

5.1.4 NP 11-206 Process for Cease to be a Reporting Issuer Applications

**NATIONAL POLICY 11-206
PROCESS FOR CEASE TO BE A REPORTING ISSUER APPLICATIONS**

**PART 1
APPLICATION**

Application

1. This policy describes the process for the filing and review of an application by a filer for an order that an issuer has ceased to be a reporting issuer in all jurisdictions of Canada in which it is a reporting issuer.

**PART 2
DEFINITIONS**

Definitions

2. In this policy
 - “AMF” means the regulator in Québec;
 - “application” means a request by a filer for an order for an issuer to cease to be a reporting issuer in all the jurisdictions of Canada in which it is a reporting issuer;
 - “beneficial owner” means a beneficial owner as defined in National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*;
 - “dual application” means an application described in section 7 of this policy;
 - “dual review” means the review under this policy of a dual application;
 - “filer” means
 - (a) an issuer filing an application, or
 - (b) an agent of a person referred to in paragraph (a);
 - “marketplace” means a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;
 - “modified procedure” means the procedure for issuers with a *de minimis* connection to Canada described in section 20 of this policy;
 - “notified passport jurisdiction” means a passport jurisdiction for which a filer gave the notice referred to in paragraph 4C.5(1)(c) of Multilateral Instrument 11-102 *Passport System*;
 - “OSC” means the regulator in Ontario;
 - “passport application” means an application described in section 6 of this policy;
 - “passport jurisdiction” means the jurisdiction of a passport regulator;
 - “passport regulator” means a regulator that has adopted Multilateral Instrument 11-102 *Passport System*;
 - “pre-filing” means a consultation with the principal regulator for an application, initiated before the filing of the application, regarding the interpretation of securities legislation or securities directions or their application to a particular application;
 - “regulator” means a securities regulatory authority or regulator;
 - “securityholder” means, for a security, the beneficial owner of the security;
 - “simplified procedure” means the procedure for issuers that have a *de minimis* number of securityholders as described in section 19 of this policy.

Further definitions

3. Terms used in this policy that are defined in Multilateral Instrument 11-102 *Passport System*, National Instrument 14-101 *Definitions* or, in Québec, in *Regulation 14-501Q on definitions*, have the same meaning as in those instruments.

Interpretation

4. For the purposes of this policy, a reference to an application for an order that an issuer has ceased to be a reporting issuer is deemed to include:
- (a) an application under section 153 of the *Securities Act* (Alberta) for an order that the reporting issuer is deemed to have ceased to be a reporting issuer,
 - (b) an application under section 88 of the *Securities Act* (British Columbia) for an order that the reporting issuer is deemed to have ceased to be a reporting issuer,
 - (c) an application under subparagraph 1(1.2)(b) of the *Securities Act* (Manitoba) for an order declaring that an issuer has ceased to be a reporting issuer,
 - (d) an application under subparagraph 1.1(1)(a) of the *Securities Act* (New Brunswick) for an order designating for the purposes of New Brunswick securities law, a person not to be a reporting issuer,
 - (e) an application under section 84 of the *Securities Act* (Newfoundland and Labrador) for an order that the reporting issuer is no longer a reporting issuer,
 - (f) an application under subparagraph 6(1)(a) of the *Securities Act* (Northwest Territories) for an order designating an issuer to cease to be a reporting issuer,
 - (g) an application under section 89 of the *Securities Act* (Nova Scotia) for an order that the reporting issuer is deemed to have ceased to be a reporting issuer,
 - (h) an application under subparagraph 6(1)(a) of the *Securities Act* (Nunavut) for an order designating an issuer to cease to be a reporting issuer,
 - (i) an application under clause 1(10)(a)(ii) of the *Securities Act* (Ontario) for an order that, for the purposes of Ontario securities law, a person or company is not a reporting issuer,
 - (j) an application under subparagraph 6(1)(a) of the *Securities Act* (Prince Edward Island) for an order designating an issuer to cease to be a reporting issuer,
 - (k) an application under section 92 of the *Securities Act, 1988* (Saskatchewan), for an order that the reporting issuer is no longer a reporting issuer,
 - (l) an application under section 69 or 69.1 of the *Securities Act* (Québec), for an order to revoke the issuer's status as a reporting issuer, and
 - (m) an application under subparagraph 6(1)(a) of the *Securities Act* (Yukon) for an order designating an issuer to cease to be a reporting issuer.

PART 3 OVERVIEW, PRINCIPAL REGULATOR AND GENERAL GUIDELINES

Overview

5. This policy applies to an application by a filer for an order that an issuer has ceased to be a reporting issuer in all jurisdictions of Canada in which it is a reporting issuer. An issuer may not apply to cease to be a reporting issuer in only some, but not all, of the jurisdictions in which it is a reporting issuer.

These are the possible types of applications:

- (a) the principal regulator is a passport regulator and the issuer is not a reporting issuer in Ontario. This is a "passport application",

- (b) the principal regulator is the OSC and the issuer is also a reporting issuer in a passport jurisdiction. This is also a “passport application”,
- (c) the principal regulator is a passport regulator and the issuer is also a reporting issuer in Ontario. This is a “dual application”.

An application under this policy may not be combined with an application for exemptive relief under National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions*.

Passport application

- 6. (1) If the principal regulator is a passport regulator and the issuer is not a reporting issuer in Ontario, the filer files the application only with, and pays fees only to, the principal regulator. Only the principal regulator reviews the application. The principal regulator’s order is deemed to automatically have the same result in the notified passport jurisdictions.
- (2) If the principal regulator is the OSC and the filer also seeks an order for the issuer to cease to be a reporting issuer in a passport jurisdiction, the filer files the application only with, and pays fees only to, the OSC. Only the OSC reviews the application. The OSC’s order is deemed to automatically have the same result in the notified passport jurisdictions.

Dual application

- 7. If the principal regulator is a passport regulator and the issuer is also a reporting issuer in Ontario, the filer files the application with, and pays fees to, both the principal regulator and the OSC. The principal regulator reviews the application and the OSC, as a non-principal regulator, coordinates its review with the principal regulator. The principal regulator’s order is deemed to automatically have the same result in the notified passport jurisdictions and evidences the decision of the OSC.

Principal regulator

- 8. (1) For any application under this policy, the principal regulator is identified in the same manner as in sections 4C.1 to 4C.4 of Multilateral Instrument 11-102 *Passport System*. This section summarizes sections 4C.1 to 4C.4 of Multilateral Instrument 11-102 *Passport System* and provides guidance on identifying the principal regulator for an application under this policy.
- (2) For the purpose of this section, a specified jurisdiction is one of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick or Nova Scotia.
- (3) Except as provided in subsection (4) and in section 9 of this policy, the principal regulator is,
 - (a) for an application made for an investment fund, the regulator of the jurisdiction in which the investment fund manager’s head office is located, or
 - (b) for an application made for an issuer other than an investment fund, the regulator of the jurisdiction in which the issuer’s head office is located.
- (4) If the jurisdiction identified under subsection (3) is not a specified jurisdiction, the principal regulator for the application is the regulator of the specified jurisdiction with which the issuer or, in the case of an investment fund, the investment fund manager, has the most significant connection.
- (5) The factors a filer should consider in identifying the principal regulator for the application based on the most significant connection test are, in order of influential weight:
 - (a) location of management,
 - (b) location of assets and operations,
 - (c) location of majority of securityholders or clients, and
 - (d) location of trading market or quotation and trade reporting system in Canada.

Discretionary change in principal regulator

9. (1) If the principal regulator identified under section 8 of this policy thinks it is not the appropriate principal regulator, it will first consult with the filer and the other regulator it thinks would be more appropriate. If all agree, the first identified principal regulator will give the filer written notice of the new principal regulator and the reasons for the change.
- (2) A filer may request a discretionary change of principal regulator for an application if
- (a) the filer believes the principal regulator identified under section 8 of this policy is not the appropriate principal regulator,
 - (b) the location of the head office changes over the course of the application, or
 - (c) the most significant connection to a specified jurisdiction changes over the course of the application.
- (3) Regulators do not anticipate changing a principal regulator except in exceptional circumstances.
- (4) A filer should submit a written request for a change in principal regulator to its current principal regulator and include the reasons for requesting the change. The current principal regulator will consult with the other regulator the filer thinks would be more appropriate. If they both agree, the first identified principal regulator will give the filer written notice of the new principal regulator.

General guidelines

10. (1) A regulator will generally send communications to a filer by e-mail.
- (2) The British Columbia Securities Commission allows reporting issuers to voluntarily surrender their reporting issuer status under certain circumstances set out in BC Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status*. However, that procedure is only available for an issuer that is only a reporting issuer in British Columbia and may not be used by an issuer that intends to apply for an order under this policy.

Issuers subject to business corporations legislation in certain jurisdictions

11. In certain jurisdictions of Canada, the local business corporations legislation:
- (a) contains certain provisions that apply to reporting issuers that were incorporated, continued or amalgamated under the business corporations legislation, and
 - (b) provides that if a reporting issuer no longer wants those provisions to apply to it, it must obtain an order from the relevant regulator that it is no longer a public company for the purposes of the business corporations legislation.

Issuers should review their business corporations legislation to determine if they need to make a separate application to the relevant regulator for an order under the business corporations legislation. An order obtained under this policy is only for the purposes of securities legislation.

Reporting issuer that has been dissolved or terminated

12. (1) A reporting issuer does not need to apply for an order that it has ceased to be a reporting issuer if it is:
- (a) a corporation that was dissolved under applicable corporate legislation,
 - (b) a limited partnership that was dissolved under applicable limited partnership legislation,
 - (c) a trust that was terminated under its declaration of trust, or
 - (d) another form of business organization that was dissolved or terminated under its applicable governing legislation or constating or establishing document.
- (2) In each case, it will be sufficient if an agent files evidence of the dissolution or termination with the regulator in each jurisdiction where the issuer was a reporting issuer.

- (3) For a corporation, sufficient evidence includes a copy of the certificate and articles of dissolution.
- (4) For a limited partnership, sufficient evidence typically includes:
 - (a) a copy of the declaration of dissolution or similar document filed under applicable limited partnership legislation, and
 - (b) a written representation from the general partner about the effective date of dissolution under applicable limited partnership legislation.
- (5) For a trust, sufficient evidence typically includes:
 - (a) a copy of the resolution authorizing the termination of the trust,
 - (b) a report on voting results indicating that the resolution was passed,
 - (c) a written representation that the trust no longer exists (it is sufficient if this representation is provided by an agent or former trustees or officers),
 - (d) a copy of the change in corporate structure notice filed under section 4.9 of National Instrument 51-102 *Continuous Disclosure Obligations* or a copy of the change in legal structure notice filed under section 2.10 of National Instrument 81-106 *Investment Fund Continuous Disclosure*, and
 - (e) evidence such as a copy of a news release or written submission from an agent that the trust has no securities outstanding and none are traded on a marketplace or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported.
- (6) If an issuer has commenced dissolution proceedings but still exists, it will remain a reporting issuer in the absence of an order that it has ceased to be a reporting issuer.

Issuers that are only a reporting issuer in one jurisdiction

13. If an issuer is only a reporting issuer in one jurisdiction, it may apply for a local order to cease to be a reporting issuer in that jurisdiction. Although the application will be treated as a local application rather than as an application under this policy, the regulator in the jurisdiction will generally apply the principles set out in this policy to that application.

The British Columbia Securities Commission allows reporting issuers that are only reporting in British Columbia to voluntarily surrender their reporting issuer status under certain circumstances set out in BC Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status*.

Resale restrictions

14. For applications under the modified procedure or in the procedure for other applications described in section 21 of this policy, a filer should consider whether any of the issuer's securities may be subject to any resale restrictions under applicable securities legislation following the issuance of an order that the issuer has ceased to be a reporting issuer.

If the issuer has, at any time in the past, issued securities to Canadian securityholders pursuant to certain prospectus exemptions, those Canadian securityholders would no longer be able to rely on the resale provisions in sections 2.5 and 2.6 of National Instrument 45-102 *Resale of Securities* to sell their securities if the issuer has ceased to be a reporting issuer.

The issuer should disclose, in its application, what efforts it has conducted to ascertain the number of Canadian securityholders who purchased securities pursuant to a prospectus exemption and still hold those securities. The issuer should provide an analysis of whether those Canadian securityholders can rely on section 2.14 or any other provision in National Instrument 45-102 *Resale of Securities* to sell their securities following the issuance of the order that the issuer has ceased to be a reporting issuer.

If Canadian securityholders would not be able to rely on a provision in National Instrument 45-102 *Resale of Securities* to sell their securities following the issuance of the requested order, the issuer should disclose, in its application, whether the issuer will be filing a separate application for exemptive relief under National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* to permit such sales.

**PART 4
PRE-FILINGS**

General

15. (1) A filer should submit a pre-filing sufficiently in advance of an application to avoid any delays in the processing of the application.
- (2) Generally, a pre-filing should only be made where an application will involve a novel and substantive issue or raise a novel policy concern.
- (3) The principal regulator will treat the pre-filing as confidential except that it may:
- (a) provide copies or a description of the pre-filing to other regulators for discussion purposes, and
 - (b) have to release the pre-filing under freedom of information and protection of privacy legislation.

Procedure for passport application pre-filing

16. A filer should submit a pre-filing for a passport application by letter to the principal regulator and should:
- (a) identify in the pre-filing the principal regulator for the application and each passport jurisdiction for which the filer intends to give the notice referred to in paragraph 4C.5(1)(c) of Multilateral Instrument 11-102 *Passport System*, and
 - (b) submit the pre-filing to the principal regulator only.

Procedure for dual application pre-filing

17. (1) A filer submitting a pre-filing for a dual application should identify in the pre-filing the principal regulator, each passport jurisdiction for which the filer intends to give the notice referred to in paragraph 4C.5(1)(c) of Multilateral Instrument 11-102 *Passport System*, and Ontario.
- (2) The filer should submit the pre-filing to the principal regulator and the OSC.
- (3) The principal regulator will arrange with the OSC to discuss the pre-filing within 7 business days, or as soon as practicable after the pre-filing is submitted.

Disclosure in related application

18. The filer should include in the application that follows a pre-filing,
- (a) a description of the subject matter of the pre-filing and the approach taken by the principal regulator, and
 - (b) any alternative approach proposed by a non-principal regulator that was involved in discussions and that disagreed with the principal regulator.

**PART 5
TYPES OF APPLICATION PROCEDURES**

The simplified procedure

19. The simplified procedure is available to a filer that is seeking an order for an issuer to cease to be a reporting issuer in each of the jurisdictions in Canada in which it is a reporting issuer and meets all of the following criteria:
- (a) it is not an OTC reporting issuer under Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets*,
 - (b) its outstanding securities, 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,

- (c) its securities, including debt securities, are not traded in Canada or another country on a marketplace or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported, and
- (d) it is not in default of securities legislation in any jurisdiction.

The modified procedure

- 20. (1)** A reporting issuer that is incorporated or organized under the laws of a foreign jurisdiction may make an application under the modified procedure if it meets all of the following criteria:
- (a) the issuer files continuous disclosure reports under U.S. securities laws and is listed on a U.S. exchange,
 - (b) the issuer is able to make a representation that residents of Canada do not:
 - (i) directly or indirectly beneficially own more than 2% of each class or series of outstanding securities (including debt securities) of the issuer worldwide, and
 - (ii) directly or indirectly comprise more than 2% of the total number of securityholders of the issuer worldwide,
 - (c) in the 12 months before applying for the order, the issuer has not taken any steps that indicate there is a market for its securities in Canada, including conducting a prospectus offering in Canada, establishing or maintaining a listing on an exchange in Canada or having its securities traded on a marketplace or any other facility in Canada for bringing together buyers and sellers where trading data is publicly reported.
- If the issuer is unable to meet the above 12 month requirement because its securities have only recently been delisted from an exchange in Canada or have only recently been removed from trading on a marketplace or other facility in Canada for bringing together buyers and sellers where trading data is publicly reported, CSA staff may nevertheless be willing to recommend that an order be granted if the issuer is able to show that:
- (i) prior to the delisting or the removal from trading, the issuer only attracted a *de minimis* number of Canadian investors, in particular, the daily average volume of trading of the issuer's securities in Canada during the 12 months prior to the delisting or the removal from trading was less than 2% of the worldwide daily average volume of trading of the issuer's securities during that 12 month period, and
 - (ii) the issuer did not take any other steps that indicate there is a market for its securities in Canada,
- (d) the issuer provides advance notice to Canadian resident securityholders in a news release that it has applied for an order to cease to be a reporting issuer in all jurisdictions of Canada in which it is a reporting issuer and, if that order is made, the issuer will no longer be a reporting issuer in any jurisdiction of Canada. If applicable, the news release should also disclose that some of the issuer's outstanding securities may be subject to resale restrictions. There should be sufficient time between the news release and the issuance of the order to provide securityholders with the opportunity to object to the order,
 - (e) the issuer undertakes to concurrently deliver to its Canadian securityholders, all disclosure the issuer would be required to deliver to U.S. resident securityholders under U.S. securities law or exchange requirements.
- (2)** The representation in paragraph (1)(b) should not be qualified or limited to the knowledge of the issuer, unless the issuer can fully demonstrate that it has made diligent enquiry to support the representation and why it cannot give an unqualified representation. CSA staff recognize that some issuers have difficulty making representations on the beneficial ownership of securities by residents of Canada. However, CSA staff will not generally recommend granting the order without the issuer satisfying the 2% test in paragraph (1)(b).
- (3)** A non-U.S. issuer incorporated or organized under the laws of a foreign jurisdiction can also seek an order under the modified procedure if the issuer

- (a) is listed on a major foreign exchange and meets the 2% test described in paragraph (1)(b), and
- (b) demonstrates that its Canadian securityholders will receive adequate continuous disclosure under the foreign securities law or exchange requirements.

Procedure for other applications

21. An issuer that does not meet the criteria in section 19 or 20 may make an application under this policy. In the application, the issuer should clearly explain why it does not meet the criteria in section 19 or 20, as applicable, and state the reasons and provide submissions as to why the principal regulator, and the OSC in the case of a dual application, should grant the order.

An example would be a situation where the issuer has completed a going-private transaction and would otherwise meet the criteria in section 19, but for the fact that it is in default of securities legislation as a result of failing to file financial statements that were due after the completion of the transaction.

However, it is important for filers to realize that unless the filer can identify a previous order that is directly on point, CSA staff will treat any application filed under this section as novel. Novel applications may take more time to consider and the filer may not get the desired result.

**PART 6
FILING MATERIALS**

Election to file under this policy and identification of principal regulator

22. (1) In its application, the filer should indicate whether it is filing a passport application or a dual application under this policy and identify the principal regulator for the application.
- (2) A filer should file an application sufficiently in advance of any deadline to ensure that staff has a reasonable opportunity to complete the review and make recommendations for an order.
- (3) A filer seeking an order in Québec should file a French language version of the draft order when the AMF is acting as principal regulator.

Materials to be filed with an application under the simplified procedure

23. (1) For a passport application under the simplified procedure, the filer should remit to the principal regulator the fees payable under the securities legislation of the principal regulator, and file the following materials with the principal regulator only:
- (a) a written application, in the format of the sample application letter set out in Schedule 1, in which the filer:
 - (i) states that the application is being made under the simplified procedure,
 - (ii) states the basis for identifying the principal regulator under section 8 of this policy,
 - (iii) identifies whether another related application has been filed in one or more jurisdictions, the reasons for that application, and the principal regulator for that application,
 - (iv) gives notice of the non-principal passport jurisdictions for which section 4C.5 of Multilateral Instrument 11-102 *Passport System* is intended to be relied upon,
 - (v) sets out any request for confidentiality,
 - (vi) includes representations that confirm that the issuer meets each of the criteria in section 19, and
 - (vii) includes a verification statement that authorizes the filing of the application and confirms the truth of the facts in the application, and
 - (b) a draft form of order, in the format set out in Annex A, with representations that confirm that the issuer meets the 4 criteria in section 19.

- (2) For a dual application under the simplified procedure, the filer should remit the fees payable under the securities legislation of the principal regulator and the OSC to each of them, as appropriate, and file the following materials with both the principal regulator and the OSC:
- (a) a written application, in the format of the sample application letter set out in Schedule 2, in which the filer:
 - (i) states that the application is being made under the simplified procedure,
 - (ii) states the basis for identifying the principal regulator under section 8 of this policy,
 - (iii) identifies whether another related application has been filed in one or more jurisdictions, the reasons for that application, and the principal regulator for that application,
 - (iv) gives notice of the non-principal passport jurisdictions for which section 4C.5 of Multilateral Instrument 11-102 *Passport System* is intended to be relied upon,
 - (v) sets out any request for confidentiality,
 - (vi) sets out any request to abridge the review period (see subsection 32(3) of this policy) or the opt-in period (see subsection 34(4) of this policy) and provides supporting reasons,
 - (vii) includes representations that confirm that the issuer meets each of the criteria in section 19, and
 - (viii) includes a verification statement that authorizes the filing of the application and confirms the truth of the facts in the application, and
 - (b) a draft form of order, in the format set out in Annex B, with representations that confirm that the issuer meets the 4 criteria in section 19.
- (3) If the issuer is in the process of completing a going-private transaction following which it will want an order that it has ceased to be a reporting issuer, the issuer may apply for relief using the simplified procedure prior to completing the transaction. The principal regulator cannot make an order until the transaction is complete and the issuer can represent that it has satisfied all the criteria for the simplified procedure.
- (4) In circumstances where an issuer has exchanged its securities with another party (or that party's securityholders) in connection with a statutory arrangement or procedure, the issuer should consider whether any other party in the transaction will or has become a reporting issuer following the exchange. If so, the issuer should disclose in its application the name of that party and the jurisdictions in which that party will or has become a reporting issuer and provide a brief summary of the statutory arrangement or procedure and the parties involved.

Materials to be filed with an application under the modified procedure

24. (1) For a passport application under the modified procedure, the filer should remit to the principal regulator the fees payable under the securities legislation of the principal regulator, and file the following materials with the principal regulator only:
- (a) a written application in which the filer:
 - (i) states that the application is being made under the modified procedure,
 - (ii) states the basis for identifying the principal regulator under section 8 of this policy,
 - (iii) identifies whether another related application has been filed in one or more jurisdictions, the reasons for that application, and the principal regulator for that application,
 - (iv) sets out, for any related pre-filing, the information referred to in section 18 of this policy,
 - (v) gives notice of the non-principal passport jurisdictions for which section 4C.5 of Multilateral Instrument 11-102 *Passport System* is intended to be relied upon,

- (vi) sets out any request for confidentiality,
 - (vii) provides submissions on how the issuer meets each of the criteria in section 20,
 - (viii) provides submissions on how the issuer has dealt, or proposes to deal, with the resale issues set out in section 14 of this policy,
 - (ix) sets out references to previous orders of the principal regulator or other regulators that would support issuing the order, or indicates that the application is novel,
 - (x) includes a verification statement that authorizes the filing of the application and confirms the truth of the facts in the application, and
 - (xi) states that the issuer is not in default of securities legislation in any jurisdiction or if the issuer is in default, the nature of the default,
- (b) supporting materials, and
- (c) a draft form of order, in the format set out in Annex C, with representations that explain how the issuer meets each of the criteria in section 20 and states that the issuer is not in default of securities legislation in any jurisdiction or if the issuer is in default, the nature of the default.
- (2) For a dual application under the modified procedure, the filer should remit the fees payable under the securities legislation of the principal regulator and the OSC to each of them, as appropriate, and file the following materials with both the principal regulator and the OSC:
- (a) a written application in which the filer:
 - (i) states that the application is being made under the modified procedure,
 - (ii) states the basis for identifying the principal regulator under section 8 of this policy,
 - (iii) identifies whether another related application has been filed in one or more jurisdictions, the reasons for that application, and the principal regulator for that application,
 - (iv) sets out, for any related pre-filing, the information referred to in section 18 of this policy,
 - (v) gives notice of the non-principal passport jurisdictions for which section 4C.5 of Multilateral Instrument 11-102 *Passport System* is intended to be relied upon,
 - (vi) sets out any request for confidentiality,
 - (vii) sets out any request to abridge the review period (see subsection 32(3) of this policy) or the opt-in period (see subsection 34(4) of this policy) and provides supporting reasons,
 - (viii) provides submissions on how the issuer meets each of the criteria in section 20,
 - (ix) provides submissions on how the issuer has dealt, or proposes to deal, with the resale issues set out in section 14 of this policy,
 - (x) sets out references to previous orders of the principal regulator or other regulators that would support issuing the order, or indicates that the application is novel,
 - (xi) includes a verification statement that authorizes the filing of the application and confirms the truth of the facts in the application, and
 - (xii) states that the issuer is not in default of securities legislation in any jurisdiction or if the issuer is in default, the nature of the default,
 - (b) supporting materials, and

- (c) a draft form of order, in the format set out in Annex D, with representations that explain how the issuer meets each of the criteria in section 20 and that states that the issuer is not in default of securities legislation in any jurisdiction or if the issuer is in default, the nature of the default.
- (3) The application filed under this section should describe what due diligence the filer has done to ascertain:
- (a) the number of securities of the issuer (of each class or series) directly or indirectly beneficially owned by residents of Canada, and
 - (b) the number of securityholders of the issuer resident in Canada.

If an issuer has outstanding American Depositary Receipts (ADR), American Depositary Shares (ADS) or Global Depositary Receipts (GDR), the number of shares represented by ADR, ADS or GDR should be considered in the 2% test.

- (4) The due diligence conducted by the issuer described in subsection (3) would normally include the following:
- (a) where a registered holder of securities of the issuer is a depository or an intermediary located in Canada, procedures similar to the procedures set out in National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* to obtain beneficial ownership information,
 - (b) where a registered holder of securities of the issuer is a depository or an intermediary located in a foreign jurisdiction, similar procedures set out in National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* if it is reasonable to expect that the depository or intermediary may be holding securities of the issuer that are directly or beneficially owned by residents of Canada.

For example, if the securities of the issuer are traded in a foreign jurisdiction on a marketplace or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported, similar inquiries should be made of depositories or intermediaries in that jurisdiction if it is reasonable to expect that residents of Canada may have purchased securities of the issuer through that marketplace or facility.

Similarly, if securities of the issuer are held in a foreign jurisdiction by a foreign intermediary that is an affiliate of a Canadian intermediary, the foreign intermediary should be asked if it is holding securities of the issuer on behalf of residents of Canada.

Materials to be filed with other applications

25. An issuer described in section 21 of this policy should file the materials listed in section 24 of this policy. In its application, instead of providing submissions on how the issuer meets the criteria in the modified procedure, the issuer should provide submissions on why it does not meet the criteria in section 19 or 20 of this policy, as applicable, and state the reasons and provide submissions as to why regulators should grant the order.

Request for confidentiality

26. (1) A filer requesting that the regulators hold an application and supporting materials in confidence during the application review process should provide a substantive reason for the request in its application.
- (2) CSA staff is unlikely to recommend that an order be held in confidence after its effective date. However, if a filer requests that the regulators hold the application, supporting materials, or order in confidence after its effective date, the filer should describe the request for confidentiality separately in its application, and pay any required fee:
- (a) in the principal jurisdiction, if the filer is making a passport application, or
 - (b) in the principal jurisdiction and in Ontario, if the filer is making a dual application.
- (3) Any request for confidentiality should explain why the request is reasonable in the circumstances and not prejudicial to the public interest and when any decision granting confidentiality would expire.
- (4) Communications on requests for confidentiality will normally take place by e-mail. If a filer is concerned with this practice, the filer may request in the application that all communications take place by telephone.

Filing

27. (1) Except as set out in subsections (3) and (4), a filer should send the application materials in paper and in electronic format together with the fees to
- (a) the principal regulator, in the case of a passport application, or
 - (b) the principal regulator and the OSC, in the case of a dual application.
- (2) The filer should also provide an electronic copy of the application materials, including the draft order, by e-mail. For a dual application, filing the application concurrently with the principal regulator and the OSC will enable these regulators to process the application expeditiously.
- (3) In British Columbia, an electronic filing system is available for filing and tracking applications. Filers should file an application in British Columbia using that system instead of e-mail.
- (4) In Ontario, an electronic system is available for filing applications. Filers should file an application in Ontario using that system instead of e-mail.
- (5) Filers should send pre-filing and application materials by e-mail (or through the electronic system in British Columbia and Ontario) using the relevant address or addresses listed below:

British Columbia	www.bcsc.bc.ca (click on <i>BCSC e-services</i> and follow the steps)
Alberta	legalapplications@asc.ca
Saskatchewan	exemptions@gov.sk.ca
Manitoba	exemptions.msc@gov.mb.ca
Ontario	www.osc.gov.on.ca/filings (follow the steps for submitting applications)
Québec	dispenses-passeport@lautorite.qc.ca
New Brunswick	passport-passeport@fcnb.ca
Nova Scotia	nsscexemptions@novascotia.ca

Incomplete or deficient material

28. If the filer's materials are deficient or incomplete, the principal regulator may ask the filer to file an amended application. This will likely delay the review of the application.

Acknowledgement of receipt of filing

29. After the principal regulator receives a complete application, the principal regulator will send the filer an acknowledgement of receipt of the application. For a dual application, the principal regulator will send a copy of the acknowledgement to the OSC. The acknowledgement will identify the name, phone number and e-mail address of the individual reviewing the application and, for a dual application, the end date of the review period identified in subsection 32(3) of this policy.

Withdrawal or abandonment of application

30. (1) If a filer decides to withdraw an application at any time during the process, the filer must notify the principal regulator and, for a dual application, the principal regulator and the OSC and provide an explanation of the withdrawal.
- (2) If at any time during the review process, the principal regulator determines that a filer has abandoned an application, the principal regulator will notify the filer that it will mark the application as "abandoned". In that case, the principal regulator will close the file unless the filer provides acceptable reasons not to close the file in writing within 10 business days of the notification from the principal regulator. If the filer does not provide acceptable reasons, the principal regulator will notify the filer and for a dual application, the OSC, that the principal regulator has closed the file.

**PART 7
REVIEW OF MATERIALS**

Review of passport application

31. (1) The principal regulator will review a passport application in accordance with its securities legislation and securities directions and based on its review procedures, analysis and consideration of previous orders.
- (2) The filer will deal only with the principal regulator, who will provide comments to and receive responses from the filer.

Review and processing of dual application

32. (1) The principal regulator will review a dual application in accordance with its securities legislation and securities directions, based on its review procedures, analysis and consideration of previous orders. The principal regulator will consider any comments from the OSC.
- (2) The filer will generally deal only with the principal regulator, which will be responsible for providing comments to the filer once it has considered the comments from the OSC and completed its own review. However, in exceptional circumstances, the principal regulator may refer the filer to the OSC.
- (3) The OSC will have 7 business days from receiving the acknowledgement referred to in section 29 of this policy to review the application. In exceptional circumstances, the principal regulator may abridge the review period if the filer filed the dual application concurrently with the OSC and shows that it is necessary and reasonable in the circumstances for the application to receive immediate attention.
- (4) Unless the filer provides compelling reasons as to why it did not start the application process sooner, the principal regulator will not consider the following circumstances as exceptional:
- (a) the recent closing of a take-over bid, plan of arrangement or similar transaction that resulted in the issuer being eligible to make an application,
 - (b) the upcoming deadline for the filing of a continuous disclosure document that would result in the issuer being in default of securities legislation if the order that the issuer has ceased to be a reporting issuer is not granted before that deadline,
 - (c) an upcoming date on which the issuer must have ceased to be a reporting issuer for legal, tax or business reasons, or
 - (d) other situations in which the deadline was known before filing the application and the filer could have filed the application earlier.

While staff will attempt to accommodate transaction timing where possible, filers planning time-sensitive transactions should build sufficient regulatory approval time into their transaction schedules.

The fact that a filer may consider an application as routine is not a compelling argument for requesting an abridgement.

- (5) Filers should provide sufficient information in an application to enable staff to assess how quickly they should handle the application. For example, if the filer has committed to take certain steps by a specific date and needs to have staff's view or an order by that date, the filer should explain why staff's view or the order to cease to be a reporting issuer is required by the specific date and identify these time constraints in its application.
- (6) In a dual application, the OSC will advise the principal regulator, before the expiration of the review period, of any substantive issues that would cause OSC staff to recommend that the order not be granted. The principal regulator may assume that the OSC does not have comments on the application if the principal regulator does not receive them within the review period.

**PART 8
DECISION-MAKING PROCESS**

Passport application

33. (1) After completing the review process and after considering the recommendation of its staff, the principal regulator will determine whether or not to grant the order a filer sought in a passport application.
- (2) If the principal regulator is not prepared to grant the order based on the information before it, the principal regulator will notify the filer accordingly.
- (3) If a filer receives a notice under subsection (2) and this process is available in the principal jurisdiction, the filer may request the opportunity to appear before, and make submissions to, the principal regulator.

Dual application

34. (1) After completing the review process and considering the recommendation of its staff, the principal regulator will determine whether or not to grant the order a filer sought in a dual application and immediately circulate its decision to the OSC.
- (2) In a dual application, the OSC will have 5 business days from receipt of the principal regulator's order to confirm whether:
- (a) it has made the same decision as the principal regulator and is opting into the order, or
- (b) it will not be making the same decision as the principal regulator.
- (3) If the OSC is silent, the principal regulator will consider that the OSC will not be making the same decision as the principal regulator.
- (4) If the filer shows that it is necessary and reasonable in the circumstances, the principal regulator may request, but cannot require, the OSC to abridge the opt-in period. In some circumstances, abridging the opt-in period may not be feasible. For example, only a panel of the OSC that convenes according to a schedule can make some types of decisions.
- (5) The principal regulator will not send the filer an order for a dual application until receipt from the OSC of the confirmation referred to in paragraph (2)(a). If the OSC does not provide the confirmation, the principal regulator will advise the filer that it will not be receiving an order from the principal regulator or the OSC.
- (6) If the principal regulator is not prepared to grant the order based on the information before it, it will notify the filer and the OSC.
- (7) If a filer receives a notice under subsection (6) and this process is available in the principal jurisdiction, the filer may request the opportunity to appear before, and make submissions to, the principal regulator. The principal regulator may hold a hearing on its own, or jointly or concurrently with the OSC.

**PART 9
ORDER**

Effect of order made under passport application

35. (1) Under a passport application, the order of the principal regulator that an issuer has ceased to be a reporting issuer is the decision of the principal regulator. Under subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System*, an issuer is deemed to cease to be a reporting issuer in all notified passport jurisdictions as a result of the order of the principal regulator for the application.
- (2) The order is effective in each notified passport jurisdiction on the date of the principal regulator's order (even if the regulator in the notified passport jurisdiction is closed on that date).

Effect of order made under dual application

36. Under a dual application, the order of the principal regulator that an issuer has ceased to be a reporting issuer is the decision of the principal regulator. Under subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System*, an

issuer is deemed to cease to be a reporting issuer in all notified passport jurisdictions as a result of the order of the principal regulator for the application. The order of the principal regulator under a dual application also evidences the OSC's decision, if the OSC provided the confirmation referred to in paragraph 34(2)(a) of this policy.

Listing non-principal jurisdictions

37. (1) For convenience, the order of the principal regulator on a passport application or a dual application will refer to the notified passport jurisdictions, but it is the filer's responsibility to ensure that it gives the required notice for each jurisdiction for which section 4C.5 of Multilateral Instrument 11-102 *Passport System* is intended to be relied upon. A filer must give the notice for each jurisdiction of Canada in which the issuer is a reporting issuer.
- (2) The order of the principal regulator on a dual application will contain wording that makes it clear that the order evidences and sets out the decision of the OSC.

Form of order

38. An order under this policy will be in the form set out in one of the following:
- (a) Annex A, *Form of order for a passport application under the simplified procedure*,
 - (b) Annex B, *Form of order for a dual application under the simplified procedure*,
 - (c) Annex C, *Form of order for a passport application under the modified procedure*,
 - (d) Annex D, *Form of order for a dual application under the modified procedure*,
 - (e) Annex E, *Form of order for a passport application for other applications*, or
 - (f) Annex F, *Form of order for a dual application for other applications*.

Issuance of order

39. For a dual application, the principal regulator will send the order to the filer and to the OSC.

PART 10 TRANSITION AND EFFECTIVE DATE

Transition

40. (1) The coordinated review process set out in National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* will continue to apply to an application for an order that an issuer has ceased to be a reporting issuer filed under that process in multiple jurisdictions before June 23, 2016.
- (2) The coordinated review process set out under the heading "The Simplified Procedure" in CSA Staff Notice 12-307 *Applications for a Decision that an Issuer is not a Reporting Issuer* will continue to apply to an application for an order that an issuer has ceased to be a reporting issuer filed under that process in multiple jurisdictions before June 23, 2016.

Effective date

41. This policy comes into effect on June 23, 2016.

Annex A
Form of order for a passport application under the simplified procedure

[Citation:[*neutral citation*] [Date of order]]

In the Matter of
the Securities Legislation of
[*name of principal jurisdiction*] (the Jurisdiction)

and

In the Matter of
the Process for Cease to be a Reporting Issuer Applications

and

In the Matter of
[*name of issuer* (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 [*name of the principal regulator*] is the principal regulator for this application, and
- (b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in [*names of all non-principal passport jurisdictions where the Filer is a reporting issuer*].

Interpretation

Terms defined in National Instrument 14-101 *Definitions*[,] [and] MI 11-102 [and, in Québec, in *Regulation 14-501Q on definitions* (when the Autorité des marchés financiers is the principal regulator)] 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.

(Name of signatory for the principal regulator)

(Title)

(Name of principal regulator)
(justify signature block)

Annex B
Form of order for a dual application under the simplified procedure

[Citation:[*neutral citation*] [*Date of order*]]

In the Matter of
the Securities Legislation of
[*name of principal jurisdiction*] and Ontario (the Jurisdictions)

and

In the Matter of
the Process for Cease to be a Reporting Issuer Applications

and

In the Matter of
[*name of issuer* (the Filer)]

Order

Background

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

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

- (a) the [*name of the principal regulator*] is the principal regulator for this application,
- (b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in [*names of all non-principal passport jurisdictions where the Filer is a reporting issuer*], and
- (c) this order is the order of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in National Instrument 14-101 *Definitions*[,] [and] MI 11-102 [and, in Québec, in *Regulation 14-501Q on definitions* (when the Autorité des marchés financiers is the principal regulator)] 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

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

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

(Name of signatory for the principal regulator)

(Title)

(Name of principal regulator)
(justify signature block)

Annex C
Form of order for a passport application under the modified procedure

[Citation:[*neutral citation*] [Date of order]]

In the Matter of
the Securities Legislation of
[*name of principal jurisdiction*] (the Jurisdiction)

and

In the Matter of
the Process for Cease to be a Reporting Issuer Applications

and

In the Matter of
[*name of issuer*] (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 [*name of the principal regulator*] is the principal regulator for this application, and
- (b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in [*names of all non-principal passport jurisdictions where the Filer is a reporting issuer*].

Interpretation

Terms defined in National Instrument 14-101 *Definitions*[,] [and] MI 11-102 [and, in Québec, in *Regulation 14-501Q on definitions* (when the Autorité des marchés financiers is the principal regulator)] have the same meaning if used in this order, unless otherwise defined.

[Add additional definitions here.]

Representations

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

1. [Insert material representations necessary to explain how the Filer meets the modified procedure criteria and why the principal regulator came to this decision. Include the location of the Filer's head office and, if appropriate, the connecting factor the Filer used to identify the principal regulator for the application.]
2. [State that the issuer is not in default of securities legislation in any jurisdiction or if the issuer is in default, the nature of the default.]

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.

(Name of signatory for the principal regulator)

(Title)

Name of principal regulator
(justify signature block)

Annex D
Form of order for a dual application under the modified procedure

[Citation: *[neutral citation]* [Date of order]]

In the Matter of
the Securities Legislation of
[name of principal jurisdiction] and Ontario (the Jurisdictions)

and

In the Matter of
the Process for Cease to be a Reporting Issuer Applications

and

In the Matter of
[name of issuer] (the Filer)

Order

Background

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

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

- (a) the *[name of the principal regulator]* is the principal regulator for this application,
- (b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in *[names of all non-principal passport jurisdictions where the Filer is a reporting issuer]*, and
- (c) this order is the order of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in National Instrument 14-101 *Definitions*[,] [and] MI 11-102 [and, in Québec, in *Regulation 14-501Q on definitions* (when the Autorité des marchés financiers is the principal regulator)] have the same meaning if used in this order, unless otherwise defined.

[Add additional definitions here.]

Representations

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

1. *[Insert material representations necessary to explain how the Filer meets the modified procedure criteria and why the principal regulator came to this decision. Include the location of the Filer's head office and, if appropriate, the connecting factor the Filer used to identify the principal regulator for the application.]*
2. *[State that the issuer is not in default of securities legislation in any jurisdiction or if the issuer is in default, the nature of the default.]*

Order

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

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

(Name of signatory for the principal regulator)

(Title)

(Name of principal regulator)
(justify signature block)

Annex E
Form of order for a passport application for other applications

[Citation:[*neutral citation*] [Date of order]]

In the Matter of
the Securities Legislation of
[*name of principal jurisdiction*] (the Jurisdiction)

and

In the Matter of
the Process for Cease to be a Reporting Issuer Applications

and

In the Matter of
[*name of issuer*] (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 [*name of the principal regulator*] is the principal regulator for this application, and
- (b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in [*names of all non-principal passport jurisdictions where the Filer is a reporting issuer*].

Interpretation

Terms defined in National Instrument 14-101 *Definitions* [,] [and] MI 11-102 [and, in Québec, in *Regulation 14-501Q on definitions* (when the Autorité des marchés financiers is the principal regulator)] have the same meaning if used in this order, unless otherwise defined.

[Add additional definitions here.]

Representations

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

1. [*Insert material representations necessary to explain why the principal regulator came to this decision. Include the location of the Filer's head office and, if appropriate, the connecting factor the Filer used to identify the principal regulator for the application.*]
2. [*State that the issuer is not in default of securities legislation in any jurisdiction or if the issuer is in default, the nature of the default.*]

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.

(Name of signatory for the principal regulator)

(Title)

(Name of principal regulator)
(justify signature block)

Annex F
Form of order for a dual application for other applications

[Citation:[*neutral citation*] [Date of order]]

In the Matter of
the Securities Legislation of
[*name of principal jurisdiction*] and Ontario (the Jurisdictions)

and

In the Matter of
the Process for Cease to be a Reporting Issuer Applications

and

In the Matter of
[*name of issuer*] (the Filer)

Order

Background

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

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

- (a) the [*name of the principal regulator*] is the principal regulator for this application,
- (b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in [*names of all non-principal passport jurisdictions where the Filer is a reporting issuer*], and
- (c) this order is the order of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* [,] [and] MI 11-102 [and, in Québec, in *Regulation 14-501Q on definitions* (when the Autorité des marchés financiers is the principal regulator)] have the same meaning if used in this order, unless otherwise defined.

[Add additional definitions here.]

Representations

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

1. [*Insert material representations necessary to explain why the principal regulator came to this decision. Include the location of the Filer's head office and, if appropriate, the connecting factor the Filer used to identify the principal regulator for the application.*]
2. [*State that the issuer is not in default of securities legislation in any jurisdiction or if the issuer is in default, the nature of the default.*]

Order

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

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

(Name of signatory for the principal regulator)

(Title)

(Name of principal regulator)
(justify signature block)

Schedule 1

Example of an Application Letter under the Simplified Procedure for a Passport Application

[Enter date]

[Name of the principal regulator]

Dear Sir/Madam:

Re: [Enter name of issuer] (the Filer) – passport application for an order under the securities legislation of [name of principal jurisdiction] that the Filer has ceased to be a reporting issuer

We are applying under the simplified procedure to the [identify principal regulator] as principal regulator for an order under the securities legislation (the Legislation) of [name of principal jurisdiction] that the Filer has ceased to be a reporting issuer (the Order Sought).

We identify [name of regulator] as the principal regulator for the application on the basis of [name the applicable criteria] under section 8 of National Policy 11-206 *Process for Cease to be a Reporting Issuer Applications* (NP 11-206).

In accordance with subsection 4C.5(2) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) and in satisfaction of the notice requirement in paragraph 4C.5(1)(c) of MI 11-102, the Filer provides notice to the securities regulatory authority or regulator in [list the non-principal jurisdictions where the Filer is a reporting issuer] that subsection 4C.5(1) of MI 11-102 is intended to be relied upon for the Order Sought.

Under the simplified procedure in NP 11-206, the Filer represents that:

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.

[If applicable, set out any request for confidentiality and/or requests to abridge the review period or the opt-in period and provide supporting reasons.]

[Identify whether another related application has been filed in one or more jurisdictions, the reasons for that application, and the principal regulator for that application.]

[Enter name of Filer]

[Signature of the person who has signing authority]

[Include a verification statement that authorizes the filing of the application and confirms the truth of the facts in the application.]

Schedule 2

Example of an Application Letter under the Simplified Procedure for a Dual Application

[Enter date]

[List name of the principal regulator and the Ontario Securities Commission]

Dear Sir/Madam:

Re: [Enter name of issuer] (the Filer) – dual application for an order under the securities legislation of [name of principal jurisdiction] and Ontario that the Filer has ceased to be a reporting issuer

We are applying under the simplified procedure to the [identify principal regulator] as principal regulator and the Ontario Securities Commission for an order under the securities legislation (the Legislation) of [name of principal jurisdiction] and Ontario that the Filer has ceased to be a reporting issuer (the Order Sought).

We identify [name of regulator] as the principal regulator for the application on the basis of [name the applicable criteria] under section 8 of National Policy 11-206 *Process for Cease to be a Reporting Issuer Applications* (NP 11-206).

In accordance with subsection 4C.5(2) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) and in satisfaction of the notice requirement in paragraph 4C.5(1)(c) of MI 11-102, the Filer provides notice to the securities regulatory authority or regulator in [list the non-principal jurisdictions where the Filer is a reporting issuer] that subsection 4C.5(1) of MI 11-102 is intended to be relied upon for the Order Sought.

Under the simplified procedure in NP 11-206, the Filer represents that:

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.

[If applicable, set out any request for confidentiality and/or requests to abridge the review period or the opt-in period and provide supporting reasons.]

[Identify whether another related application has been filed in one or more jurisdictions, the reasons for that application, and the principal regulator for that application.]

[Enter name of Filer]

[Signature of the person who has signing authority]

[Include a verification statement that authorizes the filing of the application and confirms the truth of the facts in the application.]