

The Ontario Securities Commission

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

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Chapter 1

Notices

1.1 Notices

1.1.1 CSA Staff Notice 13-315 (Revised) – Securities Regulatory Authority Closed Dates 2020



Canadian Securities
Administrators

Autorités canadiennes
en valeurs mobilières

CSA Staff Notice 13-315 (Revised) Securities Regulatory Authority Closed Dates 2020*

December 12, 2019

We have a review system for prospectuses (including long form, short form and mutual fund prospectuses), prospectus amendments, pre-filings, and waiver applications. It is described in National Policy 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions* (NP 11-202).

Under NP 11-202, a filer that receives a receipt from the principal regulator will be deemed to have a receipt in each passport jurisdiction where the prospectus was filed. However, the principal regulator's receipt will only evidence that the Ontario Securities Commission (OSC) has issued a receipt if the OSC is open on the date of the principal regulator's receipt and has indicated that it is "clear for final". If the OSC is not open on the date of the principal regulator's receipt, the principal regulator will issue a second receipt that evidences that the OSC has issued a receipt on the next day that the OSC is open.

The following is a list of the closed dates of the securities regulatory authorities for 2020 and January 2021. Bracketed information indicates those jurisdictions that are closed on the particular date. Issuers should note these dates in structuring their affairs.

1. Saturdays and Sundays (all)
2. Wednesday, January 1 (all)
3. Thursday, January 2 (QC)
4. Monday, February 17 (BC, AB, SK, MB, ON, NB, PE, NS)
5. Friday, February 21 (YT)
6. Monday, March 16 (NL)
7. Friday, April 10 (all)
8. Monday, April 13 (all except AB, SK, NU, ON)
9. Monday, May 18 (all)
10. Monday, June 22 (NL, YT, NT)
11. Wednesday, June 24 (QC)
12. Wednesday, July 1 (all)
13. Thursday, July 9 (NU)
14. Monday, July 13 (NL)
15. Monday, July 31 (SK)

Notices

16. Monday, August 3 (all except YT, QC, NL, PE)
17. Wednesday, August 5 (NL*)
18. Monday, August 17 (YT)
19. Friday, August 21 (PE)
20. Monday, September 7 (all)
21. Monday, October 12 (all)
22. Wednesday, November 11 (all except AB, ON, QC)
23. Wednesday, December 23 (NT)
24. Thursday, December 24 (NT, QC)
25. Thursday, December 24 after 12:00 p.m. (NB, PE, NS), after 1:00 p.m. (YT, BC)
26. Friday, December 25 (all)
27. Monday, December 28 (all)
28. Tuesday, December 29 (NT)
29. Wednesday, December 30 (NT)
30. Thursday, December 31 (NT, QC)
31. Thursday, December 31 after 12:00 p.m. (NB), after 1:00 p.m. (BC)
32. Friday, January 1, **2021** (all)
33. Monday, January 4, **2021** (QC)

*Weather permitting, otherwise observed on the first following acceptable weather day, such determination made on morning of holiday.

1.1.2 Notice of Ministerial Approval of Amendments to National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations

**NOTICE OF MINISTERIAL APPROVAL OF AMENDMENTS TO
NATIONAL INSTRUMENT 31-103
REGISTRATION REQUIREMENTS, EXEMPTIONS AND ONGOING REGISTRANT OBLIGATIONS**

On November 26, 2019, the Minister of Finance approved, pursuant to section 143.3 of the *Securities Act* (Ontario), amendments made by the Ontario Securities Commission (**OSC** or the **Commission**) to National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**) (the **Amendments**).

The Amendments, as well as corresponding changes to commentaries and Companion Policy, were published on the OSC website at <http://www.osc.gov.on.ca> and in the OSC Bulletin in (2019) 42 OSCB Supp-1 on October 4, 2019. Except as noted below, the same material is being published today in Chapter 5 of this Bulletin.

The Amendments now also reflect the elimination of unnecessary changes by the Commission to subsections 9.3(1), 9.3(2), 9.4(1) and 9.4(2) of NI 31-103. The Amendments also now reflect revisions to subsections 9.4(1.2) and (1.3) of NI 31-103, which apply only in the province of Quebec and duplicate identical changes made by the Autorité des marchés financiers. Today's Chapter 5 incorporates these additional amendments and corresponding changes to the Companion Policy for NI 31-103.

The Amendments relating to conflicts of interest and the associated relationship disclosure information provisions come into force on December 31, 2020. The remaining Amendments come into force on December 31, 2021.

1.4 Notices from the Office of the Secretary

1.4.1 Aly Babu Husein Mawji

FOR IMMEDIATE RELEASE
December 4, 2019

ALY BABU HUSEIN MAWJI,
File No. 2019-38

TORONTO – The Commission issued its Reasons and Decision and an Order pursuant to Subsections 127(1) and 127(10) of the *Securities Act* in the above named matter.

A copy of the Reasons and Decision and the Order dated December 3, 2019 are available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

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media_inquiries@osc.gov.on.ca

For investor inquiries:

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1-877-785-1555 (Toll Free)

1.4.2 The Catalyst Group Inc. et al.

FOR IMMEDIATE RELEASE
December 5, 2019

THE CATALYST CAPITAL GROUP INC. and HUDSON'S BAY COMPANY, RICHARD A. BAKER, LISA BAKER, LISA AND RICHARD BAKER ENTERPRISES, LLC, RED TRUST, YELLOW TRUST, BLUE TRUST, ROBERT BAKER, CHRISTINA BAKER, A TRUST FOR BETTINA JANE RICHMAN, A TRUST FOR EMMA RICHMAN, A TRUST FOR FRANCESCA RICHMAN, ASHLEY S. BAKER 3/15/84 TRUST, LION TRUST, MR. AND MRS. ROBERT BAKER FAMILY FOUNDATION, CHRISTINA BAKER TRUST FOR GRANDCHILDREN, ROBERT C. BAKER TRUST FOR GRANDCHILDREN, WILLIAM MACK, THE WILLIAM AND PHYLLIS MACK FAMILY FOUNDATION, INC., MACK 2010 FAMILY TRUST I, RICHARD MACK WRS ADVISORS III, LLC, WRS ADVISORS IV, LLC, LEE NEIBART, LEE S. NEIBART 2010 GRAT, HANOVER INVESTMENTS (LUXEMBOURG) S.A., ABRAMS CAPITAL PARTNERS I, L.P., ABRAMS CAPITAL PARTNERS II, L.P., WHITECREST PARTNERS, LP, FABRIC LUXEMBOURG HOLDINGS S.À.R.L.,
File No. 2019-41

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

A copy of the Order dated December 5, 2019 is available at www.osc.gov.on.ca.

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1.4.3 The Catalyst Group Inc. et al.

**FOR IMMEDIATE RELEASE
December 6, 2019**

**THE CATALYST CAPITAL GROUP INC. and
HUDSON'S BAY COMPANY, RICHARD A. BAKER,
LISA BAKER, LISA AND RICHARD BAKER
ENTERPRISES, LLC, RED TRUST, YELLOW TRUST,
BLUE TRUST, ROBERT BAKER, CHRISTINA BAKER,
A TRUST FOR BETTINA JANE RICHMAN,
A TRUST FOR EMMA RICHMAN,
A TRUST FOR FRANCESCA RICHMAN,
ASHLEY S. BAKER 3/15/84 TRUST, LION TRUST,
MR. AND MRS. ROBERT BAKER FAMILY
FOUNDATION,
CHRISTINA BAKER TRUST FOR GRANDCHILDREN,
ROBERT C. BAKER TRUST FOR GRANDCHILDREN,
WILLIAM MACK,
THE WILLIAM AND PHYLLIS MACK FAMILY
FOUNDATION, INC.,
MACK 2010 FAMILY TRUST I,
RICHARD MACK WRS ADVISORS III, LLC,
WRS ADVISORS IV, LLC, LEE NEIBART,
LEE S. NEIBART 2010 GRAT,
HANOVER INVESTMENTS (LUXEMBOURG) S.A.,
ABRAMS CAPITAL PARTNERS I, L.P.,
ABRAMS CAPITAL PARTNERS II, L.P.,
WHITECREST PARTNERS, LP,
FABRIC LUXEMBOURG HOLDINGS S.À.R.L.,
L&T B (CAYMAN) INC. and
RUPERT ACQUISITION LLC,
File No. 2019-41**

TORONTO – The Applicant, The Catalyst Capital Group Inc. filed an Amended Application dated December 2, 2019.

A copy of the Amended Application dated December 2, 2019 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

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1.4.4 Majd Kitmitto et al.

**FOR IMMEDIATE RELEASE
December 10, 2019**

**MAJD KITMITTO,
STEVEN VANNATTA,
CHRISTOPHER CANDUSSO,
CLAUDIO CANDUSSO,
DONALD ALEXANDER (SANDY) GOSS,
JOHN FIELDING, and
FRANK FAKHRY,
File No. 2018-70**

TORONTO – Take notice the hearing in the above named matter scheduled to be heard on December 13, 2019 at 10:00 a.m. is vacated.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Strathbridge Asset Management Inc. et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Approval of investment fund merger – approval required because merger does not meet the criteria for pre-approved reorganizations and transfers – merger will not be a “qualifying exchange” or a tax-deferred transaction under the Income Tax Act – merger to otherwise comply with pre-approval criteria, including securityholder vote and IRC approval – securityholders provided with timely and adequate disclosure regarding the mergers – National Instrument 81-102 Investment Funds.

Applicable Legislative Provisions

National Instrument 81-102 Investment Funds, ss. 5.5(1)(b), 5.6(1), and 19.1.

November 15, 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
STRATHBRIDGE ASSET MANAGEMENT INC.
(the Filer)

AND

IN THE MATTER OF
LOW VOLATILITY U.S. EQUITY INCOME FUND

AND

NDX GROWTH & INCOME FUND

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer on behalf of Low Volatility U.S. Equity Income Fund (**LVU**), NDX Growth & Income Fund (**NGI** and together with LVU, the **Terminating Funds**) and Mulvihill Premium Yield Fund (the **Continuing Fund** and together with the Terminating Funds, the **Funds**) for a decision of the principal regulator under the securities legislation of the Jurisdiction of the principal regulator (the Legislation) for approval of the proposed merger of the Funds (the **Merger**) pursuant to subsection 5.5(1)(b) of National Instrument 81-102 Investment Funds (NI 81-102) in connection with (the **Approval 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 Filer has provided notice that subsection 4.7(1) of Multinational 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, Yukon, Northwest Territories and Nunavut (together with Ontario, the **Canadian Jurisdictions**).

Interpretation

Defined terms contained 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:

The Filer

1. The Filer is a corporation existing under the laws of Canada with its principal offices located in Toronto, Ontario.
2. The Filer is the manager of the Funds and the trustee of the Continuing Fund.
3. The Filer is registered as an investment fund manager in the Province of Ontario.

4. The Filer is not in default of the securities legislation of any province or territory of Canada.

The Funds

5. LVU is an investment fund established under the laws of the Province of Ontario pursuant to a trust agreement dated February 26, 2013.

6. NGI is an investment fund established under the laws of the Province of Ontario pursuant to a trust agreement dated November 28, 2013.

7. The Continuing Fund is a mutual fund governed by the laws of the Province of Ontario pursuant to an amended and restated declaration of trust dated September 18, 2019.

8. LVU and NGI are reporting issuers under the provinces of Ontario, British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador.

9. The Continuing Fund is a reporting issuer under the laws of all of the Canadian Jurisdictions.

10. None of LVU, NGI or the Continuing Fund are in default of the securities legislation of any province or territory of Canada.

11. LVU is a non-redeemable investment fund that offered its units (the **LVU Units**) to the public and completed its initial public offering on March 13, 2013. LVU Units currently trade under the ticker symbol LVU.UN. NGI is a non-redeemable investment fund that offered its Class A units and Class U units (the **NGI Units** and together with the LVU Units, the **Terminating Funds Units**) to the public and completed its initial public offering on December 19, 2013. The Class A units of NGI currently trade under the ticker symbol NGI.UN. The Continuing Fund offers Class A units, Class UA units, Class F units and Class UF units.

12. Other than under circumstances in which the securities regulatory authority or securities regulator of the Canadian Jurisdictions has expressly exempted a Fund therefrom, each of the Funds is governed and follows the standard investment restrictions and practices established by NI 81-102.

13. The investment objectives of LVU are: (a) to maximize risk adjusted returns for holders of LVU Units; and (b) to pay unitholders monthly cash distributions in an amount targeted to be 5.0% per annum on the net asset value (**NAV**) per LVU Unit. LVU was created to provide investors with an actively managed investment in the common shares of low volatility, large capitalization, U.S. companies while mitigating downside risk and paying a monthly cash

distribution. LVU invests in a conservative portfolio consisting primarily of large capitalization equity securities selected from the S&P 100 Index with a beta of less than 1.0 (the **Investment Universe**), combined with selected covered call option writing designed to enhance portfolio income and mitigate downside risk. The investment manager for LVU may also invest up to 25% of LVU's NAV in securities of other issuers included in the S&P 100 Index. The portfolio will generally consist of 20 to 30 securities of issuers selected from the Investment Universe.

14. NGI's investment objectives are to provide holders of units with: (a) stable quarterly cash distributions; and (b) the opportunity for capital appreciation. NGI was created to provide investors with an actively managed portfolio consisting of equity securities of any issuer included in the NASDAQ-100 IndexSM. NGI may invest up to 10% of its NAV in equity securities of any one issuer.

15. MPY has been designed to provide holders with: (i) high quarterly income on a tax efficient basis; (ii) long-term capital appreciation through investment in a portfolio of high quality equity securities; and (iii) lower overall portfolio volatility. MPY will write options to seek to earn tax efficient option premiums, reduce overall portfolio volatility and enhance the portfolio's total return. In order to achieve its investment objectives, MPY will (i) invest in an actively managed portfolio comprised of securities from the S&P/TSX Composite Index and S&P 500 Index; and (ii) use option writing strategies from time to time in response to market conditions to generate an enhanced tax efficient yield. MPY is also permitted to invest in public investment funds including exchange traded funds and other funds managed by the Filer (provided that no more than 15% of the net asset value of may be invested in securities of other funds managed by the Filer and provided there are no duplication of fees) that provide exposure to such securities in accordance with applicable law.

Reasons for Approval Sought

16. The Filer proposes to merge the LVU into the Continuing Fund on or about November 15, 2019 (the **LVU Effective Date**) and NGI into the Continuing Fund on or about November 19, 2019 (the **NGI Effective Date**, and together with the LVU Effective Date, the **Effective Date**). Currently, LVU has net assets of approximately \$3.2 million. Currently, NGI has net assets of approximately \$3.3 million. The Continuing Fund has accumulated non-capital losses and capital losses which will be available for future use by MPY.

17. The Approval Sought is required because the Merger does not meet all of the criteria for pre-

approved reorganizations and transfers set out in subsection 5.6(1) of NI 81-102.

18. In particular, the Merger will not be a “qualifying exchange” within the meaning of section 132.2 of the *Income Tax Act* (Canada) (the **ITA**) or a tax-deferred transaction under subsection 85(1), 85.1(1), 86(1) or 87(1) of the ITA.
19. Except as described above, the Merger will otherwise comply with all other criteria for pre-approved reorganizations and transfers as set out in section 5.6 of NI 81-102.
20. Although the Merger is being conducted on a taxable basis, in the Filer’s view, it is in the best interest of the unitholders of the Funds to complete the Merger on a taxable basis so that the capital losses in the Continuing Fund will continue to be available to the Continuing Fund.

The Merger

21. A press release with respect to the Merger was issued on September 27, 2019 and filed on the System for Electronic Document Analysis and Retrieval (**SEDAR**) on September 30, 2019.
22. A material change report with respect to the Merger was filed on SEDAR for the Terminating Funds on September 30, 2019.
23. Pursuant to National Instrument 81-107 *Independent Review Committee for Investment Funds*, the independent review committee of the Terminating Funds (the **IRC**) reviewed the Merger as a potential “conflict of interest matter”, and provided its positive recommendation for the Merger, after determining that the Merger would achieve a fair and reasonable result for the Terminating Funds.
24. Pursuant to paragraph 5.1(1)(f) of NI 81-102, unitholders of each of the Terminating Funds approved the Merger at a special meeting of unitholders held on November 1, 2019 (the **Meeting**), as required by NI 81-102.
25. A notice of meeting, management information circular dated October 2, 2019 (the **Circular**) and forms of proxy in connection with the Meeting (the **Meeting Materials**) were mailed to the unitholders of the Terminating Funds on October 11, 2019 and filed on SEDAR in accordance with applicable securities laws.
26. The Circular describes all of the relevant facts concerning the Merger, including a description of the proposed Merger, information about the Funds, including the differences between the respective investment objectives of the Funds, and income tax considerations for unitholders of the Terminating Funds, as well as the IRC’s

recommendation of the Merger, so that unitholders of the Terminating Funds may make an informed decision before voting on whether to approve the Merger.

27. The Circular also describes the various ways in which unitholders can obtain for each of the Funds, as applicable, at no cost, the simplified prospectus, the annual information form, the comparative financial statements and the management report of fund performance.
28. Investors of the Terminating Funds had an opportunity to consider this information prior to voting on the Merger at the Meeting.
29. The Merger will not be a “material change” for the Continuing Fund and accordingly, the Filer has no intention to convene a meeting of unitholders for the Continuing Fund to approve the Merger.
30. The Filer will pay for the costs and expenses associated with the Merger, including the cost of holding the meeting and of soliciting proxies, including the costs of mailing the Circular and accompanying materials. None of the Funds will bear any of the costs and expenses associated with the Merger.
31. No fees or sales charges will be payable by unitholders of the Funds in connection with the Merger.
32. The investment portfolio and other assets of the Terminating Funds to be acquired by the Continuing Fund in order to effect the Merger are currently, or will be on the applicable Effective Date, acceptable to the portfolio manager of the Continuing Fund and are, or will be, consistent with the investment objectives of the Continuing Fund.
33. The cash and any other assets of the Terminating Funds acquired by the Continuing Fund in connection with the Merger will be acquired in compliance with NI 81-102.
34. The Merger will be structured substantially as follows:
 - (a) The value of the Terminating Funds’ portfolios and other assets will be determined as of the close of trading on the business day immediately preceding the applicable Effective Date.
 - (b) Immediately following the close of business on the applicable Effective Date, the Terminating Funds will transfer all or substantially all of its net assets to the Continuing Fund in consideration for the issuance by the Continuing Fund to the applicable Terminating Fund of a

number of the Continuing Fund's Class F units (the **Continuing Fund Units**) determined based on an exchange ratio calculated based on the relative NAVs of the Continuing Fund Units and Terminating Funds Units (the **Exchange Ratio**).

- (c) Immediately following the transfer of assets of the Terminating Funds to the Continuing Fund and the issuance of Continuing Fund Units to the Terminating Funds, all of the Terminating Funds Units will be automatically redeemed.
- (d) Each unitholder of Terminating Funds Units will receive such number of the Continuing Fund Units, as determined by the Exchange Ratio.
- (e) The Terminating Funds Units will, subject to the approval of the Toronto Stock Exchange (**TSX**), be de-listed from the TSX in advance of the applicable Effective Date.
- (f) As soon as reasonably possible following the Merger, the Terminating Funds will be wound up and the Continuing Fund will continue as an open-ended mutual fund existing under the laws of Ontario.

35. The result of the Merger will be that unitholders of the Terminating Funds will cease to be unitholders of the Terminating Funds and will become unitholders of the Continuing Fund. The Continuing Fund will continue as a publicly offered open-ended mutual fund.

36. If the Merger is approved by the unitholders of the Terminating Funds, unitholders will have a special redemption right to redeem their units if they so choose on November 15, 2019 (**Special Redemption Date**), if they do not wish to participate in the Merger.

37. In addition, unitholders of the Terminating Funds were able to trade their Terminating Funds Units on the TSX in the ordinary course up until at least the close of business on the business day which is one week before the Special Redemption Date.

Benefits of the Merger

38. The Filer believes that the Merger is beneficial to unitholders of the Terminating Fund for the following reasons:

- (a) Unitholders will be provided with an opportunity to invest in a continuing fund with improved operational efficiencies and enhanced economic viability. The merger is expected to eliminate the

duplicative administrative and regulatory costs of operating the Terminating Funds as separate investment funds.

- (b) The Merger is expected to reduce operational costs on a per unit basis and correspondingly improve returns by spreading fixed costs over a greater number of units.
- (c) As an open-ended mutual fund, the Continuing Fund will also be able to accept subscriptions daily and thereby have the ability to grow in size and increase in value, with lower administrative costs. In addition, the Continuing Fund's units will be redeemable daily at NAV.
- (d) Given the similarities in the investment strategies of the Funds, unitholders of the Terminating Funds will continue to receive exposure to a blue-chip portfolio of common shares of major U.S. issuers with enhanced income generated by option strategies.

Decision

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

The decision of the principal regulator is that the Approval Sought is granted.

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

2.1.2 RP Investment Advisors LP

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – relief granted from short selling restrictions in NI 81-102 to permit alternative mutual funds to short sell “government securities”, as defined in NI 81-102, up to 300% of NAV – relief sought in order to short securities in connection with fund’s hedging strategy – relief also granted to alternative mutual funds and mutual funds from the requirement in section 6.1 of NI 81-102 that all portfolio assets of an investment fund be held under custodianship of one custodian – relief needed to permit funds to deposit with a prime broker, excluding the value of the proceeds from collateral, additional collateral subject to limits of 10% of the net asset value of a mutual fund that is not an alternative mutual fund and 25% of the net asset value of an alternative mutual fund – National Instrument 81-102 Investment Funds.

Applicable Legislative Provisions

National Instrument 81-102 Investment Funds, ss. 2.6.1(1)(c)(v), 2.6.2, 6.1(1), and 19.1.

December 9, 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
RP INVESTMENT ADVISORS LP
(the Filer)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer on behalf of RP Alternative Global Bond Fund (the **Existing Alternative Mutual Fund**), any alternative mutual fund established in the future and managed by the Filer or an affiliate of the Filer (each, a **Future Alternative Mutual Fund**, and together with the Existing Alternative Mutual Fund, the **Alternative Mutual Funds**), RP Strategic Income Plus Fund (the **Existing Mutual Fund**), and any mutual fund, that is not an alternative mutual fund, established in the future and managed by the Filer or an affiliate of the Filer (each, a **Future Mutual Fund**, and together with the Existing Mutual Fund, the **Mutual Funds**, and together with the Alternative Mutual Funds, the **Funds**, and each, a **Fund**) for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) exempting:

(a) each Alternative Mutual Fund from the following provisions (the **Short Selling Limits**) of National Instrument 81-102 *Investment Funds (NI 81-102)* in order to permit each Alternative Mutual Fund to short sell “government securities” (as defined in NI 81-102) up to a maximum of 300% of the Alternative Mutual Fund’s net asset value (**NAV**):

- a. subparagraph 2.6.1(1)(c)(v), which restricts an Alternative Mutual Fund from selling a security short if, at the time, the aggregate market value of the securities sold short by the Alternative Mutual Fund exceeds 50% of the Alternative Mutual Fund’s NAV; and
- b. section 2.6.2, which states that an Alternative Mutual Fund may not borrow cash or sell securities short if, immediately after entering into a cash borrowing or short selling transaction, the aggregate value of cash borrowed combined with the aggregate market value of the securities sold short by the Alternative Mutual Fund would exceed 50% of the Alternative Mutual Fund’s NAV

(together, the **Short Selling Relief**); and

(b) each Fund from the requirement set out in subsection 6.1(1) of NI 81-102 that provides that, except as provided in sections 6.8, 6.8.1 and 6.9, all portfolio assets of an investment fund must be held under the custodianship of one custodian that satisfies the requirements of section 6.2 (the **Custodial Restriction**) in order to permit a Fund to deposit portfolio assets with a borrowing agent that is not the Fund’s custodian or sub-custodian as security in connection with a short sale of securities, provided that the aggregate market value of the portfolio assets held by the borrowing agent after such deposit, excluding the aggregate market value of the proceeds from outstanding short sales of securities held by the borrowing agent, does not:

- a. in the case of each Mutual Fund, exceed 10% of the NAV of the Mutual Fund at the time of deposit; and
- b. in the case of each Alternative Mutual Fund, exceed 25% of the NAV of the Alternative Mutual Fund at the time of deposit

(together, the **Custodial Relief**).

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 subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System (MI 11-102)* is intended to be relied upon in all of the provinces and territories of Canada other than the Jurisdiction (together with the Jurisdiction, the **Canadian 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. In addition, terms defined in NI 81-102 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:

The Filer and the Funds

1. The Filer is a limited partnership established under the laws of the Province of Ontario. The general partner of the Filer is RP Investment Advisors GP Inc., a corporation incorporated under the laws of the Province of Ontario. The Filer's head office is located in Toronto, Ontario.
2. The Filer is registered as (i) an investment fund manager in Ontario, Quebec and Newfoundland and Labrador; (ii) a portfolio manager in Ontario, Quebec and British Columbia; (iii) an exempt market dealer in each of the Canadian Jurisdictions; and (iv) a commodity trading manager in Ontario.
3. The Filer or an affiliate of the Filer is, or will be, the investment fund manager of each of the Funds.
4. The Existing Alternative Mutual Fund is an alternative mutual fund established under the laws of Ontario that operates under the provisions of NI 81-102 applicable to alternative mutual funds. Each Future Alternative Mutual Fund will be an alternative mutual fund established under the laws of a Canadian Jurisdiction that operates under the provisions of NI 81-102.
5. The Existing Mutual Fund is a mutual fund, that is not an alternative mutual fund, established under the laws of Ontario that operates under the provisions of NI 81-102 applicable to mutual funds. Each Future Mutual Fund will be a mutual fund, that is not an alternative mutual fund, established under the laws of a Canadian Jurisdiction that operates under the provisions of NI 81-102.
6. Each of the Funds is, or will be, a reporting issuer in each of the Canadian Jurisdictions, and distributes, or will distribute, its units to the public pursuant to disclosure documents prepared and filed in accordance with National Instrument 81-

101 *Mutual Fund Prospectus Disclosure*.

7. None of the Filer, the Existing Alternative Mutual Fund or the Existing Mutual Fund is in default of securities legislation in any Canadian Jurisdiction.
8. The Existing Alternative Mutual Fund's investment objective is to generate attractive risk-adjusted returns with an emphasis on capital preservation by investing primarily in investment grade debt and debt-like securities of corporations and financial institutions.
9. The Existing Mutual Fund's investment objective is to generate stable risk-adjusted absolute returns consisting of dividends, interest income and capital gains by investing primarily in investment grade corporate debt and debt-like securities, with a focus on capital preservation.

Short Selling Relief

10. An important investment strategy used by the Existing Alternative Mutual Fund is to enter into long positions in corporate bonds while hedging the interest rate risk of those bonds by taking short positions in government bonds. The short positions in the government bonds can be achieved either through short selling government bonds or by entering into specified derivatives (e.g. short positions in government bond futures).
11. The Future Alternative Mutual Funds will employ an investment strategy similar to the Existing Alternative Mutual Fund in that each Future Alternative Mutual Fund will contemplate short selling government securities concurrently with investing in long positions in corporate bonds for rate-hedging purposes.
12. The Short Selling Limits would restrict the Alternative Mutual Funds to short selling government securities to no more than 50% of the Alternative Mutual Fund's NAV.
13. NI 81-102 otherwise permits the Alternative Mutual Funds to obtain the additional leveraged short exposure through the use of specified derivatives, up to an aggregate exposure of 300% of the Alternative Mutual Fund's NAV, in compliance with section 2.9.1 of NI 81-102 (the **Aggregate Exposure Limit**).
14. The Filer is of the view that it would be in the Alternative Mutual Funds' best interest to permit the Alternative Mutual Funds to physically short sell government securities up to 300% of the Alternative Mutual Fund's NAV, instead of being limited to achieve the same degree of leverage through either specified derivatives alone, or a combination of physical short selling and specified derivatives, for the following reasons:
 - (a) While derivatives can be used to create similar investment exposure as short

selling up to 300% of each Alternative Mutual Fund's NAV, the use of derivatives is, in the Filer's experience, generally more complex, more expensive and riskier than short selling. Implementing derivatives necessitates incremental transactional steps and expense to each of the Alternative Mutual Funds.

- (b) There is a potential mismatch between the corporate bond and government security futures contract, which makes the use of derivatives less efficient than short selling government securities. The futures contract has standard terms set by the exchange on which it trades and is not directly linked to one particular government security. This makes it more difficult to determine whether the interest rate exposure of the government security futures contract is a good match for the interest rate exposure of the corporate bond it is meant to hedge. On the other hand, the short position in a government security that the market pairs with a corporate bond has been selected due to its proven effectiveness in hedging the interest rate exposure of the corresponding corporate bond.

15. The only securities sold short by the Alternative Mutual Funds in excess of 50% of an Alternative Mutual Fund's NAV will be "government securities" as such term is defined in NI 81-102. The Alternative Mutual Funds will otherwise comply with the provisions governing short selling by an alternative mutual fund under sections 2.6.1 and 2.6.2 of NI 81-102.

16. Each short sale transaction made by an Alternative Mutual Fund will be consistent with the Alternative Mutual Fund's investment objectives and investment strategies.

17. Each Alternative Mutual Fund's aggregate exposure to short selling, cash borrowing and specified derivatives transactions will not exceed 300% of the Alternative Mutual Fund's NAV, in compliance with the Aggregate Exposure Limit.

18. Each Alternative Mutual Fund will implement the following controls when conducting a short sale:

- (a) the Alternative Mutual Fund will assume the obligation to return to the borrowing agent (as defined in NI 81-102) the securities borrowed to effect the short sale;
- (b) the Alternative Mutual Fund will receive cash for the securities sold short within normal trading settlement periods for the

market in which the short sale is effected;

- (c) the Filer will monitor the short positions of the Alternative Mutual Fund at least as frequently as daily;
- (d) the security interest provided by the Alternative Mutual Fund over any of its assets that is required to enable the Fund to effect a short sale transaction is made in accordance with section 6.8.1 of NI 81-102 and will otherwise be made in accordance with industry practice for that type of transaction and relates only to obligations arising under such short sale transaction;
- (e) the Alternative Mutual Fund will maintain appropriate internal controls regarding short sales, including written policies and procedures for the conduct of short sales, risk management controls and proper books and records; and
- (f) the Filer and the Alternative Mutual Fund will keep proper books and records of short sales and all of its assets deposited with borrowing agents as security.

19. Each Alternative Mutual Fund's prospectus (the **Prospectus**) will contain adequate disclosure of the Alternative Mutual Fund's short selling activities, including material terms of the Short Selling Relief.

20. The Filer submits that it would not be prejudicial to the public interest to grant the Short Selling Relief.

Custodial Relief

21. In connection with, among other things, the short sale of securities that the Funds will or may engage in, each Fund is permitted to grant a security interest in favour of, and deposit pledged portfolio assets with, an entity that acts as, among other things, a borrowing agent to the Fund (a **Prime Broker**).

22. If a Mutual Fund engages as its Prime Broker an entity that is not its custodian or sub-custodian, then it may, under section 6.8.1 of NI 81-102, only deliver to its Prime Broker portfolio assets having a market value, in the aggregate, of not more than 10% of the NAV of the Mutual Fund at the time of deposit. If an Alternative Mutual Fund engages as its Prime Broker an entity that is not its custodian or sub-custodian, then it may, under section 6.8.1 of NI 81-102, only deliver to its Prime Broker portfolio assets having a market value, in the aggregate, of not more than 25% of the NAV of the Alternative Mutual Fund at the time of deposit.

23. A Prime Broker may not wish to act as borrowing agent for a Mutual Fund that wants to sell short securities having an aggregate market value of up to 20% of the Mutual Fund's NAV if the Prime Broker is only permitted to hold, as security for such transactions, portfolio assets, including the proceeds from the short sale, having an aggregate market value that is not in excess of 10% of the NAV of the Mutual Fund.
24. The issue is even greater in the context of an Alternative Mutual Fund, as a Prime Broker will not act as borrowing agent for an Alternative Mutual Fund that wants to sell short securities having an aggregate market value of up to 50% of the Alternative Mutual Fund's NAV if the Prime Broker is only permitted to hold, as security for such transactions, portfolio assets, including the proceeds from the short sale, having an aggregate market value that is not in excess of 25% of the NAV of the Alternative Mutual Fund.
25. Effective as of January 3, 2019, NI 81-102 was amended to include alternative mutual funds. Prior to and since that date, a number of investment fund managers have either launched alternative mutual funds or are planning to do so. The ability of alternative mutual funds to borrow cash and to sell short securities more extensively than other investment funds governed by NI 81-102 has led to the increased involvement of Prime Brokers in the operations of these alternative mutual funds. While the prime brokerage model works well in the exempt investment fund space, the prime brokerage community and investment fund managers are experiencing greater difficulties in applying that model to alternative mutual funds and other investment funds under NI 81-102.
26. The prime brokerage operational and pricing models in the context of short selling are premised on the ability of the Prime Broker to retain, as collateral for the obligations of the applicable Fund, the proceeds from the short sales, whether such proceeds are cash or are used by the Fund to purchase other portfolio assets. These models are also based on the ability of the Prime Broker to hold additional assets of the Fund as collateral for those obligations.
27. Given the collateral requirements that Prime Brokers impose on their customers that engage in the short sale of securities, if the 10% and 25% of NAV limitations set out in section 6.8.1 of NI 81-102 apply, then the Funds will need to retain two, or more, Prime Brokers in order to sell short securities to the extent permitted under section 2.6.1 of NI 81-102. This would result in inefficiencies for the Funds and would increase their costs of operations.
28. While the collateral limits for the short sale of

securities is currently topical in the context of alternative mutual funds, there is no policy reason to differentiate between Alternative Mutual Funds and Mutual Funds to the extent that Mutual Funds also engage in the short selling of securities.

29. The requirement for additional Prime Brokers increases costs for the Fund, which will reduce returns and negatively impact investors.
30. The Filer submits that it would not be prejudicial to the public interest to grant the Custodial Relief.

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:

1. the Short Selling Relief is granted provided that:
 - a) the only securities which an Alternative Mutual Fund will sell short in an amount that exceeds 50% of the Alternative Mutual Fund's NAV will be securities that meet the definition of "government security" as such term is defined in NI 81-102;
 - b) each short sale by an Alternative Mutual Fund will otherwise comply with all of the short sale requirements applicable to alternative mutual funds in sections 2.6.1 and 2.6.2 of NI 81-102;
 - c) an Alternative Mutual Fund's aggregate exposure to short selling, cash borrowing and specified derivatives will not exceed the Aggregate Exposure Limit;
 - d) each short sale made by an Alternative Mutual Fund will be consistent with the Alternative Mutual Fund's investment objectives and investment strategies; and
 - e) each Alternative Mutual Fund's Prospectus will disclose that the Alternative Mutual Fund is able to short sell "government securities" (as defined in NI 81-102) in an amount up to 300% of the Alternative Mutual Fund's NAV, including the material terms of this decision; and
2. the Custodial Relief is granted provided that the Funds otherwise comply with subsections 6.8.1(2) and (3) of NI 81-102.

"Neeti Varma"
Manager
Investment Funds and Structured Products Branch
Ontario Securities Commission

2.1.3 First Mining Gold Corp. and Cantor Fitzgerald Canada Corporation

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Application for exemptive relief to permit issuer and underwriter, acting as agent for the issuer, to enter into an equity distribution agreement to make "at the market" (ATM) distributions of common shares over the facilities of the TSX or other Canadian marketplace – ATM distributions to be made pursuant to shelf prospectus procedures in Part 9 of NI 44-102 Shelf Distributions – issuer will issue a press release and file agreements on SEDAR – application for relief from prospectus delivery requirement – delivery of prospectus not practicable in circumstances of an ATM distribution – relief from prospectus delivery requirement has effect of removing two-day right of withdrawal and remedies of rescission or damages for non-delivery of the prospectus – application for relief from certain prospectus form requirements – relief granted to permit modified forward-looking certificate language – relief granted on terms and conditions set out in decision document – decision will terminate 25 months after the issuance of a receipt for the shelf prospectus – Decision and application also held in confidence by decision makers until the earlier of the entering into of an equity distribution agreement, waiver of confidentiality, or 90 days from the date of the decision.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 71 and 147.

National Instrument 44-101 Short Form Prospectus Distributions, s. 8.1, and Item 20 of Form 44-101F1.

National Instrument 44-102 Shelf Distributions, s. 5.5, items 2 and 3; s. 6.7, Part 9, s. 11.1, and ss. 2.1 and 2.2 of Appendix A.

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions.

August 13, 2019

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

AND

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

AND

**IN THE MATTER OF
FIRST MINING GOLD CORP.
(the Issuer)**

AND

**CANTOR FITZGERALD CANADA CORPORATION
(the Agent and, together with the Issuer, the Filers)**

DECISION

Background

¶ 1 The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application (the Application) from the Filers for a decision under the securities legislation of the Jurisdictions (the Legislation) for the following relief (the Exemption Sought):

- (a) 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(s) in the case of a base shelf prospectus) 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 (each a Selling Agent) in connection with any at-the-market distribution (as defined in National Instrument 44-102 *Shelf Distributions* (NI 44-102)) (each, an ATM Distribution and collectively, the ATM Offering) of common shares (Common Shares) of the Issuer in Canada pursuant to one or more substantially

identical equity distribution agreements (each, an Equity Distribution Agreement) to be entered into between the Filers;

- (b) the requirements to include the statements (the cover page disclosure) specified by items 2 and 3 of section 5.5 of NI 44-102 does not apply to the Base Shelf Prospectus (as defined below);
- (c) the requirement to include the following in a prospectus supplement or any amendment thereto does not apply to a Prospectus Supplement (as defined below) or any amendment thereto:
 - (i) a forward-looking form of issuer certificate in the form specified in section 2.1 or section 2.4, as applicable, of Appendix A to NI 44-102;
 - (ii) a forward-looking underwriter certificate in the form specified by section 2.2 or section 2.4, as applicable, of Appendix A to NI 44-102; and
 - (iii) a statement respecting purchasers' statutory rights of withdrawal and remedies of rescission or damages in substantially the form prescribed in Item 20 of Form 44-101F1 *Short Form Prospectus*.

The Decision Makers have also received a request from the Filers for a decision that the Application and this decision (together, the Confidential Material) be kept confidential and not made public until the earliest of (i) the date on which the Filers enter into the Equity Distribution Agreement, (ii) the date on which the Filers jointly advise the Decision Makers that there is no longer any need for the Confidential Material to remain confidential, and (iii) the date that is 90 days after the date of this decision (the Confidentiality Relief).

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

- (a) the British Columbia Securities Commission is the principal regulator for the Application;
- (b) the Filers have provided notice that section 4.7(1)(c) of Multilateral Instrument 11 102 *Passport System* (MI 11-102) is intended to be relied upon in Alberta, Saskatchewan, Manitoba, Québec, Nova Scotia, New Brunswick, Prince Edward Island and Newfoundland and Labrador; and
- (c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

- ¶ 2 Terms defined in National Instrument 14-101 *Definitions*, National Instrument 13-101 *System for Electronic Document Analysis and Retrieval* (SEDAR), MI 11-102, National Instrument 44-101 *Short Form Prospectus Distributions* (NI 44-101) or NI 44-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

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

The Issuer

1. the Issuer is incorporated under the laws of the Province of British Columbia with its head office located in Vancouver, British Columbia;
2. the Issuer is an emerging development company with a diversified portfolio of gold projects in North America and is a reporting issuer or the equivalent under the securities legislation of each of the provinces of Canada and is not in default of securities legislation in any jurisdiction of Canada, except that the cover page disclosure in its Base Shelf Prospectus contained the language set out below in paragraph 36 in addition to the language required by items 2 and 3 of section 5.5 of NI 44-102;
3. the Common Shares are listed on the Toronto Stock Exchange (the TSX);

The Agent

4. the Agent, a wholly owned subsidiary of Cantor Fitzgerald L.P., is incorporated under the laws of the Province of Nova Scotia with its head office in Toronto, Ontario;

5. Cantor Fitzgerald L.P. is a limited partnership with its head office in New York City, New York;
6. the Agent is registered as an investment dealer under the securities legislation of each of the provinces and territories of Canada, is a member of the Investment Industry Regulatory Organization of Canada, and is a participating organization of the TSX;
7. the Agent is not in default of securities legislation in any jurisdiction of Canada;

Proposed ATM Distributions

8. subject to mutual agreement on terms and conditions, including without limitation, internal committee approvals from the Agent's applicable committees, the Filers propose to enter into Equity Distribution Agreements providing for the sale from time to time of Common Shares by the Issuer through the Agent, as agent, pursuant to ATM Offerings under the base shelf prospectus procedures prescribed by Part 9 of NI 44-102;
9. the Issuer has filed a short form base shelf prospectus pursuant to NI 44-101 and NI 44-102 in each of the provinces of Canada dated June 24, 2019 (the Base Shelf Prospectus) providing for the distribution from time to time of Common Shares, preferred shares, debt securities, subscription receipts, warrants and units comprised of the foregoing; the Base Shelf Prospectus constitutes an "unallocated shelf" within the meaning of Part 3 of NI 44-102;
10. prior to making any ATM Distributions, the Issuer will have filed in each of the provinces of Canada a prospectus supplement describing the terms of the ATM Offering including the terms of the applicable Equity Distribution Agreement and otherwise supplementing the disclosure in the Base Shelf Prospectus (the Prospectus Supplement, and together with the Base Shelf Prospectus as supplemented or amended and including any documents incorporated by reference therein (which shall include any Designated News Release (as defined below)), the Prospectus);
11. the Issuer included in the Base Shelf Prospectus a forward-looking certificate of the Issuer in the form prescribed by section 1.1 of Appendix A to NI 44-102;
12. if an Equity Distribution Agreement is entered into, the Issuer will immediately:
 - (a) issue and file a news release to announce the Equity Distribution Agreement pursuant to section 3.2 of NI 44-102 for an expected distribution of equity securities indicating that the Base Shelf Prospectus and the Prospectus Supplement have been filed on SEDAR, and will specify where and how purchasers of Common Shares under the ATM Offering may obtain copies; and
 - (b) file a copy of the Equity Distribution Agreement on SEDAR;
13. under the proposed Equity Distribution Agreements, the Issuer may conduct one or more ATM Offerings subject to the 10% limitation set out in subsection 9.1(1) of NI 44-102;
14. the Issuer will conduct ATM Distributions through the Agent, as agent, directly or through a Selling Agent, only through the TSX or any other recognized Canadian "marketplace" within the meaning of National Instrument 21-101 *Marketplace Operation* upon which the Common Shares are listed, quoted or otherwise traded (a Marketplace);
15. subject to execution of the Equity Distribution Agreement, the Agent will act as the sole agent on behalf of the Issuer in connection with the sale of Common Shares on the TSX or another Marketplace through methods constituting ATM Distributions, and will be the only person or company paid an agency fee or commission by the Issuer in connection with such sales; the Agent will sign an agent's certificate, in the form set out in paragraph 33 below, in the Prospectus Supplement;
16. the Agent will effect ATM Distributions on the TSX or another Marketplace, either itself or through a Selling Agent; if sales are effected through a Selling Agent, the Selling Agent will be paid a customary seller's commission for effecting the trades on the Agent's behalf; a purchaser's rights and remedies under the Legislation against the Agent, as agent of an ATM Distribution through a Marketplace will not be affected by a decision to effect the sale directly or through a Selling Agent;
17. the aggregate number of Common Shares sold on one or more Marketplaces pursuant to an ATM Distribution on any trading day will not exceed 25% of the trading volume of the Common Shares on all Canadian Marketplaces on that day;

18. each Equity Distribution Agreement will provide that, at the time of each sale of Common Shares pursuant to an ATM Offering, the Issuer will represent to the Agent that the Prospectus contains full, true and plain disclosure of all material facts relating to the Issuer and the Common Shares being distributed; the Issuer will therefore be unable to proceed with sales pursuant to an ATM Offering when it is in possession of undisclosed information that would constitute a material fact or a material change in respect of the Issuer or the Common Shares;
19. after the date of the Prospectus Supplement and before the termination of any ATM Offering, if the Issuer disseminates a news release disclosing information that, in the Issuer's determination, constitutes a "material fact" (as such term is defined in the Legislation), the Issuer will identify such news release as a "designated news release" for the purposes of the Prospectus; this designation will be made on the face page of the version of such news release filed on SEDAR (any such news release, a Designated News Release); the Prospectus Supplement will provide that any such Designated News Release will be deemed to be incorporated by reference into the Prospectus; a Designated News Release will not be used to update disclosure in the Prospectus by the Issuer in the event of a "material change" (as such term is defined in the Legislation);
20. if, after the Issuer delivers a notice to the Agent directing the Agent to sell Common Shares on the Issuer's behalf pursuant to the Equity Distribution Agreement (a Sell Notice), the sale of the Common Shares specified in the Sell Notice, taking into consideration prior sales under ATM Offerings, would constitute a material fact or material change, the Issuer will suspend sales under the Equity Distribution Agreement until either (i) it has disseminated and filed a Designated News Release, in the case of a material fact, or has filed a material change report or amended the Prospectus, or (ii) circumstances have changed so that the sales would no longer constitute a material fact or material change;
21. in determining whether the sale of the number of Common Shares specified in a Sell Notice would constitute a material fact or material change, the Issuer will take into account a number of factors, including, without limitation (i) the parameters of the Sell Notice, including the number of Common Shares proposed to be sold and any price or timing restrictions that the Issuer may impose with respect to the particular ATM Distribution, (ii) the percentage of outstanding Common Shares that the number of Common Shares proposed to be sold pursuant to the Sell Notice represents, (iii) sales under prior Sell Notices, (iv) trading volume and volatility of the Common Shares, (v) recent developments in the business, affairs and capital structure of the Issuer and (vi) prevailing market conditions generally;
22. the Agent will monitor closely the market's reaction to trades made on the TSX or another Marketplace pursuant to an ATM Offering 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 the Common Share price; if the Agent has concerns as to whether a particular sell order placed by the Issuer may have a significant effect on the market price of the Common Shares, the Agent will recommend against effecting the trade at that time; it is in the interests of both the Issuer and the Agent to minimize the market impact of sales under an ATM Offering;

Disclosure of Common Shares Sold in ATM Offering

23. within seven calendar days after the end of each calendar month during which the Issuer conducts an ATM Distribution, the Issuer will disclose in a report filed on SEDAR the number and average selling price of the Common Shares distributed through an ATM Distribution, and the commission and gross and net proceeds for such sales;
24. the Issuer will disclose the number and average price of Common Shares sold pursuant to an ATM Offering under the Prospectus, as well as gross proceeds, commission and net proceeds, during a particular calendar year in its annual financial statements and management's discussion and analysis and during a particular interim period, in its interim financial statements and management's discussion and analysis for such interim period filed on SEDAR;

Prospectus Delivery Requirement

25. pursuant to 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 12 above, the Issuer will issue a news release that specifies where and how copies of the Base Shelf Prospectus and the Prospectus Supplement 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 or not the purchaser relied on the misrepresentation or in fact received a copy of the prospectus;

Withdrawal Right and Right of Action for Non-Delivery

29. pursuant to the Legislation, an agreement to purchase a security in respect of a distribution to which the prospectus requirement applies is not binding on the purchaser if the dealer from whom the purchaser purchases the security receives, not later than the prescribed time following 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 a security 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 the 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 Offering because of the impracticability of delivering the Prospectus to a purchaser of Common Shares thereunder;

Modified Certificates and Statements

32. to reflect the fact that an ATM Offering is a continuous distribution, the Prospectus Supplement and any amendment thereto will include the following issuer certificate (with appropriate modifications in respect of the filing of an amendment prescribed by section 2.4 of Appendix A to NI 44-102), such issuer certificate to supersede and replace the issuer certificate in the Base Shelf Prospectus solely with regard to the ATM Offering:

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 and this supplement, 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 of the provinces of Canada.

33. to reflect the fact that an ATM Offering is a continuous distribution, the Prospectus Supplement and any amendment thereto will include the following underwriter certificate (with appropriate modifications in respect of the filing of an amendment prescribed by section 2.4 of Appendix A to NI 44-102):

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 and this supplement, 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 of the provinces of Canada.

34. a different statement of purchasers' rights than that required by the Legislation is necessary so that the Prospectus will 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 provinces 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 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 Common Shares

under an "at-the-market" distribution by the Issuer will not have the right to withdraw from an agreement to purchase the Common Shares and will not have remedies of rescission or, in some jurisdictions, revisions of the price, or damages for non-delivery of the prospectus supplement, the accompanying prospectus and any amendment thereto relating to Common shares purchased by such purchaser, because the prospectus supplement, the accompanying prospectus and any amendment thereto relating to the Common Shares purchased by such purchaser will not be delivered as permitted under a decision document dated ●, 2019 and granted pursuant to National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions.

Securities legislation in certain of the provinces 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 securities purchased by a purchaser and any amendment contains 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 Common Shares under an "at-the-market" distribution by the Issuer may have against the Issuer or the Agent for rescission, or in some jurisdictions, revisions of the price, or damages if the prospectus supplement, the accompanying prospectus and any amendment thereto relating to securities purchased by a purchaser and any amendment contain a misrepresentation will remain unaffected by the non-delivery of the prospectus and the decision referred to above.

Purchasers should refer to any applicable provisions of the securities legislation of the purchaser's province and the decision document referred to above for the particulars of these rights or consult with a legal advisor.

35. the Prospectus Supplement will disclose that, solely with regards to the ATM Offering, the statement prescribed in paragraph 34 above supersedes and replaces the statement of purchasers' rights contained in the Base Shelf Prospectus; and
36. the statements required by subsections 5.5(2) and (3) of NI 44-102 included in the Base Shelf Prospectus, are qualified by the additional words "except in cases where an exemption from such delivery requirement has been obtained".

Decision

¶ 4 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) the Issuer complies with the disclosure requirements set out in paragraphs 23 and 24 and 32 through 36 above; and
- (b) the Issuer complies with the representations made in paragraphs 2, 9 through 14 and 17 through 21 and the Agent complies with the representations made in paragraphs 6, 7, 13 through 17 and 22.

This decision will terminate 25 months after the issuance of the receipt for the Base Shelf Prospectus.

The further decision of the Decision Makers is that the Confidentiality Relief is granted.

"Michael L. Moretto"
CPA, CA
Acting Director, Corporate Finance
British Columbia Securities Commission

2.1.4 Lincluden Investment Management Limited

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted from the self-dealing provision in subsection 4.2(1) of National Instrument 81-102 Investment Funds to permit inter-fund trades in debt securities between investment funds subject to NI 81-102 and pooled funds managed by the same manager or its affiliates – Inter-fund trades will comply with the conditions in subsection 6.1(2) of NI 81-107 Independent Review Committee for Investment Funds, including the requirement for independent review committee approval.

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted from paragraph 13.5(2)(b) of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations to permit inter-fund trading between public funds, pooled funds and managed accounts managed by the same manager or its affiliate – Relief subject to conditions, including independent review committee approval and pricing requirements – Certain trades involving exchange-traded securities permitted to occur at last sale price as defined in the Universal Market Integrity Rules – Exemption also granted from conflict of interest trading prohibition in paragraph 13.5(2)(b) to permit in specie subscriptions and redemptions by separately managed accounts and pooled funds – Relief subject to conditions.

Applicable Legislative Provisions

National Instrument 31-103 Registration Requirements and Exemptions, ss. 13.5 and 15.1.

National Instrument 81-102 Investment Funds, ss. 4.2(1), 4.3(1), 4.3(2) and 19.2.

National Instrument 81-107 Independent Review Committee for Investment Funds, ss. 6.1(2) and 6.1(4).

December 10, 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
LINCLUDEN INVESTMENT MANAGEMENT LIMITED**

DECISION

Background

The principal regulator in the Jurisdiction has received an application (the **Application**) from the Lincluden Investment Management Limited, or an affiliate (the **Filer**) for a decision under the securities legislation of Jurisdiction of the principal regulator (the **Legislation**):

- (a) for an exemption from the prohibition in section 4.2(1) of National Instrument 81-102 *Investment Funds* (**NI 81-102**) to permit the Public Funds (as defined below) to purchase debt securities from, or sell debt securities to, a Pooled Fund (as defined below) (the **Section 4.2(1) Relief**);
- (b) for an exemption from the prohibitions in section 13.5(2)(b)(ii) and (iii) of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**) which prohibit a registered adviser from knowingly causing an investment portfolio managed by it, including an investment fund for which it acts as an adviser, to purchase or sell a security from or to the investment portfolio of an associate of a responsible person, or from or to the investment portfolio of an investment fund for which a responsible person acts as an adviser, in order to permit:
 - (i) a Pooled Fund to purchase securities from or to sell securities to a Fund (as defined below);
 - (ii) a Managed Account (as defined below) to purchase securities from or to sell securities to a Fund;

- (iii) a Public Fund to purchase securities from or to sell securities to a Fund;
- (iv) the transactions listed in (i) to (iii) (each an **Inter-Fund Trade**) to be executed at the last sale price, as defined in the Universal Market Integrity Rules of the Investment Industry Regulatory Organization of Canada, prior to the execution of the trade (the **Last Sale Price**) in lieu of the closing sale price (the **Closing Sale Price**) contemplated by the definition of "current market price of the security" in section 6.1(1)(a)(i) of National Instrument 81-107 *Independent Review Committee for Investment Funds (NI 81-107)* on that trading day, where the securities involved in the Inter-Fund Trade are exchange-traded securities (which term shall include Canadian and foreign exchange-traded securities);

((i), (ii), (iii) and (iv) are collectively, the **Inter-Fund Trading Relief**); and

- (v) *In specie* subscriptions and redemptions by a (each subscription or redemption, an **In specie Transfer**):

(A) Managed Account in relation to a Public Fund or a Pooled Fund; and

(B) Pooled Fund in relation to another Pooled Fund or a Public Fund

(collectively, the **In specie Transfer Relief**)

(the Section 4.2(1) Relief, the Inter-Fund Trading Relief and the *In Specie* Transfer Relief are collectively, the Exemptions Sought).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions:

- (a) the Ontario Securities Commission is the principal regulator for this 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 each of the other provinces and territories of Canada (together with Ontario, the **Jurisdictions**).

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102, NI 81-102, NI 81-107 and NI 31-103 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 and organized under the laws of Canada. The head office of the Filer is located in Ontario.
2. The Filer is registered as a portfolio manager in all of the Jurisdictions, as an investment fund manager in Ontario, Québec, and Newfoundland and Labrador, and as exempt market dealer in Ontario, Alberta, British Columbia and Saskatchewan.
3. The Filer is the manager, adviser and trustee of the Lincluden Balanced Fund, (the **Current Public Fund**), which is an open-ended mutual fund trust, which is governed by the laws of Ontario, which is subject to NI 81-102, which is a reporting issuer in each of the Jurisdictions and which offers its units in each of the Jurisdictions pursuant to a simplified prospectus, annual information form and fund facts in accordance with the requirements of National Instrument 81-101 *Mutual Fund Prospectus Disclosure (NI 81-101)*.
4. Each future public fund that the Filer may launch (each a **Future Public Fund** and together with the Current Public Fund, collectively, the **Public Funds** and individually a **Public Fund**) will be managed, advised and trustee by the Filer, will be an open-ended mutual fund trust governed by the laws of Ontario, will be subject to NI 81-102, will be a reporting issuer in one or more of the Jurisdictions and will offer its units in such Jurisdictions pursuant to a simplified prospectus, annual information form and fund facts in accordance with the requirements of NI 81-101.
5. The Filer is also the manager and adviser of each of the current pooled funds (a **Current Pooled Fund**), which are each an open-ended mutual fund trust, which are each governed by the laws of Ontario, which are not subject to NI 81-102, and which each offer their units to qualified investors in the Jurisdictions by means of the prospectus exemptions

in National Instrument 45-106 *Prospectus Exemptions (NI 45-106)*. CIBC Mellon Trust Company is the trustee of each of the Current Pooled Funds.

6. Each future pooled fund that the Filer may launch (each a **Future Pooled Fund**, and together with the Current Pooled Funds, collectively, the **Pooled Funds** and individually, a **Pooled Fund**) will be managed and advised by the Filer, will be an open-ended mutual fund trust governed by the laws of Ontario, which are not subject to NI 81-102, and will offer its units to qualified investors in the Jurisdictions by means of the prospectus exemptions in NI 45-106. CIBC Mellon Trust Company will be the trustee of each Future Pooled Fund.
7. Each Public Fund and each Pooled Fund (collectively, the **Funds** and individually, a **Fund**) may be an associate of the Filer.
8. Neither the Filer nor any of the Funds is in default of securities legislation in any of the Jurisdictions.
9. The Filer is and will be the adviser of each of its managed accounts (each a **Managed Account**).
10. The Filer provides discretionary portfolio management services to each Managed Account pursuant to an investment management agreement (a **Discretionary Management Agreement**) with the applicable client (a **Client**), whereby that Client appoints the Filer to act as its portfolio manager in connection with the investment portfolio of that Client with full discretionary authority, in accordance with the mandate of that Client, to trade in securities for that Client's Managed Account without obtaining the specific consent of that Client to execute the trade.
11. Investments in individual securities may not be appropriate in certain circumstances for a Client. Consequently, the Filer may, where authorized under a Discretionary Management Agreement, from time to time, invest the assets in a Client's Managed Account in securities of any one or more of the Funds in order to give such Client the benefit of asset diversification and economies of scale regarding minimum commission charges on portfolio trades and generally to facilitate portfolio management.

Inter-Fund Investing

12. The Filer wishes to be able to permit Inter-Fund Trades of portfolio securities between:
 - (a) a Public Fund and another Public Fund, a Pooled Fund or a Managed Account;
 - (b) a Pooled Fund and another Pooled Fund, a Public Fund or a Managed Account; and
 - (c) a Managed Account and a Public Fund or a Pooled Fund.
13. Different sections of NI 31-103, NI 81-102 and NI 81-107 impose different prohibitions and exceptions on different types of Funds with respect to Inter-Fund Trades.
14. An exception from the inter-fund trading prohibition in section 4.2(1) of NI 81-102 currently exists in section 4.3(1) of NI 81-102 which permits the Public Funds to inter-fund trade listed equity securities with the Pooled Funds. The Public Funds are, however, unable to rely on the exception in section 4.3(1) of NI 81-102 to inter-fund trade debt securities because debt securities are typically not subject to public quotations as required by section 4.3(1) of NI 81-102. The Public Funds are further unable to rely on the exception in section 4.3(2) to inter-fund trade debt securities with the Pooled Funds because that exception only applies where funds on both sides of the inter-fund trade are investment funds governed by NI 81-107. The Pooled Funds will not be subject to NI 81-107.
15. The Filer has submitted that because of the various investment objectives and investment strategies utilized by the Funds and Managed Accounts, it may be appropriate for different investment portfolios to acquire or dispose of the same securities directly, rather than with a third party. Authorizing the Inter-Fund Trades may result in such benefits as lower trading costs, reduced market disruption and quicker execution.
16. The Filer has determined that it would be in the best interests of the Funds and the Managed Accounts to receive the Inter-Fund Trading Relief because making the Funds and the Managed Accounts subject to the same set of rules governing the execution of Inter-Fund Trades will result in:
 - (a) cost and timing efficiencies in respect of the execution of Inter-Fund Trades; and
 - (b) simplified and more efficient monitoring thereof, for the Filer in connection with the execution of Inter-Fund Trades.

17. Each Inter-Fund Trade will be consistent with the investment objectives of the relevant Fund or Managed Account, as applicable.
18. At the time of an Inter-Fund Trade, the Filer will have policies and procedures in place to enable the applicable Funds and Managed Accounts to engage in Inter-Fund Trades.
19. The Filer has established, or will establish, an independent review committee (an **IRC**) in respect of each Public Fund in accordance with the requirements of NI 81-107.
20. The Filer, as the manager of each Pooled Fund, will establish, an IRC in respect of each Pooled Fund to review and provide its approval for any proposed Inter-Fund Trades between a Pooled Fund and another Fund or a Managed Account.
21. The IRC of the Pooled Funds will be composed by the Filer in accordance with section 3.7 of NI 81-107 and the IRC will comply with the standard of care set out in section 3.9 of NI 81-107. The IRC of the Pooled Funds will not approve an Inter-Fund Trade involving a Pooled Fund unless it has made the determination set out in section 5.2(2) of NI 81-107.
22. Inter-Fund Trades involving a Public Fund will be referred to the IRC of the Public Fund under subsection 5.2(1) of NI 81-107 and the Filer, as the manager of the Public Fund, and the IRC of the Public Fund will comply with section 5.4 of NI 81-107 in respect of any standing instructions the IRC provides in connection with the Inter-Fund Trade. The IRC of the Public Funds will not approve an Inter-Fund Trade involving a Public Fund unless it has made the determination set out in subsection 5.2(2) of NI 81-107.
23. Prior to engaging in Inter-Fund Trades on behalf of a Managed Account, each Discretionary Management Agreement or other documentation will contain the authorization of the Client for the portfolio manager of the Managed Account to engage in Inter-Fund Trades.
24. The Filer cannot rely on the exemption codified under subsection 6.1(4) of NI 81-107 unless each party to the transaction is a reporting issuer and the Inter-Fund Trade occurs at the “current market price of the security” which, in the case of exchange-traded securities, includes the Closing Sale Price but not the Last Sale Price.
25. The Filer considers that it would be in the best interests of the Funds and the Managed Accounts, as applicable, if an Inter-Fund Trade could be made at the Last Sale Price prior to the execution of the trade, in lieu of the Closing Sale Price, as this will result in the trade being done at the price which is closest to the price at the time the decision to make the trade is made.
26. An Inter-fund Trade to be effected at the Last Sale Price will be implemented by the Filer as follows:
 - (a) the Filer, as the portfolio manager, will deliver the trade instruction in respect of a purchase or sale of a portfolio security by a Fund or a Managed Account, as applicable (**Party A**), to a trader on the Filer’s trading desk;
 - (b) the Filer, as the portfolio manager, will deliver the trade instruction in respect of a purchase or sale of a portfolio security by another Fund or Managed Account, as applicable (**Party B**), to a trader on the Filer’s trading desk;
 - (c) the trader on the Filer’s trading desk will have the discretion to execute the trade as an Inter-fund Trade between Party A and Party B at the Last Sale Price of the portfolio security, prior to the execution of the trade;
 - (d) the policies applicable to the Filer’s trading desk will require that all orders are to be executed on a timely basis; and
 - (e) the trader on the Filer’s trading desk will advise of the Last Sale Price.

In Specie Transfers

27. The Filer may wish to or otherwise be required to conduct an *In specie* Transfer (as defined below) and deliver securities held in a Managed Account or a Pooled Fund to a Fund in respect of a purchase of securities of the Fund (**Fund Securities**), and may wish to or otherwise be required to receive securities from a Fund in respect of a redemption of Fund Securities by a Managed Account or a Pooled Fund. As the Filer is, or may be, the portfolio manager of the Funds and is, or may be, the portfolio manager of the Managed Accounts, the Filer would be considered a “responsible person” within the meaning of section 13.5 of NI 31-103.

28. As the Filer is, or may be in the future, the trustee of a Fund which is organized as a trust, each such Fund may be an 'associate' of the Filer, and accordingly, absent the grant of the *In specie* Transfer Relief, the Filer would be precluded by the provisions of section 13.5(2)(b)(ii) of NI 31-103 from effecting the *In specie* Transfers in such circumstances. As the Filer is, or will be, a registered adviser, and is or will be the manager and/or portfolio manager of the Funds and is, or will be, the portfolio manager of the Managed Accounts, absent the grant of the *In specie* Transfer Relief, the Filer would be precluded by section 13.5(2)(b)(iii) of NI 31-103 from effecting the *In specie* Transfers.
29. The *In specie* Transfers will allow the Filer to manage each asset class more effectively and reduce transaction costs for the Managed Account or the Fund client and the other Funds. For example, *In specie* Transfers reduce market impact costs, which can be detrimental to the Managed Accounts or the Fund clients and/or the other Funds. *In specie* Transfers also allow the Filer to retain within its control institutional-size blocks of securities that otherwise would need to be broken and re-assembled.
30. The only cost which will typically be incurred by a Fund or a Managed Account for an *In specie* Transfer is a nominal administrative charge levied by the custodian of the Fund in recording the trades and any commission charged by the dealer executing the trade.
31. The Filer will obtain the prior specific written consent of the relevant Managed Account client before it engages in any *In specie* Transfers in connection with the purchase or redemption of securities of a Fund for the Managed Account.
32. The Filer, as manager of the Funds, will value the securities transferred under an *In specie* Transfer on the same valuation day on which the purchase price or redemption price of the Fund Securities of a Fund is determined. With respect to the purchase of Fund Securities of a Fund, the securities transferred to a Fund under an *In specie* Transfer in satisfaction of the purchase price of those Fund Securities will be valued as if the securities were portfolio assets of the Fund, as contemplated by section 9.4(2)(b)(iii) of NI 81-102. With respect to the redemption of Fund Securities of a Fund, the securities transferred to a Managed Account in satisfaction of the redemption price of those Fund Securities will have a value equal to the amount at which those securities were valued in calculating the net asset value per security used to establish the redemption price of the Fund Securities of the Fund, as contemplated by section 10.4(3)(b) of NI 81-102.
33. Should any *In specie* Transfer involve the transfer of an "illiquid asset" (as defined in NI 81-102) (the **Illiquid Portfolio Securities**), the Filer will obtain at least one quote for the illiquid asset from an independent arm's length purchaser or seller, immediately before effecting the *In specie* Transfer.
34. If any Illiquid Portfolio Securities are the subject of an *In specie* Transfer, the Illiquid Portfolio Securities will be transferred on a basis that fairly represents the portfolio of the Fund. The Filer will not cause any Fund to be involved in *In specie* Transfer if, at the time of the proposed *In specie* Transfer, Illiquid Portfolio Securities represent more than an immaterial portion of the portfolio of the Fund. The valuation of any Illiquid Portfolio Securities which would be the subject of an *In specie* Transfer will be carried out according to the Filer's policies and procedures for the fair value of portfolio securities, including illiquid securities.
35. *In specie* Transfers will be subject to (i) compliance with the written policies and procedures of the Filer respecting *In specie* Transfers that are consistent with applicable securities legislation, and (ii) the oversight of the Filer's compliance department to ensure that the transaction represents the business judgment of the Filer acting in its discretionary capacity with respect to a Fund and/or a Managed Account, uninfluenced by considerations other than the best interests of the Fund and/or the Managed Account.
36. None of the portfolio securities which are the subject of an *In specie* Transfer will be securities of related issuers of the Filer.
37. Since the Filer is, or will be, the portfolio manager of each Managed Account and each Fund, the Filer will be considered to be a 'responsible person' within the meaning of NI 31-103, and would thus be prohibited from entering into Inter-Fund Trades or *In specie* Transfers in the absence of the Inter-Fund Trading Relief and *In specie* Transfer Relief, respectively.
38. The Filer has determined that it would be in the interests of the Funds and the Managed Accounts to receive the Exemptions Sought.

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,

- (a) the Section 4.2(1) Relief is granted provided that:
 - (i) the transaction is consistent with the investment objectives of each of the Funds involved in the trade;
 - (ii) the IRC of each Fund involved in the trade has approved the transaction in respect of that Fund in accordance with the terms of subsection 5.2(2) of NI 81-107; and
 - (iii) the transaction complies with paragraphs (c) to (g) of subsection 6.1(2) of NI 81-107.
- (b) the Inter-Fund Trading Relief is granted provided that:
 - (i) the Inter-Fund Trade is consistent with the investment objective of the Fund or the Managed Account;
 - (ii) the Filer refers the Inter-Fund Trade to the IRC of the Fund in the manner contemplated by section 5.1 of NI 81-107 and the Filer and the IRC of the Fund comply with section 5.4 of NI 81-107 in respect of any standing instructions an IRC provides in connection with the Inter-Fund Trade;
 - (iii) in the case of an Inter-Fund Trade between Funds:
 - (A) the IRC of each Fund has approved the Inter-Fund Trade in respect of the Fund in accordance with the terms of subsection 5.2(2) of NI 81-107; and
 - (B) the Inter-Fund Trade complies with paragraphs (c) to (g) of subsection 6.1(2) of NI 81-107 except that for purposes of paragraph (e) of subsection 6.1(2) in respect of exchange-traded securities, the current market price of the security may be the Last Sale Price;
 - (iv) in the case of an Inter-Fund Trade between a Managed Account and a Fund:
 - (A) the IRC of the Fund has approved the Inter-Fund Trade in respect of such Fund in accordance with the terms of subsection 5.2(2) of NI 81-107;
 - (B) the investment management agreement or other documentation in respect of the Managed Account authorizes the transaction; and
 - (C) the Inter-Fund Trade complies with paragraphs (c) to (g) of subsection 6.1(2) of NI 81-107 except that for purposes of paragraph (e) of subsection 6.1(2) in respect of exchange-traded securities, the current market price of the security may be the Last Sale Price;
- (c) the *In specie* Transfer Relief is granted provided that:
 - (i) if the transaction is the purchase of Fund Securities by a Managed Account:
 - (A) if the Fund Securities are of a Public Fund,
 - (I) the Filer, as manager of the Public Fund, obtains the approval of the IRC of the Fund in respect of an *In specie* Transfer in accordance with the terms of section 5.2 of NI 81-107; and
 - (II) the Filer, as manager of the Public Fund and the IRC of the Fund comply with the requirements of section 5.4 of NI 81-107 for any standing instructions the IRC provides in respect of an *In specie* Transfer;
 - (B) the Filer obtains the prior written consent of the client of the relevant Managed Account before it engages in any *In specie* Transfers in connection with the purchase of the Fund Securities;
 - (C) the Fund would at the time of payment be permitted to purchase the portfolio securities held by the Managed Account;

- (D) the portfolio securities are acceptable to the Filer as portfolio manager of the Fund and consistent with the Fund's investment objectives;
 - (E) the value of the portfolio securities sold to the Fund by the Managed Account is equal to the issue price of the Fund Securities for which they are payment, valued as if the securities were portfolio assets of that Fund;
 - (F) the account statement next prepared for the Managed Account will include a note describing the portfolio securities delivered to the Fund and the value assigned to such securities; and
 - (G) the Fund keeps written records of all *In specie* Transfers during the financial year of the Fund, reflecting details of the portfolio securities delivered to the Fund and the value assigned to such securities, for at least five years after the end of the financial year, the most recent two years in a reasonably accessible place;
- (ii) if the transaction is the redemption of Fund Securities by a Managed Account:
- (A) if the Fund Securities are of a Public Fund,
 - (I) the Filer, as manager of the Public Fund, obtains the approval of the IRC of the Fund in respect of an *In specie* Transfer in accordance with the terms of section 5.2 of NI 81-107; and
 - (II) the Filer, as manager of the Public Fund and the IRC of the Fund comply with the requirements of section 5.4 of NI 81-107 for any standing instructions the IRC provides in respect of an *In specie* Transfer;
 - (B) the Filer obtains the prior written consent of the client of the relevant Managed Account to the payment of redemption proceeds in the form of an *In specie* Transfer;
 - (C) the portfolio securities are acceptable to the Filer as portfolio manager of the Managed Account and consistent with the Managed Account's investment objectives;
 - (D) the value of the portfolio securities is equal to the amount at which those securities were valued in calculating the net asset value per Fund Security of the Fund used to establish the redemption price;
 - (E) the holder of the Managed Account has not provided notice to terminate its investment management agreement with the Filer;
 - (F) the account statement next prepared for the Managed Account will include a note describing the portfolio securities delivered to the Managed Account and the value assigned to such securities; and
 - (G) the Fund keeps written records of all *In specie* Transfers during a financial year of the Fund, reflecting details of the portfolio securities delivered by the Fund and the value assigned to such securities, for at least five years after the end of the financial year, the most recent two years in a reasonably accessible place;
- (iii) the Filer does not receive any compensation in respect of any sale or redemption of Fund Securities of a Fund and, in respect of any delivery of securities further to an *In specie* Transfer, the only charge paid by the Managed Account, if any, is the commission charged by the dealer executing the trade;
- (iv) if the transaction is the purchase of Fund Securities of a Public Fund by a Pooled Fund:
- (A) the Filer, as manager of the Public Fund, obtains the approval of the IRC of the Public Fund in respect of an *In specie* Transfer in accordance with the terms of section 5.2 of NI 81-107;
 - (B) the Filer, as manager of the Public Fund, and the IRC of the Public Fund comply with the requirements of section 5.4 of NI 81-107 for any standing instructions the IRC provides in respect of an *In specie* Transfer;

- (C) the Public Fund would at the time of payment be permitted to purchase the portfolio securities;
 - (D) the portfolio securities are acceptable to the Filer as portfolio manager of the Public Fund, and consistent with the Public Fund's investment objectives;
 - (E) the value of the portfolio securities is equal to the issue price of the Fund Securities of the Public Fund for which they are payment, valued as if the securities were portfolio assets of that Public Fund; and
 - (F) each of the Funds keeps written records of all *In specie* Transfers in a financial year of the Fund, reflecting details of the portfolio securities delivered by the Pooled Fund to the Public Fund, and the value assigned to such securities, for at least five years after the end of the financial year, the most recent two years in a reasonably accessible place;
- (v) if the transaction is the redemption of Fund Securities of a Public Fund by a Pooled Fund:
- (A) the Filer, as manager of the Public Fund, obtains the approval of the IRC of the Public Fund in respect of the *In specie* Transfer in accordance with the terms of section 5.2 of NI 81-107;
 - (B) the Filer, as manager of the Public Fund, and the IRC of the Public Fund comply with the requirements of section 5.4 of NI 81-107 for any standing instructions the IRC provides in respect of an *In specie* Transfer;
 - (C) the portfolio securities are acceptable to the Filer as the portfolio manager of the Pooled Fund, and consistent with the Pooled Fund's investment objective;
 - (D) the value of the portfolio securities is equal to the amount at which those securities were valued in calculating the net asset value per Fund Security used to establish the redemption price of the Public Fund; and
 - (E) each of the Funds keeps written records of all *In specie* Transfers in a financial year of the Fund, reflecting details of the portfolio securities delivered by the Public Fund to the Pooled Fund and the value assigned to such securities, for at least five years after the end of the financial year, the most recent two years in a reasonably accessible place;
- (vi) if the transaction is the purchase of Fund Securities of a first Pooled Fund by a second Pooled Fund:
- (A) the first Pooled Fund would at the time of payment be permitted to purchase the portfolio securities;
 - (B) the portfolio securities are acceptable to the Filer as portfolio manager of the first Pooled Fund, and consistent with the first Pooled Fund's investment objectives;
 - (C) the value of the portfolio securities is equal to the issue price of the Fund Securities of the first Pooled Fund for which they are payment, valued as if the securities were portfolio assets of the first Pooled Fund; and
 - (D) each Fund keeps written records of an *In specie* Transfer in a financial year of the Fund, reflecting details of the portfolio securities delivered by the second Pooled Fund to the first Pooled Fund, and the value assigned to such securities, for at least five years after the end of the financial year, the most recent two years in a reasonably accessible place;
- (vii) if the transaction is the redemption of Fund Securities of a first Pooled Fund by a second Pooled Fund:
- (A) the portfolio securities are acceptable to the Filer as portfolio manager of the second Pooled Fund, and consistent with the investment objective of the second Pooled Fund;
 - (B) the value of the portfolio securities is equal to the amount at which those securities were valued in calculating the net asset value per Fund Securities used to establish the redemption price of the first Pooled Fund; and

- (C) each Fund keeps written records of all *In specie* Transfers in a financial year of the Fund, reflecting details of the portfolio securities delivered to the second Pooled Fund by the first Pooled Fund and the value assigned to such securities, for at least five years after the end of the financial year, the most recent two years in a reasonably accessible place; and
- (viii) the Filer does not receive any compensation in respect of any sale or redemption of Fund Securities of a Fund and, in respect of any delivery of securities further to an *In specie* Transfer, the only charge paid by the Fund, if any, is the commission charged by the dealer executing the trade.

“Neeti Varma”
Manager
Investment Funds and Structured Products Branch
Ontario Securities Commission

2.1.5 TerrAscend Corp.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Issuer granted relief from the requirement in National Instrument 52-107 Acceptable Accounting Principles and Auditing Standards that acquisition statements required by securities legislation to be audited must be accompanied by an auditor’s report that expresses an unqualified opinion – Issuer made a significant acquisition, but underlying information needed to support an unqualified auditor’s opinion on the acquisition statements is not available – Issuer can otherwise comply with the acquisition statement requirements for a business acquisition report and the business acquisition report will contain sufficient alternative information about the acquisition.

Applicable Legislative Provisions

National Instrument 52-107 Acceptable Accounting Principles and Auditing Standards, ss. 3.12(2) and 5.1.

December 6, 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
TERRASCEND CORP.
(the “Filer”)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction (the **Legislation**) exempting the Filer from the requirement in subsection 3.12(2) of National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards* (**NI 52-107**) that an auditor’s report accompanying audited acquisition statements must express an unqualified opinion (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 Filer has 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 and Alberta.

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 was incorporated on February 18, 2014 pursuant to the *Business Corporations Act* (Ontario). The Filer’s head office is located at 3610 Mavis Road, Mississauga, Ontario.
2. The Filer is a reporting issuer in the provinces of Ontario, British Columbia and Alberta.
3. The Filer’s authorized share capital consists of an unlimited number of common shares (the **Common Shares**), an unlimited number of proportionate voting shares (the **Proportionate Voting Shares**) and an unlimited number of exchangeable shares (the **Exchangeable Shares**). Each Proportionate Voting Share is exchangeable into Common Shares on the basis of 1,000 Common Shares per Proportionate Voting Share. Each Exchangeable Share is exchangeable, upon the occurrence of certain stated events, into one Common Share. As at the close of business on November 13, 2019, 53,493,225 Common Shares, 75,416.981 Proportionate Voting Shares and 38,890,570 Exchangeable Shares were issued and outstanding.
4. The Common Shares are listed on the Canadian Securities Exchange under the trading symbol “TER” and in the United States on the OTCQX Best Market under the trading symbol “TRSSF”. Neither the Proportionate Voting Shares nor the Exchangeable Shares are listed on any stock exchange.
5. On September 16, 2019, the Filer acquired all of the issued and outstanding equity interests of Ilera Healthcare LLC, Ilera Dispensing LLC, Ilera Security LLC, Ilera InvestCo I LLC, 235 Main Street Mercersburg LLC and IHC Real Estate GP, LLC (collectively, the **Ilera Entities**) in exchange for a combination of cash and Proportionate Voting Shares (the **Transaction**).
6. The Transaction was completed pursuant to a securities purchase and exchange agreement dated August 1, 2019 among the Filer (as parent), WDB Holding PA, Inc. (a wholly-owned indirect

subsidiary of the Filer, as buyer), certain sellers of the Ilera Entities and Mr. Osagie Imasogie (as the sellers' agent).

7. None of the Ilera Entities are reporting issuers (or the equivalent) in any jurisdiction. Each of Ilera Healthcare LLC, Ilera Dispensing LLC, Ilera Security LLC, Ilera InvestCo I LLC and 235 Main Street Mercersburg LLC are incorporated under the laws of the State of Pennsylvania. IHC Real Estate GP, LLC is incorporated under the laws of the State of Delaware.
8. The Transaction constituted an "acquisition of related businesses" and a "significant acquisition" by the Filer under section 8.3 of National Instrument 51-102 *Continuous Disclosure Obligations* (NI 51-102), which triggered the requirement for the Filer to file a completed Form 51-102F4 *Business Acquisition Report* (BAR) within 75 days of the completion of the Transaction.
9. Pursuant to subsection 8.4(8) of NI 51-102, the Filer is permitted to present the financial statements of the Ilera Entities required to be included in the BAR on a combined basis, as for the periods covered, the Ilera Entities were under common control.
10. To comply with section 8.4 of NI 51-102, the Filer's BAR must include, among other things, audited annual financial statements of the Ilera Entities for the financial year ended December 31, 2018 (the **2018 Annual Financial Statements**).
11. Under section 3.12 of NI 52-107, the 2018 Annual Financial Statements must be accompanied by an auditor's report that expresses an unqualified opinion.
12. The Filer understands that, as private entities, the Ilera Entities were not required to have, and did not have, the 2018 Annual Financial Statements audited.
13. Although the Filer has prepared the 2018 Annual Financial Statements to the best of its ability using information that is presently available from the Ilera Entities and their former management, the Filer's auditor has represented to the Filer that it is unable to obtain sufficient comfort with respect to the Ilera Entities to issue an unqualified audit opinion due to the lack of sufficient underlying information and the passage of time. In particular, the Filer's independent auditor was not present during the December 31, 2018 physical inventory observation and has been unable to satisfy itself by alternative means of the quantity of inventory at December 31, 2018.
14. The Filer expects the following item (the **Qualified Matter**) would result in a qualified opinion from the auditor in respect of the 2018 Annual Financial

Statements:

Inventory: Supporting documentation and schedules required in order to validate the quantity of inventory, including growing crops, are not available as at December 31, 2018 and for the year then ended. As such, the Filer does not believe the Filer's independent auditor will be able to obtain sufficient comfort for the ending inventory balance and the related cost of goods sold. Since the Ilera Entities are unable to reproduce inventory quantities as of December 31, 2018, the independent auditor is unable to conduct sufficient alternative audit procedures to gain reasonable comfort that inventory balances at December 31, 2018 are free from material misstatement.

15. Apart from the requirement that the 2018 Annual Financial Statements be accompanied by an auditor's report that expresses an unqualified opinion, the Filer is otherwise able to prepare and file a BAR in accordance with NI 51-102 and NI 52-107.
16. To the knowledge of the Filer, after reasonable due diligence conducted on the Ilera Entities, and in the Filer's preparation of the 2018 Annual Financial Statements, the Filer believes that inventory is not materially misstated.
17. Except for the requirement to file a BAR within 75 days of the completion of the Transaction, the Filer is not in default of securities legislation in any jurisdiction.
18. The Filer anticipates that its auditor will be able to issue an unmodified opinion with respect to inventory for its year ended December 31, 2019.

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 the Filer includes the following financial information in the BAR for the Transaction:

- (a) the 2018 Annual Financial Statements accompanied by an auditor's report that expresses an unqualified opinion other than with respect to the Qualified Matter;
- (b) unaudited annual financial statements of the Ilera Entities for the financial year ended December 31, 2017, in accordance with subsection 8.4(1) of NI 51-102;
- (c) unaudited interim financial statements of the Ilera Entities for the six-month period ended June 30, 2019, and comparative period in the immediately

preceding financial year; and

- (d) an audited statement of assets acquired and liabilities assumed, without qualification, by the Filer as at the closing date of the Transaction.

“Cameron McInnis”
Chief Accountant
Ontario Securities Commission

2.2 Orders

2.2.1 Aly Babu Husein Mawji – ss. 127(1), 127(10)

IN THE MATTER OF ALY BABU HUSEIN MAWJI

Heather Zordel, Commissioner and Chair of the Panel

File No. 2019-38

December 3, 2019

ORDER (Subsections 127(1) and 127(10) of the *Securities Act*, RSO 1990, c S.5)

WHEREAS the Ontario Securities Commission (the **Commission**) held a hearing in writing to consider whether it is in the public interest to make an order against Aly Babu Husein Mawji (**Mawji**) pursuant to subsections 127(1) and 127(10) of the *Securities Act*, RSO 1990, c S.5 (the **Act**), as requested in the Statement of Allegations filed by Staff of the Commission (**Staff**) on October 10, 2019;

ON READING the materials filed by Staff, including the Decision of the Stuttgart (Germany) District Court dated October 12, 2012 and the Decision of the German Federal Court of Justice dated December 4, 2013, and Mawji not having filed any materials, although properly served as indicated the Affidavit of Service of Julia Ho sworn on October 29, 2019;

IT IS ORDERED THAT:

1. pursuant to the Act s.127(1)2, trading in any securities or derivatives by Mawji cease permanently;
2. pursuant to the Act s.127(1)2.1, acquisition of any securities by Mawji be prohibited permanently;
3. pursuant to the Act s.127(1)3, any exemptions contained in Ontario securities law do not apply to Mawji permanently;
4. pursuant to the Act s.127(1)7 and s.127(1)8.1, Mawji resign any positions that he holds as a director or officer of any issuer or registrant;
5. pursuant to the Act s.127(1)8 and s.127(1)8.2, Mawji be prohibited permanently from becoming or acting as a director or officer of any issuer or registrant; and
6. pursuant to the Act s.127(1)8.5, Mawji be prohibited permanently from becoming or acting as a registrant or promoter.

“Heather Zordel”

2.2.2 Karmin Exploration 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).

December 2, 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
KARMIN EXPLORATION 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 and Nova Scotia.

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 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.

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

2.2.3 The Catalyst Group Inc. et al. – s. 127

IN THE MATTER OF
THE CATALYST CAPITAL GROUP INC.

AND

IN THE MATTER OF
HUDSON'S BAY COMPANY, RICHARD A. BAKER,
LISA BAKER, LISA AND RICHARD BAKER
ENTERPRISES, LLC,
RED TRUST, YELLOW TRUST, BLUE TRUST,
ROBERT BAKER, CHRISTINA BAKER,
A TRUST FOR BETTINA JANE RICHMAN, A TRUST
FOR EMMA RICHMAN,
A TRUST FOR FRANCESCA RICHMAN, ASHLEY S.
BAKER 3/15/84 TRUST,
LION TRUST, MR. AND MRS. ROBERT BAKER FAMILY
FOUNDATION,
CHRISTINA BAKER TRUST FOR GRANDCHILDREN,
ROBERT C. BAKER TRUST FOR GRANDCHILDREN,
WILLIAM MACK,
THE WILLIAM AND PHYLLIS MACK FAMILY
FOUNDATION, INC.,
MACK 2010 FAMILY TRUST I, RICHARD MACK, WRS
ADVISORS III, LLC,
WRS ADVISORS IV, LLC, LEE NEIBART, LEE S.
NEIBART 2010 GRAT,
HANOVER INVESTMENTS (LUXEMBOURG) S.A.,
ABRAMS CAPITAL PARTNERS I, L.P., ABRAMS
CAPITAL PARTNERS II, L.P., WHITECREST
PARTNERS, LP, and FABRIC LUXEMBOURG
HOLDINGS S.À.R.L

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

File No. 2019-41

December 5, 2019

ORDER

(Section 127 of the *Securities Act*, RSO 1990, c S.5)

WHEREAS on December 5, 2019, the Ontario Securities Commission held a hearing at 20 Queen Street West, 17th Floor, Toronto, Ontario to address scheduling for the Application brought by The Catalyst Capital Group Inc. (Catalyst) in respect of the proposed acquisition of securities of Hudson's Bay Company (HBC) by Rupert Acquisition LLC (Rupert LLC), in connection with the plan of arrangement contemplated under a definitive arrangement agreement dated October 20, 2019 between Rupert LLC and HBC;

ON HEARING the submissions of the representative for Catalyst, HBC, Rupert LLC, the other respondents (the Continuing Shareholders) and Staff of the Commission (Staff) and considering Catalyst's agreement to forego the filing of any preliminary motions;

IT IS ORDERED THAT:

1. Catalyst shall file an Amended Application that adds Rupert LLC and L&T B (Cayman) Inc. as respondents pursuant to Rule 18 of the *Ontario Securities Commission Rules of Procedure and Forms* (the OSC Rules);
2. Written materials for any motion requesting intervenor status to participate in all or part of the Application (the Intervenor Motions) shall be served and filed according to the following schedule:
 - (a) the Motion record shall be served and filed by December 6, 2019;
 - (b) any responding materials shall be served and filed by December 7, 2019; and
 - (c) any reply materials shall be served and filed by December 8, 2019;
3. Any Intervenor Motions shall be heard in writing pursuant to Rule 23(3) of the OSC Rules;
4. All direct evidence in the Application, including any expert evidence, shall be adduced by way of affidavit evidence;
5. All parties who file affidavit evidence shall make their affiants available for cross-examination by any adverse party at the hearing of the Application;
6. Catalyst shall serve and file the application record, including any affidavit evidence being relied upon, by no later than December 6, 2019;
7. Catalyst shall serve and file a memorandum of law and book of authorities by 12:00 p.m. on December 7, 2019;
8. The respondents shall serve and file any responding records, including any affidavit evidence being relied upon, responding memoranda of law and books of authorities by 12:00 p.m. on December 9, 2019;
9. Catalyst shall serve and file any reply record, reply memorandum of law and book of authorities by 12:00 p.m. on December 10, 2019;
10. Staff shall serve and file a memorandum of law and book of authorities by 5:00 p.m. on December 10, 2019; and
11. The hearing of the Application shall commence at 10:00 a.m. on December 11, 2019, continuing on December 12 at 11:00 a.m. and December 13 at 11:00 a.m., or on such other dates or times as may be agreed by the parties and set by the Office of the Secretary.

"D. Grant Vingoe"

Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 OSC Decisions

3.1.1 Aly Babu Husein Mawji – ss. 127(1), 127(10)

Citation: *Mawji (Re)*, 2019 ONSEC 39

Date: 2019-12-03

File No. 2019-38

**IN THE MATTER OF
ALY BABU HUSEIN MAWJI**

**REASONS AND DECISION
(Subsections 127(1) and 127(10) of the *Securities Act*, RSO 1990, c S.5)**

Hearing: In Writing

Decision: December 3, 2019

Panel: Heather Zordel Commissioner and Chair of the Panel

Submissions: Hanchu Chen For Staff of the Commission

No submissions made by or on behalf of Aly Babu Husein Mawji

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- IV. LAW AND ANALYSIS
 - A. Has the respondent been convicted in any jurisdiction of an offence arising from a transaction, business or course of conduct related to securities and/or been found by a court in any jurisdiction to have contravened the laws of the jurisdiction respecting the buying or selling of securities?
 - B. Should the Commission exercise its jurisdiction to make the requested order in the public interest?
- V. CONCLUSION

REASONS AND DECISION

I. OVERVIEW

- [1] On October 12, 2012, the respondent Aly Babu Husein Mawji was convicted before the Stuttgart District Court in Germany for illegal market manipulation.¹
- [2] In this inter-jurisdictional enforcement proceeding, Enforcement Staff of the Ontario Securities Commission (**Staff of the Commission**) requests a protective and preventative order in the public interest pursuant to the *Securities Act* (the **Act**) s.127(1) and s.127(10).² Specifically, Staff relies on s.127(10)1 of the Act, which provides that an order may be made under s.127(1) in respect of a person who has been convicted in any jurisdiction of an offence arising from a transaction, business or course of conduct related to securities or derivatives.³ I also will consider the Act s.127(10)3, which provides that an order may be made under s.127(1) in respect of a person who has been found by a court in any jurisdiction to have contravened the laws of the jurisdiction respecting the buying or selling of securities.⁴ Staff submits that the s.127(1) precondition has been met, and that it is in the public interest to make an inter-jurisdictional enforcement order against Mr. Mawji in Ontario on the terms proposed.
- [3] There are two issues for my consideration:
- a. Has Mr. Mawji been convicted in any jurisdiction of an offence arising from a transaction, business or course of conduct related to securities or derivatives and/or has Mr. Mawji been found by a court in any jurisdiction to have contravened the laws of the jurisdiction respecting the buying or selling of securities?
 - b. If so, should the Commission exercise its jurisdiction to make a protective and preventative order in the public interest in respect of Mr. Mawji?
- [4] Based on the written submissions, hearing brief and supporting legal authorities filed by Staff, I am satisfied that the precondition for the proposed order has been met, and it is in the public interest to issue the requested order. These are my reasons.

II. SERVICE AND PARTICIPATION

- [5] Staff filed a Statement of Allegations dated October 10, 2019, naming Mr. Mawji as the sole respondent in this proceeding and electing to proceed with a hearing in writing. The next day, the Commission issued a Notice of Hearing commencing this proceeding and posted it on the Commission's website.
- [6] Staff served Mr. Mawji with the Statement of Allegations, the Notice of Hearing, and Staff's written submissions, hearing brief⁵ and brief of authorities on October 25, 2019, via email. Staff filed an Affidavit of Service sworn on October 29, 2019.⁶ I find that Staff properly effected service on Mr. Mawji.
- [7] In accordance with the *Ontario Securities Commission Rules of Procedure and Forms*, the deadline for the respondent to serve and file written submissions was November 22, 2019.⁷ That deadline has passed.
- [8] Mr. Mawji chose not to participate in the proceeding. Although properly served, Mr. Mawji filed no materials by the deadline, or at any point. The Commission may proceed in the absence of a party where that party has been given notice of the hearing.⁸ I am satisfied that Mr. Mawji had adequate notice of this written hearing and that it is appropriate to proceed with this written hearing in his absence.

III. GERMAN COURT PROCEEDINGS

A. Conduct at Issue

¹ Exhibit 1, Staff's Hearing Brief, Decision of the German Federal Court of Justice re: Aly Babu Husein Mawji, et al. dated December 4, 2013, Tab 2 (translation) and Tab 3 (original) (**Federal Decision**) at para 8; see also Staff's Hearing Brief, Decision of the Stuttgart District Court, Commercial Crime Court re: Aly Babu Husein Mawji dated October 12, 2012, Tab 4 (partial translation) and Tab 5 (original) (**District Decision**) at 4.

² RSO 1990, c S.5 (the **Act**).

³ The Act, s.127(10) para 1.

⁴ The Act, s.127(10) para 3.

⁵ Marked as Exhibit 1 in this proceeding.

⁶ Marked as Exhibit 2 in this proceeding.

⁷ I.e., 28 days after service, pursuant to *Ontario Securities Commission Rules of Procedure and Forms* (2019), 42 OSCB 6528, r 11(3)(g) (**OSC Rules of Procedure**), r 11(3).

⁸ *Statutory Powers Procedure Act*, RSO 1990, c S.22, s 7(2); *OSC Rules of Procedure*, r 21(3).

- [9] In early 2006, Mr. Mawji acquired almost all of the freely traded shares of a company (**Company D**). Together with another individual (**Individual G**), Mr. Mawji sought to increase the price of Company D's shares through recommendations in the media. Mr. Mawji transferred half of his Company D shares to Individual G in exchange for Individual G marketing the shares through his network of stock exchange journalists.⁹ Between May 15, 2006 and June 15, 2006 (the **Material Time**), Individual G and associates actively promoted and recommended the purchase of the shares of Company D in the media as a lucrative investment based on the involvement of a well-known geologist.¹⁰
- [10] Company D shareholders, including Mr. Mawji, were not disclosed in any publications; there were no disclaimers or warnings regarding Mr. Mawji's shareholdings; letters sent out by email and the respective home pages did not disclose that the publisher and associates may hold positions in the shares discussed in the publications; nor was that information disclosed online.¹¹
- [11] Company D's shares remained virtually inactive following its initial listing in February 2006.¹²
- [12] During the Material Time, the stock exchange price of Company D shares increased from EUR 2.10 to EUR 18.10. Mr. Mawji, having concealed his own shareholdings in Company D and the conflict of interest therein, used the price increases to his advantage and sold his Company D shares for a profit of EUR 25,660,856.02.¹³
- [13] Company D's share price fell following the conclusion of the marketing campaign, closing at EUR 2.92 on June 30, 2006. Over the course of 2006 and 2007, the Company D trading volume and share price continually decreased, and tended towards zero.¹⁴

B. Conviction and Sentencing

- [14] On October 12, 2012, Mr. Mawji was convicted before the Stuttgart District Court of illegal market manipulation, in relation to s.38(2), in conjunction with s.39(1) no. 2, and s.20a(1) no. 3 of the *German Securities Trading Act (WpHG)*; s.4(3) no. 2 of the *German Market Manipulation Definition Regulation (MaKonV)*; and s.25(2) of the *German Criminal Code*.¹⁵
- [15] The Stuttgart District Court sentenced Mr. Mawji to three years and two months imprisonment.¹⁶

C. Appeal

- [16] Mr. Mawji appealed the Stuttgart District Court's judgement to the German Federal Court of Justice (**Federal Court**). On December 4, 2013, the Federal Court denied Mr. Mawji's appeal, except for the District Court's findings regarding the *German Code of Criminal Procedure* s.111i para 2¹⁷, which was held to be inapplicable because it came into effect after the Material Time.¹⁸
- [17] The Federal Court found no errors of law regarding Mr. Mawji's conviction and upheld the Stuttgart District Court's findings that Mr. Mawji had carried out an illegal market manipulation of Company D shares.¹⁹

IV. LAW AND ANALYSIS

A. Has the respondent been convicted in any jurisdiction of an offence arising from a transaction, business or course of conduct related to securities and/or been found by a court in any jurisdiction to have contravened the laws of the jurisdiction respecting the buying or selling of securities?

- [18] The Act s.127(10) facilitates the inter-jurisdictional enforcement of orders following breaches of securities law. It allows the Commission to issue protective and preventative orders to ensure that misconduct that takes place in another jurisdiction will not be repeated in Ontario's capital markets. The Act s.127(10) authorizes an order under s.127(1) where a respondent has been convicted in any jurisdiction of an offence arising from a transaction, business or conduct related to securities. The Act s.127(10) also authorizes an order under s.127(1) where a respondent has been found by

⁹ Federal Decision, Tab 2 at para 4.

¹⁰ Federal Decision, Tab 2 at para 5.

¹¹ Federal Decision, Tab 2 at para 6.

¹² Federal Decision, Tab 2 at para 7.

¹³ Federal Decision, Tab 2 at para 7.

¹⁴ Federal Decision, Tab 2 at paras 1 and 4.

¹⁵ Federal Decision, Tab 2 at para 8; District Decision, Tab 4 at IV.

¹⁶ Federal Decision, Tab 2 at paras 1 and 4; District Decision, Tab 4 at I-2 (p 3).

¹⁷ Federal Decision, Tab 2 at Decision para 1 and Reasons paras 48-52. Section 111i paragraph 2 is a provision enacted in January 2007 for the purpose of strengthening enforcement for damages and asset forfeiture.

¹⁸ Federal Decision, Tab 2 at Decision paras 1-3 and Reasons paras 48-53.

¹⁹ Federal Decision, Tab 2 at para 18.

a court in any jurisdiction to have contravened the laws of the jurisdiction respecting the buying or selling of securities. The Act s.127(10) does not itself empower the Commission to make an order; rather, if the threshold criterion in s.127(10) is met, then it provides a basis for an order under s.127(1).

- [19] The Stuttgart District Court found that Mr. Mawji engaged in illegal market manipulation through a “pump and dump” scheme with respect to Company D shares. Company D’s share trading price increased from EUR 2.10 to EUR 18.10 with the support of a marketing campaign with which Mr. Mawji was associated when he had a conflict of interest due to undisclosed shareholdings in the company being marketed. Mr. Mawji took advantage of the trading price increases for the advantageous sale of his shares, which trades were also not disclosed to the investing public. Following the conclusion of the marketing campaign, Company D’s trading volume and price decreased, and eventually tended towards zero.²⁰
- [20] Mr. Mawji was convicted before the Stuttgart District Court of illegal market manipulation and the conviction was upheld by the Federal Court on appeal. Having regard to the nature of the offences, I am satisfied that Mr. Mawji’s conviction arose from a transaction, business or course of conduct related to securities and that he has been found by a court in Germany to have contravened the laws of Germany respecting the selling of securities. The threshold test under the Act s.127(10) is therefore satisfied.

B. Should the Commission Exercise its Jurisdiction to Make the Requested Order in the Public Interest?

- [21] I must now consider whether it is in the public interest to issue an order under the Act s.127(1). Orders made under the Act s.127(1) are “protective and preventative” and are made to restrain potential conduct that could be detrimental to the integrity of the capital markets and are therefore prejudicial to the public interest.²¹
- [22] Mr. Mawji is a resident of British Columbia and holds no securities registration in Ontario. However, the Commission does not require a pre-existing connection to Ontario before exercising its jurisdiction to make an order in reliance on the Act s.127(10).²²
- [23] Staff submits that Mr. Mawji’s conduct warrants imposing significant protective sanctions to restrain future conduct. In determining specific sanctions, the Commission may consider a number of factors including the seriousness of the misconduct, and specific and general deterrence.²³ Staff submits that significant weight should be given to the serious nature of the misconduct in this case, given that Mr. Mawji’s offence warranted a criminal sentence of three years and two months imprisonment in Germany.
- [24] Where respondents have been convicted before criminal courts for securities-related misconduct, the Commission has consistently held that the threshold requirements of the Act s.127(10)1 have been met, and orders pursuant to the Act s.127(1) will be in the public interest.²⁴ The Commission has determined sanctions under the Act are warranted to provide both specific and general deterrence and to protect the investing public.²⁵
- [25] Company D’s stock, which had been relatively inactive from its initial listing date until the marketing program started, saw a 761% increase in trading price in one month during the marketing program. Mr. Mawji sold Company D shares, which he had not adequately disclosed his ownership interest in, during this time frame at a substantial profit. The sharp rise and subsequent fall in trading volumes and price following the marketing campaign, and Mr. Mawji’s opportunist share sales, is evidence that the campaign was manipulative in that Company D itself did not have the intrinsic value to support the high share valuation.²⁶ Market manipulation such as this poses significant harm to capital markets and investors’ confidence in them.²⁷ Consequently, the Commission has recognized that contraventions will generally warrant severe sanctions.²⁸ I accept Staff’s submission that the sanctions requested are proportionate to Mr. Mawji’s level of misconduct and serve to protect Ontario investors and Ontario’s capital markets from potential future misconduct by Mr. Mawji.

V. CONCLUSION

²⁰ Federal Decision, Tab 2 at paras 5-7.

²¹ *Committee for the Equal Treatment of Asbestos Minority Shareholders v Ontario (Securities Commission)*, 2001 SCC 37 at paras 42-43.

²² *Euston Capital Corp*, 2009 ONSEC 23, (2009) 32 OSCB 6313 at para 45, citing *Biller (Re)*, 2005 ONSEC 15, (2005) 28 OSCB 10131 at paras 32-35.

²³ *Belteco Holdings Inc (Re)*, (1998) 21 OSCB 7743 at 7746.

²⁴ *Lech (Re)*, 2010 ONSEC 9, (2010) 33 OSCB 4795 (**Lech**) at paras 57-58; *Yoannou (Re)*, 2014 ONSEC 38, (2014) 37 OSCB 10762 at paras 17 and 32-33; *Dinardo (Re)*, 2016 ONSEC 1, (2016) 39 OSCB 953 at para 30; *Reeve (Re)*, 2018 ONSEC 55, (2018) 41 OSCB 9433 at paras 3, 16 and 23.

²⁵ *Lech* at para 67.

²⁶ Federal Court Decision, Tab 2 at para 43.

²⁷ *Lim (Re)*, 2018 ONSEC 39, (2018) 41 OSCB 6045 at para 1; *Boulieris (Re)*, 2004 ONSEC 1, (2004) 27 OSCB 1597 (**Boulieris**) at para 50.

²⁸ *Boulieris* at para 50.

[26] For the reasons set out above, I will make the following order:

- a. pursuant to the Act s.127(1)2, trading in any securities or derivatives by Mr. Mawji cease permanently;
- b. pursuant to the Act s.127(1)2.1, acquisition of any securities by Mr. Mawji be prohibited permanently;
- c. pursuant to the Act s.127(1)3, any exemptions contained in Ontario securities law do not apply to Mr. Mawji permanently;
- d. pursuant to the Act s.127(1)7 and s.127(1)8.1, Mr. Mawji resign any positions that he holds as a director or officer of any issuer or registrant;
- e. pursuant to the Act s.127(1)8 and s.127(1)8.2, Mr. Mawji be prohibited permanently from becoming or acting as a director or officer of any issuer or registrant; and
- f. pursuant to the Act s.127(1)8.5, Mr. Mawji be prohibited permanently from becoming or acting as a registrant or promoter.

Dated at Toronto this 3rd day of December, 2019.

“Heather Zordel”

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Chapter 4

Cease Trading Orders

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
Dionymed Brands Inc.	05 December 2019	
Halio Energy Inc.	04 December 2019	
Orion Nutraceuticals Inc.	04 December 2019	05 December 2019
Primo Nutraceuticals	04 December 2019	
Traverse Energy Ltd.	05 December 2019	
Wolfpack Brands Corporation	05 December 2019	

4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders

Company Name	Date of Order	Date of Lapse
THERE IS NOTHING TO REPORT THIS WEEK.		

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 5

Rules and Policies

5.1.1 Amendments to National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations

AMENDMENTS TO NATIONAL INSTRUMENT 31-103 *REGISTRATION REQUIREMENTS, EXEMPTIONS AND ONGOING REGISTRANT OBLIGATIONS*

1. *National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations is amended by this Instrument.*
2. *Subsection 3.4(1) is amended by deleting “, including understanding the structure, features and risks of each security the individual recommends”.*
3. *Section 3.16 is amended:*
 - (a) *in paragraph (1)(b) by adding “determination” after “suitability”, and*
 - (b) *in paragraph (2)(a) by adding “determination” after “suitability”.*
4. *Paragraph 8.16(3)(b) is amended by replacing subparagraph (iii) with the following:*
 - (iii) *in Alberta, section 10 or 11 of Alberta Securities Commission Rule 72-501 *Distributions to Purchasers Outside Alberta*.*
5. *Subsection 9.3(1) is amended:*
 - (a) *in paragraph (j) by adding “determination” after “suitability”,*
 - (b) *by adding the following paragraph:*
 - (j.1) *section 13.3.1 [waivers];, and*
 - (c) *in paragraph (k) by replacing “lending to clients” with “borrowing from, or lending to, clients”.*
6. *Subsection 9.3(2) is amended:*
 - (a) *in paragraph (e) by adding “determination” after “suitability”,*
 - (b) *by adding the following paragraph:*
 - (e.1) *section 13.3.1 [waivers];, and*
 - (c) *in paragraph (f) by replacing “lending to clients” with “borrowing from, or lending to, clients”.*
7. *Subsection 9.4(1) is amended:*
 - (a) *in paragraph (i) by adding “determination” after “suitability”,*
 - (b) *by adding the following paragraph:*
 - (i.1) *section 13.3.1 [waivers];, and*
 - (c) *in paragraph (j) by replacing “lending to clients” with “borrowing from, or lending to, clients”.*

8. Section 9.4 is amended by adding the following subsections:

- (1.2) In Québec, the requirements listed in paragraphs (a) to (g), paragraphs (i) to (m) and paragraphs (p.1) to (x) of subsection (1) do not apply to a mutual fund dealer to the extent equivalent requirements to those listed in these subparagraphs are applicable to the mutual fund dealer under the regulations in Québec.
- (1.3) Despite subsections (1) and (2), in Québec, only the exemptions from the requirements specified in paragraphs (m.2), (m.3), (n), (n.1) and (n.2) of subsection (1) apply to a mutual fund dealer that is a member of the MFDA if the mutual fund dealer complies with the corresponding MFDA provisions that are in effect..

9. Subsection 9.4(2) is amended:

- (a) **in paragraph (c) by adding “determination” after “suitability”,**
- (b) **by adding the following paragraph:**
 - (c.1) section 13.3.1 [waivers];, **and**
- (c) **in paragraph (d) by replacing “lending to clients” with “borrowing from, or lending to, clients”.**

10. Subsection 9.4(3) is repealed.

11. Subsection 9.4(4) is repealed.

12. The heading of section 11.1 is amended by adding “and training” after “Compliance system”.

13. Section 11.1 is amended:

- (a) **by renumbering it as subsection 11.1(1), and**
- (b) **by adding the following subsection:**
 - (2) A registered firm must provide training to its registered individuals on compliance with securities legislation including, without limitation, the obligations under sections 13.2, 13.2.1, 13.3, 13.4 and 13.4.1..

14. Subsection 11.5(2) is amended:

- (a) **by replacing paragraph (l) with the following:**
 - (l) demonstrate compliance with sections 13.2 [know your client], 13.2.1 [know your product] and 13.3 [suitability determination];,
- (b) **by replacing paragraph (o) with the following:**
 - (o) document compliance, training and supervision actions taken by the firm;., **and**
- (c) **by adding the following paragraphs:**
 - (p) demonstrate compliance with Part 13, Division 2 [conflicts of interest];
 - (q) document
 - (i) the firm’s sales practices, compensation arrangements and incentive practices, and
 - (ii) other compensation arrangements and incentive practices from which the firm or its registered individuals, or any affiliate or associate of that firm, benefit;
 - (r) demonstrate compliance with section 13.18 [misleading communications]..

15. **The title of Part 13, Division 1, is amended:**

- (a) **by adding “, know your product” after “Know your client”, and**
- (b) **by adding “determination” after “suitability”.**

16. **Section 13.2 is amended:**

- (a) **in subsection (1) by replacing “2” with “(2)” ,**
- (b) **by replacing paragraph (2)(c) with the following:**
 - (c) ensure that it has sufficient information regarding all of the following to enable it to meet its obligations under section 13.3 [*suitability determination*] or, if applicable, the suitability requirement imposed by an SRO:
 - (i) the client’s personal circumstances;
 - (ii) the client’s financial circumstances;
 - (iii) the client’s investment needs and objectives;
 - (iv) the client’s investment knowledge;
 - (v) the client’s risk profile;
 - (vi) the client’s investment time horizon, and,
- (c) **by adding the following subsection:**
 - (3.1) Within a reasonable time after receiving the information, a registrant must take reasonable steps to have a client confirm the accuracy of the information collected under subsection (2).,
- (d) **by replacing subsection (4) with the following:**
 - (4) A registrant must take reasonable steps to keep current the information required under this section, including updating the information within a reasonable time after the registrant becomes aware of a significant change in the client’s information required under this section.,
- (e) **by adding the following subsection:**
 - (4.1) A registrant must review the information collected under paragraph (2)(c)
 - (a) for managed accounts, no less frequently than once every 12 months,
 - (b) if the registrant is an exempt market dealer, within 12 months before making a trade for, or recommending a trade to, the client, and
 - (c) in any other case, no less frequently than once every 36 months.,
- (f) **by replacing subsection (6) with the following:**
 - (6) Paragraph (2)(b) does not apply to a registrant in respect of a client for which the registrant only trades securities referred to in paragraphs 7.1(2)(b) and (2)(c)., **and**
- (g) **by replacing subsection (7) with the following:**
 - (7) Paragraph (2)(c) and subsection (4.1) do not apply to a registered dealer in respect of a client if the registered dealer purchases or sells securities for the client only as directed by a registered adviser acting for the client..

17. The Instrument is amended by adding the following section:

13.2.1 Know your product

- (1) A registered firm must not make securities available to clients unless the firm has taken reasonable steps to:
 - (a) assess the relevant aspects of the securities, including the securities' structure, features, risks, initial and ongoing costs and the impact of those costs,
 - (b) approve the securities to be made available to clients, and
 - (c) monitor the securities for significant changes.
- (2) A registered individual must not purchase or sell securities for, or recommend securities to, a client unless the registered individual takes steps to understand the securities, including the securities' structure, features, risks, initial and ongoing costs and the impact of those costs.
 - (2.1) For purposes of subsection (2), the steps required to understand the security are those that are reasonable to enable the registered individual to meet their obligations under section 13.3 [*suitability determination*].
- (3) A registered individual must not purchase securities for, or recommend securities to, a client unless the securities have been approved by the firm to be made available to clients.
- (4) This section does not apply to a registered dealer in respect of a security if it purchases or sells the security for a client only as directed by a registered adviser acting for the client..

18. Section 13.3 is amended:

(a) by replacing subsection (1) with the following:

- (1) Before a registrant opens an account for a client, purchases, sells, deposits, exchanges or transfers securities for a client's account, takes any other investment action for a client, makes a recommendation or exercises discretion to take any such action, the registrant must determine, on a reasonable basis, that the action satisfies the following criteria:
 - (a) the action is suitable for the client, based on the following factors:
 - (i) the client's information collected in accordance with section 13.2 [*know your client*];
 - (ii) the registrant's assessment or understanding of the security consistent with section 13.2.1 [*know your product*];
 - (iii) the impact of the action on the client's account, including the concentration of securities within the account and the liquidity of those securities;
 - (iv) the potential and actual impact of costs on the client's return on investment;
 - (v) a reasonable range of alternative actions available to the registrant through the registered firm, at the time the determination is made;
 - (b) the action puts the client's interest first.,

(b) by replacing subsection (2) with the following:

- (2) A registrant must review a client's account and the securities in the client's account to determine whether the criteria in subsection (1) are met, and take reasonable steps, within a reasonable time, after any of the following events:
 - (a) a registered individual is designated as responsible for the client's account;
 - (b) the registrant becomes aware of a change in a security in the client's account that could result in the security or account not satisfying subsection (1);

- (c) the registrant becomes aware of a change in the client's information collected in accordance with subsection 13.2(2) that could result in a security or the client's account not satisfying subsection (1);
- (d) the registrant reviews the client's information in accordance with subsection 13.2(4.1),

(c) by adding the following subsection:

- (2.1) Despite subsection (1), if a registrant receives an instruction from a client to take an action that, if taken, does not satisfy subsection (1), the registrant may carry out the client's instruction if the registrant has
 - (a) informed the client of the basis for the determination that the action will not satisfy subsection (1),
 - (b) recommended to the client an alternative action that satisfies subsection (1), and
 - (c) received recorded confirmation of the client's instruction to proceed with the action despite the determination referred to in paragraph (a), **and**

(d) by replacing subsection (4) with the following:

- (4) This section does not apply to a registered dealer in respect of a client if it purchases or sells securities for the client only as directed by a registered adviser acting for the client..

19. The Instrument is amended by adding the following section:

13.3.1 Waivers

- (1) Paragraph 13.2(2)(c), subsection 13.2(4.1), and section 13.3 do not apply to a registrant in respect of a permitted client if
 - (a) the client is not an individual, and
 - (b) the client has requested, in writing, that the registrant not make suitability determinations for the client's account.
- (2) Paragraph 13.2(2)(c), subsection 13.2(4.1), and section 13.3 do not apply to a registrant in respect of a permitted client if
 - (a) the client is an individual,
 - (b) the client has requested, in writing, that the registrant not make suitability determinations for the client's account, and
 - (c) the client's account is not a managed account..

20. The heading of section 13.4 is amended by replacing "Identifying and responding to conflicts of interest" with "Identifying, addressing and disclosing material conflicts of interest – registered firm".

21. Section 13.4 is replaced with the following:

13.4 Identifying, addressing and disclosing material conflicts of interest – registered firm

- (1) A registered firm must take reasonable steps to identify existing material conflicts of interest, and material conflicts of interest that are reasonably foreseeable,
 - (a) between the firm and the client, and
 - (b) between each individual acting on the firm's behalf and the client.
- (2) A registered firm must address all material conflicts of interest between a client and itself, including each individual acting on its behalf, in the best interest of the client.

- (3) A registered firm must avoid any material conflict of interest between a client and the firm, including each individual acting on its behalf, if the conflict is not, or cannot be, otherwise addressed in the best interest of the client.
- (4) A registered firm must disclose in writing all material conflicts of interest identified under subsection (1) to a client whose interests are affected by the conflicts of interest if a reasonable client would expect to be informed of those conflicts of interest.
- (5) Without limiting subsection (4), the information required to be delivered to a client under that subsection must include a description of each of the following:
 - (a) the nature and extent of the conflict of interest;
 - (b) the potential impact on and risk that the conflict of interest could pose to the client;
 - (c) how the conflict of interest has been, or will be, addressed.
- (6) The disclosure required under subsection (4) must be presented in a manner that, to a reasonable person, is prominent, specific, and written in plain language.
- (7) A registered firm must disclose a conflict of interest to a client under subsection (4)
 - (a) before opening an account for the client if the conflict has been identified at that time, or
 - (b) in a timely manner, upon identification of a conflict that must be disclosed under subsection (4) that has not previously been disclosed to the client.
- (8) For greater certainty, a registrant does not satisfy subsection (2) or subsection 13.4.1(3) solely by providing disclosure to the client..

22. The Instrument is amended by adding the following sections:

13.4.1 Identifying, reporting and addressing material conflicts of interest – registered individual

- (1) A registered individual must take reasonable steps to identify existing material conflicts of interest, and material conflicts of interest that are reasonably foreseeable, between the registered individual and the client.
- (2) If a registered individual identifies a material conflict of interest under subsection (1), the registered individual must promptly report that conflict of interest to the registered individual's sponsoring firm.
- (3) A registered individual must address all material conflicts of interest between the client and the individual in the best interest of the client.
- (4) A registered individual must avoid any material conflict of interest between a client and the registered individual if the conflict is not, or cannot be, otherwise addressed in the best interest of the client.
- (5) A registered individual must not engage in any trading or advising activity in connection with a material conflict of interest identified by the registered individual under subsection (1) unless
 - (a) the conflict has been addressed in the best interest of the client, and
 - (b) the registered individual's sponsoring firm has given the registered individual its consent to proceed with the activity.

13.4.2 Investment fund managers

Sections 13.4 and 13.4.1 do not apply to an investment fund manager in respect of an investment fund that is subject to National Instrument 81-107 *Independent Review Committee for Investment Funds*..

23. Section 13.7 is amended:

(a) by replacing the definition of “referral arrangement” with the following:

“referral arrangement” means any arrangement in which a registrant agrees to provide or receive a referral fee to or from another person or company; **and**

(b) by replacing the definition of “referral fee” with the following:

“referral fee” means any benefit provided for the referral of a client to or from a registrant..

24. Paragraph 13.8(c) is amended by replacing “registrant” with “registered firm”.

25. The title of Part 13, Division 4, is amended:

(a) by replacing “Loans” with “Borrowing”, and

(b) by replacing “margin” with “lending”.

26. Section 13.12 is replaced with the following:

13.12 Restriction on borrowing from, or lending to, clients

(1) A registrant must not lend money, extend credit or provide margin to a client unless any of the following apply:

(a) in the case of a loan, the registrant is an investment fund manager, and the money is loaned on a short-term basis to an investment fund it manages, if the loan is for the purpose of funding redemptions of the investment fund’s securities or paying expenses incurred by the investment fund in the normal course of its business;

(b) in the case of a registrant that is a registered firm, the client is

(i) a registered individual sponsored by the firm,

(ii) a permitted individual, as defined in National Instrument 33-109 *Registration Information*, of the firm, or

(iii) a director, officer, or employee of the firm;

(c) in the case of a registrant that is a registered individual, both of the following apply:

(i) the client and the registered individual are related to each other for the purposes of the *Income Tax Act* (Canada);

(ii) the registered individual has obtained the written approval of the registered individual’s sponsoring firm to lend the money, extend the credit or provide the margin.

(2) A registered individual must not borrow money, securities or other assets or accept a guarantee in relation to borrowed money, securities or any other assets, from a client, unless either or both of the following apply:

(a) the client is a financial institution whose business includes lending money to the public, and the loan to the registered individual is in the normal course of the financial institution’s business;

(b) both of the following apply:

(i) the client and the registered individual are related to each other for the purposes of the *Income Tax Act* (Canada);

- (ii) the registered individual has obtained the written approval of the individual's sponsoring firm to borrow the money, securities or other assets or accept the guarantee..

27. **Subsection 13.17(1) is amended by deleting** "requirements".

28. **Paragraph 13.17(1)(a) is replaced with the following:**

- (a) division 2 [*conflicts of interest*] of Part 13, except section 13.5 [*restrictions on certain managed account transactions*] and section 13.6 [*disclosure when recommending related or connected securities*];.

29. **The Instrument is amended by adding the following division:**

Division 7 *Misleading communications*

13.18 Misleading communications

- (1) Registered individuals must not hold themselves out, and a registered firm must not hold itself or its registered individuals out, in a manner that could reasonably be expected to deceive or mislead any person or company as to any of the following matters:
 - (a) the proficiency, experience, qualifications or category of registration of the registrant;
 - (b) the nature of the person's relationship, or potential relationship, with the registrant;
 - (c) the products or services provided, or to be provided, by the registrant.
- (2) For greater certainty, and without limiting subsection (1), a registered individual who interacts with clients must not use any of the following:
 - (a) if based partly or entirely on that registered individual's sales activity or revenue generation, a title, designation, award, or recognition;
 - (b) a corporate officer title, unless their sponsoring firm has appointed that registered individual to that corporate office pursuant to applicable corporate law;
 - (c) if the individual's sponsoring firm has not approved the use by that registered individual of a title or designation, that title or designation..

30. **The heading of section 14.1.1 is amended by adding " – investment fund managers" after "Duty to provide information".**

31. **Section 14.2 is amended:**

(a) **by adding the following subsection:**

- (0.1) In this section, "proprietary product" means a security of an issuer if one or more of the following apply:
 - (a) the issuer of the security is a connected issuer of the registered firm;
 - (b) the issuer of the security is a related issuer of the registered firm;
 - (c) the registered firm or an affiliate of the registered firm is the investment fund manager or portfolio manager of the issuer of the security.,

(b) **by replacing paragraph (2)(b) with the following:**

- (b) a general description of the products and services the registered firm will offer to the client, including
 - (i) a description of the restrictions on the client's ability to liquidate or resell a security, and

- (ii) a statement of the investment fund management expense fees or other ongoing fees the client may incur in connection with a security or service the registered firm provides;,

(c) by adding the following paragraph in subsection (2):

- (b.1) a general description of any limits on the products and services the registered firm will offer to the client, including
 - (i) whether the firm will primarily or exclusively offer proprietary products to the client, and
 - (ii) whether there will be other limits on the availability of products or services;,

(d) by replacing paragraph (2)(h) with the following:

- (h) a general description of any benefits received, or expected to be received, by the registrant, from a person or company other than the registrant’s client, in connection with the client’s purchase or ownership of a security through the registrant;,

(e) by replacing paragraph (2)(k) with the following:

- (k) a statement that the registered firm must determine that any investment action it takes, recommends or decides on, for the client is suitable for the client and puts the client’s interest first;,

(f) by replacing paragraph (2)(l) with the following:

- (l) the information the registered firm has collected about the client under section 13.2 [*know your client*];,

(g) in paragraph (n) by replacing “.” with “;”, and

(h) by adding the following paragraph:

- (o) a general explanation of the potential impact on a client’s investment returns from each of the fees described in subparagraph (b)(ii) and the charges described in paragraphs (f) and (g), including the effect of compounding over time..

32. Subsection 14.2.1(1) is replaced with the following subsection:

- (1) Before a registered firm accepts an instruction from a client to purchase or sell a security in an account other than a managed account, the firm must disclose to the client
 - (a) the charges the client will be required to pay in respect of the purchase or sale, or a reasonable estimate if the actual amount of the charges is not known to the firm at the time of disclosure,
 - (b) in the case of a purchase to which deferred charges apply, that the client might be required to pay a deferred sales charge on the subsequent sale of the security and the fee schedule that will apply,
 - (c) whether the firm will receive trailing commissions in respect of the security, and
 - (d) whether there are any investment fund management expense fees or other ongoing fees that the client may incur in connection with the security..

33. The chart in Appendix G is replaced with the following:

NI 31-103 Provision	IIROC Provision
section 12.1 [<i>capital requirements</i>]	1. Dealer Member Rule 17.1; and 2. Form 1
section 12.2 [<i>subordination agreement</i>]	1. Dealer Member Rule 5.2; and 2. Dealer Member Rule 5.2A

NI 31-103 Provision	IIROC Provision
section 12.3 [insurance – dealer]	<ol style="list-style-type: none"> 1. Dealer Member Rule 17.5 2. Dealer Member Rule 400.2 [Financial Institution Bond]; 3. Dealer Member Rule 400.4 [Amounts Required]; and 4. Dealer Member Rule 400.5 [Provisos with respect to Dealer Member Rules 400.2, 400.3 and 400.4]
section 12.6 [global bonding or insurance]	<ol style="list-style-type: none"> 1. Dealer Member Rule 400.7 [Global Financial Institution Bonds]
section 12.7 [notifying the regulator of a change, claim or cancellation]	<ol style="list-style-type: none"> 1. Dealer Member Rule 17.6; 2. Dealer Member Rule 400.3 [Notice of Termination]; and 3. Dealer Member Rule 400.3B [Termination or Cancellation]
section 12.10 [annual financial statements]	<ol style="list-style-type: none"> 1. Dealer Member Rule 16.2 [Dealer Member Filing Requirements]; and 2. Form 1
section 12.11 [interim financial information]	<ol style="list-style-type: none"> 1. Dealer Member Rule 16.2 [Dealer Member Filing Requirements]; and 2. Form 1
section 12.12 [delivering financial information – dealer]	<ol style="list-style-type: none"> 1. Dealer Member Rule 16.2 [Dealer Member Filing Requirements]
subsection 13.2(3) [know your client]	<ol style="list-style-type: none"> 1. Dealer Member Rule 1300.1(a)-(n) [Identity and Creditworthiness]; 2. Dealer Member Rule 1300.2; 3. Dealer Member Rule 2500, Part II [Opening New Accounts]; 4. Dealer Member Rule 2700, Part II [New Account Documentation and Approval]; and 5. Form 2 New Client Application Form
section 13.3 [suitability determination]	<ol style="list-style-type: none"> 1. Dealer Member Rule 1300.1(o) [Business Conduct]; 2. Dealer Member Rule 1300.1(p) [Suitability determination required when accepting order]; 3. Dealer Member Rule 1300.1(q) [Suitability determination required when recommendation provided]; 4. Dealer Member Rule 1300.1(r) [Suitability determination required for account positions held when certain events occur]; 5. Dealer Member Rule 1300.1(s) [Suitability of investments in client accounts]; 6. Dealer Member Rule 1300.1(t) – (v) [Exemptions from the suitability assessment requirements]; 7. Dealer Member Rule 1300.1(w) [Corporation approval]; 8. Dealer Member Rule 2700, Part I [Customer Suitability]; and 9. Dealer Member Rule 3200 [Minimum requirements for Dealer Members seeking approval under Rule 1300.1(t) to offer an order-execution only service]
section 13.3.1 [waivers]	<ol style="list-style-type: none"> 1. Dealer Member Rule 1300.1(o) [Business Conduct]; 2. Dealer Member Rule 1300.1(p) [Suitability determination required when accepting order]; 3. Dealer Member Rule 1300.1(q) [Suitability determination required when recommendation provided]; 4. Dealer Member Rule 1300.1(r) [Suitability determination required for account positions held when certain events occur]; 5. Dealer Member Rule 1300.1(s) [Suitability of investments in client accounts]; 6. Dealer Member Rule 1300.1(t) – (v) [Exemptions from the suitability assessment requirements]; 7. Dealer Member Rule 1300.1(w) [Corporation approval]; 8. Dealer Member Rule 2700, Part I [Customer Suitability]; and 9. Dealer Member Rule 3200 [Minimum requirements for Dealer Members seeking approval under Rule 1300.1(t) to offer an order-execution only service]
section 13.12 [restriction on borrowing from, or lending to, clients]	<ol style="list-style-type: none"> 1. Dealer Member Rule 17.11; and 2. Dealer Member Rule 100 [Margin Requirements]
section 13.13 [disclosure when recommending the use of borrowed money]	<ol style="list-style-type: none"> 1. Dealer Member Rule 29.26

NI 31-103 Provision	IIROC Provision
section 13.15 [handling complaints]	1. Dealer Member Rule 2500, Part VIII [Client Complaints]; and 2. Dealer Member Rule 2500B [Client Complaint Handling]
subsection 14.2(2) [relationship disclosure information]	1. Dealer Member Rule 3500.5 [Content of relationship disclosure]
subsection 14.2(3) [relationship disclosure information]	1. Dealer Member Rule 3500.4 [Format of relationship disclosure]
subsection 14.2(4) [relationship disclosure information]	1. Dealer Member Rule 3500.1 [Objective of relationship disclosure requirements]
subsection 14.2(5.1) [relationship disclosure information]	1. Dealer Member Rule 29.8
subsection 14.2(6) [relationship disclosure information]	1. Dealer Member Rule 3500.1 [Objective of relationship disclosure requirements]
section 14.2.1 [pre-trade disclosure of charges]	1. Dealer Member Rule 29.9
section 14.5.2 [restriction on self-custody and qualified custodian requirement]	1. Dealer Member Rule 17.2A [Establishment and maintenance of adequate internal controls in accordance with Dealer Member Rule 2600]; 2. Dealer Member Rules 17.3, 17.3A, 17.3B and 2000 [Segregation Requirements]; 3. Dealer Member Rule 2600 – Internal Control Policy Statement 4 [Segregation of Clients’ Securities]; 4. Dealer Member Rule 2600 - Internal Control Policy Statement 5 [Safekeeping of Clients’ Securities]; 5. Dealer Member Rule 2600 - Internal Control Policy Statement 6 [Safeguarding of Securities and Cash]; and 6. Definition of “acceptable securities locations”, General Notes and Definitions to Form 1
section 14.5.3 [cash and securities held by a qualified custodian]	1. Dealer Member Rule 200 [Minimum Records]
section 14.6 [client and investment fund assets held by a registered firm in trust]	1. Dealer Member Rule 17.3
section 14.6.1 [custodial provisions relating to certain margin or security interests]	1. Dealer Member Rules 17.2, 17.2A, 17.3, 17.3A, 17.3B, 17.11 and 2000 [Segregation Requirements]; 2. Dealer Member Rule 100 [Margin Requirements]; 3. Dealer Member Rule 2200 [Cash and Securities Loan Transactions]; 4. Dealer Member Rule 2600 – Internal Control Policy Statement 4 [Segregation of Clients’ Securities]; 5. Dealer Member Rule 2600 - Internal Control Policy Statement 5 [Safekeeping of Clients’ Securities]; 6. Dealer Member Rule 2600 - Internal Control Policy Statement 6 [Safeguarding of Securities and Cash]; and 7. Definitions of “acceptable counterparties”, “acceptable institutions”, “acceptable securities locations”, “regulated entities”, General Notes and Definitions to Form 1
section 14.6.2 [custodial provisions relating to short sales]	1. Dealer Member Rule 100 [Margin Requirements]; 2. Dealer Member Rule 2200 [Cash and Securities Loan Transactions]; 3. Dealer Member Rule 2600 – Internal Control Policy Statement 6 [Safeguarding of Securities and Cash]; and 4. Definitions of “acceptable counterparties”, “acceptable institutions”, “acceptable securities locations”, “regulated entities”, General Notes and Definitions to Form 1
section 14.11.1 [determining market value]	1. Dealer Member Rule 200.1(c); and 2. Definition (g) of the General Notes and Definitions to Form 1
section 14.12 [content and delivery of trade confirmation]	1. Dealer Member Rule 200.2(l) [Trade confirmations]
section 14.14 [account statements]	1. Dealer Member Rule 200.2(d) [Client account statements]; and 2. “Guide to Interpretation of Rule 200.2”, Item (d)

NI 31-103 Provision	IIROC Provision
section 14.14.1 [additional statements]	1. Dealer Member Rule 200.2(e) [Report on client positions held outside of the Dealer Member]; 2. Dealer Member Rule 200.4 [Timing of sending documents to clients]; and 3. "Guide to Interpretation of Rule 200.2", Item (e)
section 14.14.2 [security position cost information]	1. Dealer Member Rule 200.1(a); 2. Dealer Member Rule 200.1(b); 3. Dealer Member Rule 200.1(e); 4. Dealer Member Rule 200.2(d)(ii)(F) and (H); and 5. Dealer Member Rule 200.2(e)(ii)(C) and (E)
section 14.17 [report on charges and other compensation]	1. Dealer Member Rule 200.2(g) [Fee/ charge report]; and 2. "Guide to Interpretation of Rule 200.2", Item (g)
section 14.18 [investment performance report]	1. Dealer Member Rule 200.2(f) [Performance report]; and 2. "Guide to Interpretation of Rule 200.2", Item (f)
section 14.19 [content of investment performance report]	1. Dealer Member Rule 200.2(f) [Performance report]; and 2. "Guide to Interpretation of Rule 200.2", Item (f)
section 14.20 [delivery of report on charges and other compensation and investment performance report]	1. Dealer Member Rule 200.4 [Timing of the sending of documents to clients]

34. The chart in Appendix H is replaced with the following:

NI 31-103 Provision	MFDA Provision
section 12.1 [capital requirements]	1. Rule 3.1.1 [Minimum Levels]; 2. Rule 3.1.2 [Notice]; 3. Rule 3.2.2 [Member Capital]; 4. Form 1; and 5. Policy No. 4 [Internal Control Policy Statements – Policy Statement 2: Capital Adequacy]
section 12.2 [subordination agreement]	1. Form 1, Statement F [Statement of Changes in Subordinated Loans]; and 2. Membership Application Package – Schedule I (Subordinated Loan Agreement)
section 12.3 [insurance – dealer]	1. Rule 4.1 [Financial Institution Bond]; 2. Rule 4.4 [Amounts Required]; 3. Rule 4.5 [Provisos]; 4. Rule 4.6 [Qualified Carriers]; and 5. Policy No. 4 [Internal Control Policy Statements – Policy Statement 3: Insurance]
section 12.6 [global bonding or insurance]	1. Rule 4.7 [Global Financial Institution Bonds]
section 12.7 [notifying the regulator of a change, claim or cancellation]	1. Rule 4.2 [Notice of Termination]; and 2. Rule 4.3 [Termination or Cancellation]
section 12.10 [annual financial statements]	1. Rule 3.5.1 [Monthly and Annual]; 2. Rule 3.5.2 [Combined Financial Statements]; and 3. Form 1
section 12.11 [interim financial information]	1. Rule 3.5.1 [Monthly and Annual]; 2. Rule 3.5.2 [Combined Financial Statements]; and 3. Form 1
section 12.12 [delivering financial information – dealer]	1. Rule 3.5.1 [Monthly and Annual]
section 13.3 [suitability determination]	1. Rule 2.2.1 ["Know-Your-Client"]; and 2. Policy No. 2 [Minimum Standards for Account Supervision]
section 13.3.1 [waivers]	1. Rule 2.2.1 ["Know-Your-Client"]; and 2. Policy No. 2 [Minimum Standards for Account Supervision]

NI 31-103 Provision	MFDA Provision
section 13.12 [restriction on borrowing from, or lending to, clients]	1. Rule 3.2.1 [Client Lending and Margin]; and 2. Rule 3.2.3 [Advancing Mutual Fund Redemption Proceeds]
section 13.13 [disclosure when recommending the use of borrowed money]	1. Rule 2.6 [Borrowing for Securities Purchases]
section 13.15 [handling complaints]	1. Rule 2.11 [Complaints]; 2. Policy No. 3 [Complaint Handling, Supervisory Investigations and Internal Discipline]; and 3. Policy No. 6 [Information Reporting Requirements]
subsections 14.2(2), (3) and (5.1) [relationship disclosure information]	1. Rule 2.2.5 [Relationship Disclosure]; and 2. Rule 2.4.3 [Operating Charges]
section 14.2.1 [pre-trade disclosure of charges]	1. Rule 2.4.4 [Transaction Fees or Charges]
section 14.5.2 [restriction on self-custody and qualified custodian requirement]	1. Rule 3.3.1 [General]; 2. Rule 3.3.2 [Cash]; 3. Rule 3.3.3 [Securities]; and 4. Policy No. 4 [Internal Control Policy Statements – Policy Statement 4: Cash and Securities, and Policy Statement 5: Segregation of Clients’ Securities]
section 14.5.3 [cash and securities held by a qualified custodian]	1. Policy No. 4 [Internal Control Policy Statements – Policy Statement 4: Cash and Securities, and Policy Statement 5: Segregation of Clients’ Securities]
section 14.6 [client and investment fund assets held by a registered firm in trust]	1. Rule 3.3.1 [General]; 2. Rule 3.3.2 [Cash]; 3. Rule 3.3.3 [Securities]; and 4. Policy No. 4 [Internal Control Policy Statements – Policy Statement 4: Cash and Securities, and Policy Statement 5: Segregation of Clients’ Securities]
section 14.6.1 [custodial provisions relating to certain margin or security interests]	1. Rule 3.2.1 [Client Lending and Margin]
section 14.6.2 [custodial provisions relating to short sales]	1. Rule 3.2.1 [Client Lending and Margin]
section 14.11.1 [determining market value]	1. Rule 5.3(1)(f) [definition of “market value”]; and 2. Definitions to Form 1 [definition of “market value of a security”]
section 14.12 [content and delivery of trade confirmation]	1. Rule 5.4.1 [Delivery of Confirmations]; 2. Rule 5.4.2 [Automatic Plans]; and 3. Rule 5.4.3 [Content]
section 14.14 [account statements]	1. Rule 5.3.1 [Delivery of Account Statement]; and 2. Rule 5.3.2 [Content of Account Statement]
section 14.14.1 [additional statements]	1. Rule 5.3.1 [Delivery of Account Statement]; and 2. Rule 5.3.2 [Content of Account Statement]
section 14.14.2 [security position cost information]	1. Rule 5.3(1)(a) [definition of “book cost”]; 2. Rule 5.3(1)(c) [definition of “cost”]; and 3. Rule 5.3.2(c) [Content of Account Statement – Market Value and Cost Reporting]
section 14.17 [report on charges and other compensation]	1. Rule 5.3.3 [Report on Charges and Other Compensation]
section 14.18 [investment performance report]	1. Rule 5.3.4 [Performance Report]; and 2. Policy No. 7 Performance Reporting
section 14.19 [content of investment performance report]	1. Rule 5.3.4 [Performance Report]; and 2. Policy No. 7 Performance Reporting
section 14.20 [delivery of report on charges and other compensation and investment performance report]	1. Rule 5.3.5 [Delivery of Report on Charges and Other Compensation and Performance Report]

35. (1) The following provisions of this Instrument come into force on December 31, 2020:
- (a) provisions 20 to 28;
 - (b) provisions 30 to 32.
- (2) All of the remaining provisions of this Instrument come into force on December 31, 2021.

Chapter 7

Insider Reporting

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).

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).

Chapter 11

IPOs, New Issues and Secondary Financings

INVESTMENT FUNDS

Issuer Name:

Desjardins Ibrix Global Bond Fund
Desjardins Global Corporate Bond Fund
Desjardins Global Balanced Strategic Income Fund
Desjardins SocieTerra Environment Fund
Desjardins Ibrix Low Volatility Emerging Markets Fund
Principal Regulator - Quebec

Type and Date:

Amendment #4 dated to Final Simplified Prospectus
December 4, 2019
Received on December 4, 2019

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #2870473

Issuer Name:

Franklin FTSE Canada All Cap Index ETF
Franklin FTSE Europe ex U.K. Index ETF
Franklin FTSE Japan Index ETF
Franklin FTSE U.S. Index ETF
Principal Regulator - Ontario

Type and Date:

Amendment #2 to Final Long Form Prospectus dated
December 6, 2019
Received on December 6, 2019

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Franklin Templeton Investments Corp

Project #2854744

Issuer Name:

Franklin Liberty Canadian Investment Grade Corporate
ETF
Franklin Liberty Core Balanced ETF
Franklin Liberty Global Aggregate Bond ETF (CAD-
Hedged)
Franklin Liberty Senior Loan ETF (CAD-Hedged)
Franklin Liberty U.S. Investment Grade Corporate ETF
(CAD-Hedged)
Franklin LibertyQT U.S. Equity Index ETF
Franklin LibertyQT International Equity Index ETF
Franklin LibertyQT Global Dividend Index ETF
Franklin LibertyQT Emerging Markets Index ETF
Principal Regulator - Ontario

Type and Date:

Amendment #1 to Final Long Form Prospectus dated
December 6, 2019
Received on December 6, 2019

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #2875326

Issuer Name:

TDb Split Corp.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated December 9,
2019
NP 11-202 Preliminary Receipt dated December 9, 2019

Offering Price and Description:

Maximum Offering: * Priority Equity Shares and * Class A
Shares
Price - \$* per Priority Equity Shares and \$* per Class A
Share

Underwriter(s) or Distributor(s):

National Bank Financial Inc.

Promoter(s):

N/A

Project #2998597

Issuer Name:

The Bitcoin Fund
Principal Regulator - Ontario

Type and Date:

Amended and Restated to Preliminary Long Form Prospectus dated December 4, 2019

NP 11-202 Preliminary Receipt dated December 5, 2019

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

Canaccord Genuity Corp.

Promoter(s):

3iQ Corp.

Project #2992060

Issuer Name:

Franklin FTSE Canada All Cap Index ETF

Franklin FTSE Europe ex U.K. Index ETF

Franklin FTSE Japan Index ETF

Franklin FTSE U.S. Index ETF

Principal Regulator - Ontario

Type and Date:

Amendment #2 to Final Long Form Prospectus dated December 6, 2019

NP 11-202 Receipt dated December 9, 2019

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Franklin Templeton Investments Corp

Project #2854744

Issuer Name:

Sun Life Granite Conservative Portfolio

Sun Life Granite Moderate Portfolio

Sun Life Granite Balanced Portfolio

Sun Life Granite Balanced Growth Portfolio

Sun Life Granite Growth Portfolio

Sun Life Granite Income Portfolio

Sun Life Granite Enhanced Income Portfolio

Sun Life Sentry Value Fund

Sun Life Real Assets Fund

Sun Life Schroder Global Mid Cap Fund (formerly, Sun Life Sentry Global Mid Cap Fund)

Sun Life Dynamic American Fund (formerly, Sun Life Dynamic American Value Fund)

Sun Life Templeton Global Bond Fund

Sun Life Dynamic Equity Income Fund

Sun Life Dynamic Strategic Yield Fund

Sun Life NWQ Flexible Income Fund

Sun Life BlackRock Canadian Equity Fund

Sun Life BlackRock Canadian Balanced Fund

Sun Life MFS Canadian Bond Fund

Sun Life MFS Canadian Equity Growth Fund

Sun Life MFS Dividend Income Fund

Sun Life MFS U.S. Equity Fund

Sun Life MFS Low Volatility International Equity Fund

Sun Life MFS Low Volatility Global Equity Fund

Sun Life Franklin Bissett Canadian Equity Class

Sun Life Invesco Canadian Class (formerly Sun Life Trimark Canadian Class)

Principal Regulator - Ontario

Type and Date:

Amendment #2 to Final Simplified Prospectus and Amendment #3 to AIF dated November 29, 2019

NP 11-202 Receipt dated December 4, 2019

Offering Price and Description:

Series A, D, T5, T8, F, F5, F8, I, O securities

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #2858300

Issuer Name:

NBI Global Private Equity ETF

NBI High Yield Bond ETF

NBI Sustainable Canadian Bond ETF

NBI Sustainable Canadian Equity ETF

NBI Sustainable Global Equity ETF

Principal Regulator – Quebec

Type and Date:

Combined Preliminary and Pro Forma Long Form Prospectus dated Dec 3, 2019

NP 11-202 Preliminary Receipt dated Dec 4, 2019

Offering Price and Description:

Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #2997343

Issuer Name:

Accelerate Arbitrage Fund
Accelerate Market Neutral Yield Fund
Accelerate Multi-Strategy Alternative Allocation Fund
Principal Regulator – Alberta (ASC)

Type and Date:

Preliminary Long Form Prospectus dated Dec 6, 2019
NP 11-202 Preliminary Receipt dated Dec 6, 2019

Offering Price and Description:

Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Franklin Templeton Investments Corp

Project #2998293

Issuer Name:

Dynamic Liquid Alternatives Private Pool
Principal Regulator – Ontario

Type and Date:

Preliminary Simplified Prospectus dated Dec 6, 2019
NP 11-202 Preliminary Receipt dated Dec 9, 2019

Offering Price and Description:

Series H Units, Series T Units, Series A Units, Series FT
Units, Series FH Units and Series F Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Franklin Templeton Investments Corp

Project #2998329

Issuer Name:

Venator Alternative Income Fund
Principal Regulator – Ontario

Type and Date:

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

Offering Price and Description:

Class F Units, Class I Units, Class A Units and Class D
Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Franklin Templeton Investments Corp

Project #2997637

Issuer Name:

Sun Life Opportunistic Fixed Income Fund (formerly, Sun
Life Multi-Strategy Target Return Fund)
Principal Regulator - Ontario

Type and Date:

Amendment #1 to Final Simplified Prospectus dated
November 25, 2019

NP 11-202 Final Receipt dated Dec 6, 2019

Offering Price and Description:

Series A units, Series F units and Series I units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #2899375

Issuer Name:

Horizons Laddered Canadian Preferred Share Index ETF
Horizons Equal Weight Canada REIT Index ETF
Horizons Equal Weight Canada Banks Index ETF
Principal Regulator - Ontario

Type and Date:

Amendment #1 to Final Long Form Prospectus dated
December 2, 2019

NP 11-202 Final Receipt dated Dec 5, 2019

Offering Price and Description:

ETF Shares

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #2975190

Issuer Name:

Timbercreek Global Real Estate Income Fund
Principal Regulator - Ontario

Type and Date:

Amendment #1 to Final Simplified Prospectus dated
December 6, 2019

NP 11-202 Final Receipt dated Dec 9, 2019

Offering Price and Description:

Series A, Series F, Series F90, Series F90T6.5, Series
FT6.5, Series T6.5

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #2922051

Issuer Name:

ONE Global Equity ETF (formerly, Questrade Global Total Equity ETF)

ONE North American Core Plus Bond ETF

Principal Regulator - Ontario

Type and Date:

Amendment #1 to Final Long Form Prospectus dated November 18, 2019

NP 11-202 Final Receipt dated Dec 6, 2019

Offering Price and Description:

Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #2940045

Issuer Name:

Starlight Global Infrastructure Fund

Starlight Global Real Estate Fund

Principal Regulator - Ontario

Type and Date:

Amendment #1 to Final Simplified Prospectus dated November 29, 2019

NP 11-202 Final Receipt dated Dec 5, 2019

Offering Price and Description:

ETF Series units, Series A units, Series F units, Series FT6 units, Series I units, Series O units, Series O6 units, Series T6 units, Series Z units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #2922051

Issuer Name:

Sun Life MFS Global Growth Fund

Sun Life MFS Global Value Fund

Sun Life MFS U.S. Growth Fund

Sun Life MFS U.S. Value Fund

Sun Life MFS International Growth Fund

Sun Life MFS International Value Fund

Sun Life Excel Emerging Markets Fund

Sun Life MFS Global Total Return Fund

Sun Life JPMorgan International Equity Fund

Sun Life Multi-Strategy Bond Fund

Sun Life MFS Monthly Income Fund

Sun Life Money Market Fund

Sun Life Dynamic Energy Fund

Sun Life Excel India Fund

Sun Life BlackRock Canadian Balanced Class

Sun Life BlackRock Canadian Composite Equity Class

Sun Life BlackRock Canadian Equity Class

Sun Life Money Market Class

Sun Life Dynamic Equity Income Class

Sun Life Dynamic Strategic Yield Class

Sun Life MFS Dividend Income Class

Sun Life Granite Conservative Class

Sun Life Granite Moderate Class

Sun Life Granite Balanced Class

Sun Life Granite Balanced Growth Class

Sun Life Granite Growth Class

Sun Life MFS Canadian Equity Growth Class

Sun Life Sentry Value Class

Sun Life MFS U.S. Growth Class

Sun Life MFS Global Growth Class

Sun Life MFS International Growth Class

Principal Regulator - Ontario

Type and Date:

Amendment #1 to Final Simplified Prospectus dated November 29, 2019

NP 11-202 Final Receipt dated Dec 3, 2019

Offering Price and Description:

Series A securities, Series AT5 securities, Series AT8 securities, Series F securities, Series FT5 securities, Series FT8 securities, Series I securities and Series O securities

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #2930189

Issuer Name:

WisdomTree U.S. Quality Dividend Growth Index ETF ()
WisdomTree International Quality Dividend Growth Index
ETF
WisdomTree U.S. High Dividend Index ETF
WisdomTree Emerging Markets Dividend Index ETF
WisdomTree U.S. Quality Dividend Growth Variably
Hedged Index ETF
WisdomTree International Quality Dividend Growth Variably
Hedged Index ETF
WisdomTree U.S. MidCap Dividend Index ETF
WisdomTree Yield Enhanced Canada Aggregate Bond
Index ETF
WisdomTree Yield Enhanced Canada Short-Term
Aggregate Bond Index ETF
WisdomTree Canada Quality Dividend Growth Index ETF
WisdomTree Japan Equity Index ETF
WisdomTree ICBCCS S&P China 500 Index ETF
Principal Regulator - Ontario

Type and Date:

Amendment #1 to Final Long Form Prospectus dated
November 18 2019
NP 11-202 Final Receipt dated Dec 6, 2019

Offering Price and Description:

Hedged Units, Non-hedged Units and Variably Hedged
Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #2919632

NON-INVESTMENT FUNDS

Issuer Name:

1169082 BC Ltd.
Principal Regulator - British Columbia

Type and Date:

Preliminary Long Form Prospectus dated December 5, 2019

NP 11-202 Preliminary Receipt dated December 6, 2019

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

Michel Lebeuf Jr.
Project #2998200

Issuer Name:

Andlauer Healthcare Group Inc.
Principal Regulator - Ontario

Type and Date:

Final Long Form Prospectus dated December 4, 2019

NP 11-202 Receipt dated December 4, 2019

Offering Price and Description:

\$150,000,000.00

10,000,000 Subordinate Voting Shares

Underwriter(s) or Distributor(s):

RBC DOMINION SECURITIES INC.
CIBC WORLD MARKETS INC.
BMO NESBITT BURNS INC.
NATIONAL BANK FINANCIAL INC.
SCOTIA CAPITAL INC.
TD SECURITIES INC.
GMP SECURITIES L.P.
INFOR FINANCIAL INC.
WELLINGTON-ALTUS PRIVATE WEALTH INC.

Promoter(s):

ANDLAUER MANAGEMENT GROUP INC.
Project #2987745

Issuer Name:

Automotive Properties Real Estate Investment Trust
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated December 9, 2019

NP 11-202 Preliminary Receipt dated December 9, 2019

Offering Price and Description:

\$80,035,500.00 - 6,870,000 Units

Price: \$11.65 per Offered Unit

Underwriter(s) or Distributor(s):

TD SECURITIES INC.
BMO NESBITT BURNS INC.
SCOTIA CAPITAL INC.
CANACCORD GENUITY CORP.
CIBC WORLD MARKETS INC.
RBC DOMINION SECURITIES INC.
DESJARDINS SECURITIES INC.
INDUSTRIAL ALLIANCE SECURITIES INC.
NATIONAL BANK FINANCIAL INC.
RAYMOND JAMES LTD.
HSBC SECURITIES (CANADA) INC.

Promoter(s):

893353 ALBERTA INC.
Project #2997476

Issuer Name:

Champignon Brands Inc.
Principal Regulator - British Columbia

Type and Date:

Preliminary Long Form Prospectus dated December 3, 2019

NP 11-202 Preliminary Receipt dated December 4, 2019

Offering Price and Description:

Minimum of 7,000,000 Common Shares and up to a
Maximum of 16,666,667 Common Shares

Price: \$0.15 per Common Share

Minimum of \$1,050,000 and up to a Maximum of
\$2,500,000.00

Underwriter(s) or Distributor(s):

PI Financial Corp.

Promoter(s):

William Gareth Birdsall
Project #2997519

Issuer Name:

Chartwell Retirement Residences
Principal Regulator - Ontario

Type and Date:

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

Offering Price and Description:

\$2,000,000,000.00

Units

Subscription Receipts

Debt Securities

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2990025

Issuer Name:

CI Financial Corp.
Principal Regulator - Ontario

Type and Date:

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

Offering Price and Description:

\$2,000,000,000.00 - Debt Securities (unsecured),
Subscription Receipts, Preference Shares, Common
Shares

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2998069

Issuer Name:

Firm Capital Property Trust
Principal Regulator - Ontario

Type and Date:

Final Shelf Prospectus dated December 3, 2019
NP 11-202 Receipt dated December 3, 2019

Offering Price and Description:

\$250,000,000.00

Trust Units

Debt Securities

Subscription Receipts

Warrants

Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2987843

Issuer Name:

First National Financial Corporation
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated December 6, 2019
NP 11-202 Receipt dated December 6, 2019

Offering Price and Description:

Cdn \$50,032,000.00

1,180,000 Common Shares

Price: \$42.40 per Offered Share

Underwriter(s) or Distributor(s):

NATIONAL BANK FINANCIAL INC.

TD SECURITIES INC.

BMO NESBITT BURNS INC.

CIBC WORLD MARKETS INC.

RBC DOMINION SECURITIES INC.

SCOTIA CAPITAL INC.

Promoter(s):

-

Project #2990806

Issuer Name:

FIRSTSERVICE CORPORATION
Principal Regulator - Ontario

Type and Date:

Amendment dated December 3, 2019 to Preliminary Short
Form Prospectus dated December 2, 2019

NP 11-202 Preliminary Receipt dated December 3, 2019

Offering Price and Description:

US\$200,262,500.00

2,165,000 Common Shares

Underwriter(s) or Distributor(s):

BMO Capital Markets

TD Securities Inc.

Scotia Capital Inc.

CIBC World Markets Inc.

Raymond James Ltd.

HSBC Securities (Canada) Inc.

J.P. Morgan Securities Canada Inc.

RBC Dominion Securities Inc.

National Bank Financial Inc.

Promoter(s):

-

Project #2997075

Issuer Name:

FortisAlberta Inc.

Principal Regulator - Alberta **Type and Date:**

Preliminary Shelf Prospectus dated December 6, 2019

NP 11-202 Preliminary Receipt dated December 6, 2019

Offering Price and Description:

\$500,000,000.00 - Medium Term Note Debentures (unsecured)

Underwriter(s) or Distributor(s):

Scotia Capital Inc.

RBC Dominion Securities Inc.

BMO Nesbitt Burns Inc.

National Bank Financial Inc.

TD Securities Inc.

CIBC World Markets Inc.

HSBC Securities (Canada) Inc.

Casgrain & Company Limited

Promoter(s):

-

Project #2998346

Issuer Name:

Holly Street Capital Ltd.

Principal Regulator - British Columbia

Type and Date:

Final CPC Prospectus dated November 29, 2019

NP 11-202 Receipt dated December 4, 2019

Offering Price and Description:

\$250,000 or 2,500,000 Common Shares

PRICE: \$0.10 PER COMMON SHARE

Underwriter(s) or Distributor(s):

Echelon Wealth Partners Inc.

Promoter(s):

Turnbull Grant Fisher

Project #2974143

Issuer Name:

Intact Financial Corporation

Principal Regulator - Ontario

Type and Date:

Preliminary Shelf Prospectus dated December 5, 2019

NP 11-202 Preliminary Receipt dated December 6, 2019

Offering Price and Description:

\$10,000,000,000.00

Debt Securities

Class A Shares

Common Shares

Subscription Receipts

Warrants

Share Purchase Contracts

Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2998130

Issuer Name:

Killam Apartment Real Estate Investment Trust

Principal Regulator - Nova Scotia

Type and Date:

Final Shelf Prospectus dated December 2, 2019

NP 11-202 Receipt dated December 3, 2019

Offering Price and Description:

\$800,000,000.00

Trust Units

Subscription Receipts

Debt Securities

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2991000

Issuer Name:

Laramide Resources Ltd.

Principal Regulator - Ontario

Type and Date:

Preliminary Shelf Prospectus dated December 3, 2019

NP 11-202 Preliminary Receipt dated December 3, 2019

Offering Price and Description:

\$10,000,000.00

Common Shares

Debt Securities

Warrants

Subscription Receipts

Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2997362

Issuer Name:

Manulife Financial Corporation

Principal Regulator - Ontario

Type and Date:

Final Shelf Prospectus dated December 9, 2019

NP 11-202 Receipt dated December 9, 2019

Offering Price and Description:

\$10,000,000,000.00 - Debt Securities, Class A Shares,

Class B Shares, Class 1 Shares, Common Shares,

Subscription Receipts, Warrants, Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2996935

Issuer Name:

Mogo Inc. (formerly, Difference Capital Financial Inc.)
Principal Regulator - British Columbia

Type and Date:

Final Shelf Prospectus dated December 5, 2019
NP 11-202 Receipt dated December 5, 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:

REGULUS RESOURCES INC.
Principal Regulator - British Columbia

Type and Date:

Final Shelf Prospectus dated December 6, 2019
NP 11-202 Receipt dated December 9, 2019

Offering Price and Description:

C\$60,000,000.00 - Common Shares, Preferred Shares,
Debt Securities, Subscription Receipts, Units, Warrants,
Share Purchase Contracts

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2992851

Issuer Name:

SilverCrest Metals Inc.
Principal Regulator - British Columbia

Type and Date:

Preliminary Short Form Prospectus dated December 3,
2019
NP 11-202 Preliminary Receipt dated December 3, 2019

Offering Price and Description:

\$*
* Common Shares

Underwriter(s) or Distributor(s):

NATIONAL BANK FINANCIAL INC.
DESJARDINS SECURITIES INC.
SCOTIA CAPITAL INC.
EIGHT CAPITAL
CANACCORD GENUITY CORP.
PI FINANCIAL CORP.
RBC DOMINION SECURITIES INC.
CORMARK SECURITIES INC.
BMO NESBITT BURNS INC.
BEACON SECURITIES LIMITED

Promoter(s):

-

Project #2997240

Issuer Name:

SilverCrest Metals Inc.
Principal Regulator - British Columbia

Type and Date:

Amendment dated December 3, 2019 to Preliminary Short
Form Prospectus dated December 3, 2019
NP 11-202 Preliminary Receipt dated December 4, 2019

Offering Price and Description:

\$80,080,000.00
11,000,000 Common Shares
Price: \$7.28 per Offered Share

Underwriter(s) or Distributor(s):

NATIONAL BANK FINANCIAL INC.
DESJARDINS SECURITIES INC.
SCOTIA CAPITAL INC.
EIGHT CAPITAL
CANACCORD GENUITY CORP.
PI FINANCIAL CORP.
RBC DOMINION SECURITIES INC.
CORMARK SECURITIES INC.
BMO NESBITT BURNS INC.
BEACON SECURITIES LIMITED

Promoter(s):

-

Project #2997240

Issuer Name:

WPT Industrial Real Estate Investment Trust
Principal Regulator - Ontario

Type and Date:

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

Offering Price and Description:

US\$1,000,000,000
Trust Units
Debt Securities
Subscription Receipts
Warrants
Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2989953

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Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
New Registration	GS Investment Strategies Canada Inc.	Portfolio Manager	December 3, 2019
New Registration	Stifel Nicolaus Canada Inc.	Investment Dealer	December 6, 2019

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Chapter 13

SROs, Marketplaces, Clearing Agencies and Trade Repositories

13.1 SROs

13.1.1 Mutual Fund Dealers Association of Canada (MFDA) – Amendment to MFDA By-Law No. 1 Section 24.A (Ombudservice) – Notice of Commission Approval

NOTICE OF COMMISSION APPROVAL

MUTUAL FUND DEALERS ASSOCIATION OF CANADA (MFDA)

AMENDMENT TO MFDA BY-LAW NO. 1 SECTION 24.A (OMBUDSERVICE)

The Ontario Securities Commission has approved the proposed amendment to section 24.A of the MFDA's By-law No. 1 (Amendment). The Amendment deletes subsection 24.A.4 of the MFDA's By-law No. 1 to remove the potential for inconsistency with section 16.5 of the Terms of Reference of the Ombudsman for Banking Services and Investments (OBSI). The Amendment ensures that the provision of information by OBSI to the MFDA is governed by the OBSI Terms of Reference and clarifies OBSI's ability to provide information to the MFDA.

The Amendment was published for public comment on March 28, 2019. Two public comment letters were received. A summary of the public comments and the MFDA's responses can be found at <http://osc.gov.on.ca>. The Amendment will be effective on a date to be subsequently determined by the MFDA.

In addition, the British Columbia Securities Commission; the Alberta Securities Commission; the Financial and Consumer Affairs Authority of Saskatchewan; the Financial and Consumer Services Commission of New Brunswick; the Manitoba Securities Commission; the Nova Scotia Securities Commission; the Office of the Superintendent of Securities, Service Newfoundland and Labrador; and the Prince Edward Island Office of the Superintendent of Securities Office have either not objected to or have approved the Amendment.

13.1.2 Investment Industry Regulatory Organization of Canada (IIROC) – Amendments to Dealer Member Rule 1200.3 and Notes to Statement D of Form 1 Regarding Free Credit Cash Segregated in Trust for Clients – Notice of Commission Approval

NOTICE OF COMMISSION APPROVAL

INVESTMENT INDUSTRY REGULATORY ORGANIZATION OF CANADA (IIROC)

AMENDMENTS TO DEALER MEMBER RULE 1200.3 AND NOTES TO STATEMENT D OF FORM 1 REGARDING FREE CREDIT CASH SEGREGATED IN TRUST FOR CLIENTS

The Ontario Securities Commission has approved IIROC's proposed amendments to its Dealer Member Rule 1200.3 and Notes to Statement D of Form 1 regarding free credit cash segregated in trust for clients (the Amendments).

IIROC published the proposed amendments for comment on August 29, 2019. There were no comments received. A copy of the IIROC Notice, including the Amendments, can be found at <http://www.osc.gov.on.ca>.

The Amendments will be effective on March 12, 2020.

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 Legal Registries Division, Department of Justice (Northwest Territories); the Legal Registries Division, Department of Justice (Nunavut); the Manitoba Securities Commission; the Nova Scotia Securities Commission; the Office of the Superintendent of Securities, Service Newfoundland and Labrador; the Office of the Yukon Superintendent of Securities; and the Prince Edward Island Office of the Superintendent of Securities Office have approved or not objected to the Amendments.

13.2 Marketplaces

13.2.1 Toronto Stock Exchange – Notice of Housekeeping Rule Amendments to the TSX Company Manual

TORONTO STOCK EXCHANGE

NOTICE OF HOUSEKEEPING RULE AMENDMENTS TO THE TSX COMPANY MANUAL

Introduction

In accordance with the Process for the Review and Approval of Rules and the Information Contained in Form 21-101F1 (the “**Protocol**”), Toronto Stock Exchange (“**TSX**”) has adopted, and the Ontario Securities Commission has approved, certain housekeeping amendments (the “**Amendments**”) to Parts VI, VII and XI of the TSX Company Manual (the “**Manual**”). The Amendments are Housekeeping Rules under the Protocol and therefore have not been published for comment. The Ontario Securities Commission has not disagreed with the categorization of the Amendments as Housekeeping Rules.

Summary and Rationale of the Non-Public Interest Amendments

	Section of the Manual	Amendment	Rationale
1.	Part VI – Changes in Capital Structure of Listed Issuers – Section 604 (a) Security Holder Approval	Delete redundant and unnecessary language.	TSX views transactions where consideration provided to insiders is 10% or more of the market capitalization of the listed issuer as not having been negotiated at arm’s length. As such, the additional language in this section referring to a transaction not being negotiated at arm’s length is redundant and therefore not necessary.
2.	Part VII Halting of Trading, Suspension and Delisting of Securities – Section 716 – Management	Amend language to clarify TSX practice and to conform to changes made for Closed-end Funds and Structured Products (collectively, “ Non-Corporate Issuers ”) in Section 1101.	Amend language to clarify TSX practice and to conform to changes made in Section 1101.
3.	Part XI Requirements Applicable to Non-Corporate Issuers – Section 1101 – Introduction	Amend language to clarify requirements to file Personal Information Forms (“ PIF ”) or Declarations for Non-Corporate Issuers.	In order to alleviate the administrative burden on Non-Corporate Issuers, rather than treating each Non-Corporate Issuer as a new issuer, TSX will treat each Non-Corporate Issuer manager as a new issuer so that where the insiders of a Non-Corporate Issuer manager have previously filed a PIF and launch a new Non-Corporate Issuer, neither a PIF or Declaration is required to be filed. TSX reserves the right to request a PIF for any individual associated with a Non-Corporate Issuer. These changes are consistent with recent amendments made to PIF and Declaration requirements applicable to Exchange Traded Funds in December 2018.

Text of the Amendments

The Amendments are set out as blacklined text at **Appendix A**. For ease of reference, a clean version of the Amendments are set out at **Appendix B**.

Effective Date

The Amendments become effective on December 12, 2019.

APPENDIX "A"

BLACKLINE OF
NON-PUBLIC INTEREST AMENDMENTS TO THE TSX COMPANY MANUAL

Part VI Changes in Capital Structure of Listed Issuers

Sec. 604. Security Holder Approval

- (a) In addition to any specific requirement for security holder approval, TSX will generally require security holder approval as a condition of acceptance of a notice under Section 602 if in the opinion of TSX, the transaction:
 - i) materially affects control of the listed issuer; or
 - ii) provides consideration to insiders in aggregate of 10% or greater of the market capitalization of the listed issuer, during any six-month period, ~~and has not been negotiated at arm's length.~~

~~If any insider of the listed issuer has a beneficial interest, direct or indirect, in the proposed transaction which differs from other security holders of the same class TSX will regard such a transaction as not having been negotiated at arm's length.~~

[...]

Part VII Halting of Trading, Suspension and Delisting of Securities

Sec. 716. Management

[...]

Once submitted and cleared by the Exchange, a Personal Information Form (Form 4—Appendix H) for an insider of a corporate issuer, including a person acting in a similar capacity for [an ETF a Non-Corporate Issuer](#), is valid for a time period of 60 months, absent any material change in the information submitted. An insider of a corporate issuer, including a person acting in a similar capacity for [an ETF a Non-Corporate Issuer](#), may submit a completed Declaration (Form 4B—Appendix H) in lieu of a Personal Information Form within such 60 month period absent any material change in the information submitted in the original Personal Information Form. For [ETFs Non-Corporate Issuers](#), see also Section 1101. ~~Once submitted and cleared by the Exchange, a Personal Information Form (Form 4—Appendix H) for Non-Corporate Issuers (other than ETFs) is valid for a time period of one year, absent any material change in the information submitted. An insider of a Non-Corporate Issuers (other than ETFs) may submit a completed Declaration (Form 4B—Appendix H) in lieu of a Personal Information Form within and after such one year period absent any material change in the information submitted in the original Personal Information Form.~~

Part XI Requirements Applicable to Non-Corporate Issuers

A. Original Listing Requirements

Sec. 1101. Introduction

[...]

The Exchange will also take into consideration an applicant's status regarding compliance with the requirements of other regulatory agencies. In addition, the Exchange must be satisfied that an applicant is in compliance with Exchange policies applicable to listed issuers, including policies described in Part III, except in the case ~~of ETFs in respect~~ of the requirement to provide Personal Information Forms for each insider of ~~the ETF a Non-Corporate Issuer~~ under Section 339. For [ETFs Non-Corporate Issuers](#), the Exchange will require Personal Information Forms only from each insider of ~~an ETF manager a Manager of a Non-Corporate Issuer~~. Absent any material change in the information submitted in the original Personal Information Form, an insider of ~~an ETF manager a Manager of a Non-Corporate Issuer~~ does not need to file a new Personal Information Form or Declaration for so long as he or she remains associated with the same ~~ETF manager~~ [Manager of the Non-Corporate Issuer](#) to which the original Personal Information Form relates. The Exchange may require Personal Information Forms from any individual associated with the [ETF Non-Corporate Issuer](#), as the Exchange determines appropriate.

[...]

APPENDIX “B”

**CLEAN VERSION OF
NON-PUBLIC INTEREST AMENDMENTS TO THE TSX COMPANY MANUAL**

Part VI Changes in Capital Structure of Listed Issuers

Sec. 604. Security Holder Approval

- (a) In addition to any specific requirement for security holder approval, TSX will generally require security holder approval as a condition of acceptance of a notice under Section 602 if in the opinion of TSX, the transaction:
- i) materially affects control of the listed issuer; or
 - ii) provides consideration to insiders in aggregate of 10% or greater of the market capitalization of the listed issuer, during any six-month period.

[...]

Part VII Halting of Trading, Suspension and Delisting of Securities

Sec. 716. Management

[...]

Once submitted and cleared by the Exchange, a Personal Information Form (Form 4—Appendix H) for an insider of a corporate issuer, including a person acting in a similar capacity for a Non-Corporate Issuer, is valid for a time period of 60 months, absent any material change in the information submitted. An insider of a corporate issuer, including a person acting in a similar capacity for a Non-Corporate Issuer, may submit a completed Declaration (Form 4B—Appendix H) in lieu of a Personal Information Form within such 60 month period absent any material change in the information submitted in the original Personal Information Form. For Non-Corporate Issuers, see also Section 1101.

Part XI Requirements Applicable to Non-Corporate Issuers

A. Original Listing Requirements

Sec. 1101. Introduction

[...]

The Exchange will also take into consideration an applicant's status regarding compliance with the requirements of other regulatory agencies. In addition, the Exchange must be satisfied that an applicant is in compliance with Exchange policies applicable to listed issuers, including policies described in Part III, except in the case of the requirement to provide Personal Information Forms for each insider of a Non-Corporate Issuer under Section 339. For Non-Corporate Issuers, the Exchange will require Personal Information Forms only from each insider of a Manager of a Non-Corporate Issuer. Absent any material change in the information submitted in the original Personal Information Form, an insider of a Manager of a Non-Corporate Issuer does not need to file a new Personal Information Form or Declaration for so long as he or she remains associated with the same Manager of the Non-Corporate Issuer to which the original Personal Information Form relates. The Exchange may require Personal Information Forms from any individual associated with the Non-Corporate Issuer, as the Exchange determines appropriate.

[...]

13.2.2 Neo Exchange – Listing Manual & Forms Amendments – Request for Comments

NEO EXCHANGE

REQUEST FOR COMMENTS

LISTING MANUAL & FORMS AMENDMENTS

December 12, 2019

Introduction

Neo Exchange Inc. (“**NEO Exchange**” or “**Exchange**”) is publishing proposed amendments to the NEO Exchange Listing Manual and Listing Forms (“**Public Interest Rule Amendments**”) in accordance with Schedule 5 to its recognition order, as amended (the “**Protocol**”). As required under the Protocol, the Public Interest Rule Amendments were filed with the Ontario Securities Commission (“**OSC**”) and are being published for comment. A description of the Public Interest Rule Amendments is set out below and the text of the Public Interest Rule Amendments is attached hereto as Appendix A. Subject to any changes resulting from comments received, the Public Interest Rule Amendments will be effective upon publication of the notice of approval on the OSC’s website.

Description of the Public Interest Rule Amendments

1. Amendments to the Listing Manual

The following are proposed:

- Revision to the definition of “Approved Bank” to include financial institutions, other than Schedule I and III banks, which are acceptable to the Exchange, and a related change to subsection 10.16(10) requiring a SPAC to disclose in its prospectus details regarding the financial institution where Escrowed Funds will be held.
- Removal of subsection 2.06(4) relating to minimum listing standards for Debt-Based Structured Products.
- Revision of subsection 7.08(3) to change the criteria applicable to the exercise price of Security-Based Compensation Arrangements and Awards.
- Addition of wording to subsection 10.16(22) to permit a SPAC to adopt a Security Based Compensation Arrangement prior to completing a Qualifying Transaction, provided that no Awards may be granted prior to the completion of the Qualifying Transaction.

2. Revised Forms

Proposed changes to the Exchange’s Forms are as follows:

- In the combined Listing Application (see the description below of the consolidation of Forms 1, 1A and 1B), addition of a requirement to advise the Exchange of other listing applications and clarification relating to the payment of listing fees.
- Elimination of Form 4–Issuer Performance Program (IPP), which will be reformatted as a stand-alone agreement to be filed at a later date.
- Changes to Form 14C–Notice of Exercise of Over-Allotment Option to remove an unnecessary requirement and to elicit more accurate information relating to the number of listed securities prior to the exercise of an over-allotment option.

Expected Date of Implementation of the Public Interest Rule Amendments

NEO Exchange seeks to implement the Public Interest Rule in early January 2020.

Rationale for the Public Interest Rule Amendments and Supporting Analysis

1. Revisions Proposed to Clarify Provisions

The following proposed revisions are intended to clarify concepts, eliminate superfluous requirements and simplify the manner in which requirements are conveyed in the Exchange's rules or Commentaries:

- The revised definition of "Approved Bank" is expanded to institutions beyond banks listed in Schedule I or III of the *Bank Act* (Canada) to provide SPAC issuers raising capital in the United States with more flexibility for required escrow arrangements, provided the financial institution where Escrowed Funds are to be held is acceptable to the Exchange and details sufficient for the Exchange to make this determination are disclosed in the IPO prospectus.
- Subsection 2.06(4) relating to minimum listing standards for Debt-Based Structured Products has been deleted as the listing of convertible debt is covered in section 2.02(6) of the Listing Manual, and the clarification is no longer required under 2.06(4).
- The changes to subsection 7.08(3) are intended to provide added flexibility for the calculation of the exercise price of Awards, and to harmonize our rules with the equivalent provisions of other exchanges.

2. Revision Stemming from a Waiver Codification

Revised subsection 10.16(22) is intended to reflect that since SPACs are no longer required to hold a shareholder meeting to carry out a Qualifying Transaction, it is not practical to require the adoption of a proposed Security Based Compensation Arrangement to take place at the time of the Qualifying Transaction. Permitting SPACs to adopt such an arrangement prior to the Qualifying Transaction does not result in a meaningful change to Exchange rules as no Awards can be granted prior to the completion of the Qualifying Transaction.

3. Revisions to Forms

Proposed changes to the Exchange's forms are as follows:

- The additional changes to consolidated Listing Agreement (Form 1, 1A and 1B) were included to clarify our expectations relating to the payment of listing fees to the Exchange where an issuer has filed multiple listing applications. This change is based on the fact that with more competition among exchanges, issuers may file multiple applications to gain leverage.
- Form 4—Issuer Performance Program (IPP) is being eliminated from the Listing Forms as we feel the specifics of this incentive program are more appropriately covered under a stand-alone agreement.
- The changes to Form 14C—Notice of Exercise of Over-Allotment Option are intended to both eliminate the submission of superfluous information (the "reference number") and ensure that the number of listed securities outstanding disclosed on the form is as accurate as possible by requiring this number to be as of a date that is closer to the date of the exercise of the over-allotment option than previously required.

Expected Impact on Market Structure, Members, Investors, Issuers and Capital Markets

There is no anticipated impact on the market structure and a positive one on issuers and the capital markets generally, due to the positive impact on issuers' ability to raise capital and meet exchange requirements and a reduction of administrative burden on issuers by continuing to make streamlining changes and mirroring TSX PIF requirements.

Impact on Exchange's Compliance with Ontario Securities Law and on Requirements for Fair Access and Maintenance of Fair and Orderly Markets

The proposed amendments will not adversely impact the Exchange's compliance with Ontario securities laws, including requirements for fair access and maintenance of fair and orderly markets. The bulk of the amendments seeks to provide additional clarity to our existing rules, streamline the listing process for new issuers (and harmonize with other requirements where applicable) and simplify the reporting requirements for Listed Issuers.

Impact on the Systems of Members or Service Vendors

None of the Public Interest Rule Amendments require members or service vendors to modify their systems.

New Rule

None of the Public Interest Rule Amendments introduce any material new feature.

Comments

Comments should be provided, in writing, no later than January 13, 2020 to:

Cindy Petlock
Chief Legal Officer
Neo Exchange Inc.
155 University Avenue, Suite 400
Toronto, ON M5H 3B7
legal@neostockexchange.com

with a copy to:

Market Regulation Branch
Ontario Securities Commission
20 Queen Street West, 22nd Floor
Toronto, ON M5H 3S8
marketregulation@osc.gov.on.ca

Please note that, unless confidentiality is requested, all comments will be publicly available.

Appendix A
Text of the Public Interest Rule Amendments

NEO EXCHANGE LISTING MANUAL

PART I. DEFINITIONS, INTERPRETATION AND GENERAL DISCRETION

1.01 Definitions

...

“**Approved Bank**” means a bank listed in Schedule I or III of the *Bank Act* (Canada), or another financial institution acceptable to the Exchange.

PART II. INITIAL LISTING REQUIREMENTS

...

2.06 Minimum Listing Standards – Debt-Based Structured Products

...

~~(4) Not Convertible Debt—The issue must not be convertible debt of the Structured Product Issuer of a type contemplated in paragraph 2.02(6)(c).~~

PART VII. CORPORATE FINANCE AND CAPITAL STRUCTURE CHANGES

...

7.08 Security Based Compensation Arrangements and Awards

...

- (3) Awards ~~may not~~must have an exercise price or issue price, as applicable, ~~lower than~~based on one of the following:
- (a) the five-day volume weighted average trading price, calculated by dividing the total value by the total volume of securities traded for the relevant period;
 - (b) the closing price of the underlying securities on the previous trading day prior to the date of grant of the Award; or
 - (c) a reasonable pre-determined formula, based on a weighted average trading price or average daily high and low board lot trading prices for a short period of time prior to the date of grant of the Award.
 - ~~(b) the closing market prices of the underlying securities on the trading day prior to the date of grant of the Award.~~

PART X. CORPORATE GOVERNANCE AND SECURITY HOLDER APPROVAL

...

10.16 SPACs

...

- (10) The escrow agent must invest the Escrowed Funds in Permitted Investments. The SPAC must disclose in its IPO prospectus the proposed nature of the Permitted Investments as well as any intended use of the interest or other proceeds earned on the Escrowed Funds from these investments. If the Escrowed Funds are to be held at an Approved Bank that is not a Schedule 1 or III bank, the SPAC IPO prospectus must disclose details regarding the financial institution where the Escrowed Funds will be held.

...

- (22) ~~Notwithstanding section 7.08, a~~ SPAC ~~may seeking a listing on the Exchange is not permitted to~~ adopt a Security Based Compensation Arrangement prior to completing a Qualifying Transaction; ~~however, it may not grant any type of awards under a Security Based Compensation Arrangement prior to the completion of a Qualifying Transaction. All Security Based Compensation Arrangements must meet the applicable requirements in sections 7.08 and 10.12 of the Listing Manual.~~

LISTING FORMS

**FORM 1
LISTING AGREEMENT FOR ALL LISTED ISSUERS**

...

2. Without limiting the generality of the preceding section, the Listed Issuer will at the time of application and once listed:

...

b. ~~identify, during the application process, if it has applied to any other exchange(s) to list the same securities;~~

...

~~g-h.~~ pay when due, all applicable fees or charges, established by the Exchange, acknowledging that the current fees and charges are set out in the Fee Schedule and may be amended from time to time and that such fees are due upon receipt of an invoice, regardless of whether the application is terminated.

**FORM 14C
NOTICE OF EXERCISE OF OVER-ALLOTMENT OPTION**

...

Number of Listed Securities outstanding ~~on the day immediately~~ preceding the public announcement exercise of the over- allotment option:

~~Submission reference number for the transaction approving the over-allotment option:~~

13.3 Clearing Agencies

13.3.1 CDS Clearing and Depository Services Inc. (CDS®) – Material Amendments to CDS External Procedures Related to Liquidity Risk Management – OSC Staff Notice of Request for Comment

OSC STAFF NOTICE OF REQUEST FOR COMMENT

CDS CLEARING AND DEPOSITORY SERVICES INC. (CDS®)

MATERIAL AMENDMENTS TO CDS EXTERNAL PROCEDURES RELATED TO LIQUIDITY RISK MANAGEMENT

The Ontario Securities Commission is publishing for 30-day public comment material amendments to the CDS External Procedures relating to liquidity risk management. The purpose of the proposed procedures amendments is to enhance CDS's liquidity risk management by requiring Participants to provide money in Canadian dollars as the sole type of eligible collateral permitted in satisfying certain collateral requirements such as the Default Fund and the Supplemental Liquidity Fund.

The comment period ends on January 13, 2020.

A copy of the CDS Notice is published on our website at <http://www.osc.gov.on.ca>.

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