



Incorporating the practice of **SMITH LYONS**

Suite 5800, Scotia Plaza
40 King Street West
Toronto, Ontario
Canada M5H 3Z7
Telephone (416) 369-7200
Facsimile (416) 369-7250
www.gowlings.com

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Mr. John Stevenson, Secretary
Ontario Securities Commission
20 Queen Street West
Suite 800, Box 55
Toronto, Ontario M5H 3S8

Paul H. Harricks
Direct (416) 369-7296
Assistant (416) 369-7276
paul.harricks@gowlings.com

Dear Sir:

Re: Proposed Rule 72-502 Continuous Disclosure and Other Exemptions Relating to Foreign Issuers

We are writing in response to the October 12, 2001 request for comments on the proposed Rule 72-502 Continuous Disclosure and Other Exemptions Relating to Foreign Issuers (the "Proposed Rule").

Upon reviewing the Proposed Rule and its Companion Policy, there is one issue in particular that we believe requires clarification. Part 1.1(4) of the Companion Policy sets out the requirements used to determine whether a company qualifies as a non-SEC issuer. One of the criteria used in this determination is that Canadian residents own, on a fully diluted share basis, not more than ten per cent of the equity securities of the issuer. However, the term "Canadian residents" is not defined in the Proposed Rule, section 1 of the *Securities Act* (Ontario), nor in National Instrument 14-101.

Therefore, we submit that the Proposed Rule should include a definition of "Canadian residents" to alleviate any confusion involved in calculating the total number of equity securities owned by Canadian residents in a foreign issuer. Some suggestions we have for a possible definition of "Canadian residents" include:

- a definition based on the registered address subject to information suggesting otherwise;
- or

- using a tax law definition.

Please find enclosed a diskette containing our submission in Microsoft Word format.

Thank you for taking the time to consider our submission.

Yours very truly,

Paul H. Harricks