospectus dated November 6, 2019  
NP 11-202 Preliminary Receipt dated November 7, 2019

**Offering Price and Description:**

MINIMUM OFFERING: \$200,000.00 or 2,000,000 Common Shares  
MAXIMUM OFFERING: \$500,000.00 or 5,000,000 Common Shares  
PRICE: \$0.10 per Common Share

**Underwriter(s) or Distributor(s):**

Leede Jones Gable Inc.

**Promoter(s):**

-  
Project #2982592

**Issuer Name:**

Allied Properties Real Estate Investment Trust  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Shelf Prospectus dated November 5, 2019  
NP 11-202 Preliminary Receipt dated November 6, 2019

**Offering Price and Description:**

\$2,000,000,000.00  
Debt Securities  
Units

**Underwriter(s) or Distributor(s):****Promoter(s):**

-  
Project #2982021

**Issuer Name:**

Apolo II Acquisition Corp.  
Principal Regulator - Ontario

**Type and Date:**

Final Long Form Prospectus dated November 7, 2019  
NP 11-202 Receipt dated November 8, 2019

**Offering Price and Description:**

No securities are being offered pursuant to this prospectus.

**Underwriter(s) or Distributor(s):****Promoter(s):**

-  
Project #2941925

**Issuer Name:**

BSR Real Estate Investment Trust  
Principal Regulator - Ontario

**Type and Date:**

Final Shelf Prospectus dated November 8, 2019  
NP 11-202 Receipt dated November 8, 2019

**Offering Price and Description:**

US\$500,000,000.00 Units Debt Securities Warrants  
Subscription Receipts

**Underwriter(s) or Distributor(s):****Promoter(s):**

-  
Project #2980993

**Issuer Name:**

Canadian Imperial Bank of Commerce  
Principal Regulator - Ontario

**Type and Date:**

Final Shelf Prospectus dated November 5, 2019  
NP 11-202 Receipt dated November 6, 2019

**Offering Price and Description:**

\$5,000,000,000. - Medium Term Notes (Principal at Risk  
Structured Notes)

**Underwriter(s) or Distributor(s):**

CIBC WORLD MARKETS INC.  
DESJARDINS SECURITIES INC.  
INDUSTRIAL ALLIANCE SECURITIES INC.  
LAURENTIAN BANK SECURITIES INC.  
MANULIFE SECURITIES INCORPORATED  
NATIONAL BANK FINANCIAL INC.  
RICHARDSON GMP LIMITED  
RAYMOND JAMES LTD.  
ECHELON WEALTH PARTNERS INC.

**Promoter(s):**

-  
Project #2973090

**Issuer Name:**  
Golden Birch Resources Inc.

**Type and Date:**  
Preliminary Long Form Prospectus dated November 4, 2019  
(Preliminary) Receipted on November 7, 2019

**Offering Price and Description:**  
No securities are being offered pursuant to this Prospectus

**Underwriter(s) or Distributor(s):**  
-

**Promoter(s):**  
Iain Martin  
**Project #**2982986

---

**Issuer Name:**  
H2O INNOVATION INC.  
Principal Regulator - Quebec

**Type and Date:**  
Final Short Form Prospectus dated November 6, 2019  
NP 11-202 Receipt dated November 7, 2019

**Offering Price and Description:**  
\$14,001,750.00  
13,335,000 Subscription Receipts each representing the right to receive one Unit

**Underwriter(s) or Distributor(s):**  
Desjardins Securities Inc.  
Canaccord Genuity Corp.  
Acumen Capital Finance Partners Limited  
Beacon Securities Limited  
Industrial Alliance Securities Inc,  
Haywood Securities Inc.

**Promoter(s):**  
-

**Project #**2978517

---

**Issuer Name:**  
Katanga Mining Limited  
Principal Regulator - Ontario

**Type and Date:**  
Preliminary Short Form Prospectus dated November 7, 2019  
NP 11-202 Preliminary Receipt dated November 7, 2019

**Offering Price and Description:**  
C\$ [\*] Offering of Rights to subscribe for up to [\*] Common Shares at a Subscription Price of C\$[\*] per Common Share

**Underwriter(s) or Distributor(s):**  
-

**Promoter(s):**  
-

**Project #**2983092

---

**Issuer Name:**  
Keyera Corp.  
Principal Regulator - Alberta

**Type and Date:**  
Preliminary Shelf Prospectus dated November 6, 2019  
NP 11-202 Preliminary Receipt dated November 7, 2019

**Offering Price and Description:**

\$4,000,000,000.00  
Common Shares  
Preferred Shares  
Subscription Receipts  
Debt Securities  
Warrants  
Units

**Underwriter(s) or Distributor(s):**  
-

**Promoter(s):**  
-

**Project #**2982898

---

**Issuer Name:**  
Mogo Inc. (formerly, Difference Capital Financial Inc.)  
Principal Regulator - British Columbia

**Type and Date:**  
Preliminary Shelf Prospectus dated November 7, 2019  
NP 11-202 Preliminary Receipt dated November 8, 2019

**Offering Price and Description:**  
\$100,000,000.00 - Common Shares, Preferred Shares , Debt Securities , Warrants, Units

**Underwriter(s) or Distributor(s):**  
-

**Promoter(s):**  
-

**Project #**2983601

---

**Issuer Name:**  
Zymeworks Inc.  
Principal Regulator - British Columbia

**Type and Date:**  
Preliminary Shelf Prospectus dated November 6, 2019  
NP 11-202 Preliminary Receipt dated November 6, 2019

**Offering Price and Description:**

US\$350,000,000.00  
Common Shares  
Preferred Shares  
Debt Securities  
Warrants  
Subscription Receipts  
Units

**Underwriter(s) or Distributor(s):**  
-

**Promoter(s):**  
-

**Project #**2982674

## Chapter 12

# Registrations

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### 12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Voluntary Surrender	Troon North Capital Inc.	Portfolio Manager	November 5, 2019
Voluntary Surrender	Sodhi Asset Management Inc.	Portfolio Manager, Investment Fund Manager, and Exempt Market Dealer	November 5, 2019
Consent to Suspension (Pending Surrender)	Aberdeen Standard Investments Inc.	Investment Fund Manager, Portfolio Manager	November 5, 2019
Change in Registration Category	OGAM Ltd.	From: Portfolio Manager and Exempt Market Dealer  To: Investment Fund Manager, Portfolio Manager and Exempt Market Dealer	November 8, 2019

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## Chapter 13

# **SROs, Marketplaces, Clearing Agencies and Trade Repositories**

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### **13.1 SROs**

#### **13.1.1 Investment Industry Regulatory Organization of Canada (IIROC) – Amendments Respecting Mandatory Reporting of Cybersecurity Incidents – Notice of Commission Approval**

##### **NOTICE OF COMMISSION APPROVAL**

##### **INVESTMENT INDUSTRY REGULATORY ORGANIZATION OF CANADA (IIROC)**

##### **AMENDMENTS RESPECTING MANDATORY REPORTING OF CYBERSECURITY INCIDENTS**

The Ontario Securities Commission has approved IIROC's proposed amendments to the Dealer Member Rules and corresponding amendments to its Dealer Member Plain Language Rule Book to require mandatory reporting of a cybersecurity incident by Dealer Members to IIROC (the Amendments).

The Amendments were published for comment on April 5, 2018. IIROC has made non-substantive changes to the Amendments as published in 2018 in response to comments received. A summary of the public comments and IIROC's responses, as well as the IIROC Notice including the Amendments, can be found at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

The Amendments are effective immediately.

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 Newfoundland and Labrador Office of the Superintendent of Securities; the Northwest Territories Office of the Superintendent of Securities; the Nova Scotia Securities Commission; the Nunavut Office of the Superintendent of Securities; the Office of the Yukon Superintendent of Securities; and the Prince Edward Island Office of the Superintendent of Securities have either not objected to or have approved the Amendments.

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