

- 1.1.2 **Notice - Request for Comments - Proposed National Instrument 45-106, Form 45-106F1, Form 45-106F2, Form 45-106F3, Form 45-106F4, Form 45-106F5 and Companion Policy 45-106CP Prospectus and Registration Exemptions and Proposed Repeal and Replacement of Ontario Securities Commission Rule 45-501, Form 45-501F1 and Companion Policy 45-501CP Exempt Distributions and Proposed Consequential Amendments**

**NOTICE**

**REQUEST FOR COMMENTS**

**PROPOSED NATIONAL INSTRUMENT 45-106,  
FORM 45-106F1, FORM 45-106F2, FORM 45-106F3,  
FORM 45-106F4, FORM 45-106F5  
AND COMPANION POLICY 45-106CP  
PROSPECTUS AND REGISTRATION EXEMPTIONS**

**AND**

**PROPOSED REPEAL AND REPLACEMENT OF  
ONTARIO SECURITIES COMMISSION RULE 45-501,  
FORM 45-501F1  
AND COMPANION POLICY 45-501CP  
EXEMPT DISTRIBUTIONS**

**AND**

**PROPOSED CONSEQUENTIAL AMENDMENTS**

**Request for Public Comment**

The Commission is publishing for a 90-day comment period the following materials in today's Bulletin.

proposed National Instrument 45-106 *Prospectus and Registration Exemptions*;

proposed Forms 45-106F1 *Report of Exempt Distribution*, 45-106F2 *Offering Memorandum for Non-Qualifying Issuers*, 45-106F3 *Offering Memorandum for Qualifying Issuers*, 45-106F4 *Risk Acknowledgement* and 45-106F5 *Risk Acknowledgement (Saskatchewan)*;

proposed Companion Policy 45-106CP *Prospectus and Registration Exemptions*;

proposed amended and restated Ontario Securities Commission Rule 45-501 *Ontario Prospectus and Registration Exemptions*;

proposed amended and restated Form 45-501F1;

proposed amended and restated Companion Policy 45-501CP *Ontario Prospectus and Registration Exemptions*;

proposed amendments to National Instrument 33-105 *Underwriting Conflicts*;

proposed amendments to National Instrument 45-101 *Rights Offerings*;

proposed amendments to National Instrument 62-103 *The Early Warning System and Related Take-over Bid and Insider Reporting Issues*;

proposed amendments to Multilateral Instrument 45-102 *Resale of Securities* and Companion Policy 45-102CP;

proposed amendment instrument amending Ontario Securities Commission Rule 13-502 *Fees*;

proposed amendment instrument amending Ontario Securities Commission Rule 31-503 *Limited Market Dealers*;

proposed amendment instrument amending Ontario Securities Commission Rule 91-501 *Strip Bonds*;

proposed amendment instrument amending Ontario Securities Commission Rule 91-502 *Trades in Recognized Options*;

proposed revocations of National Instrument 32-101 *Small Securityholder Selling and Purchase Arrangements*, Multilateral Instrument 45-105 *Trades to Employees, Senior Officers, Directors and Consultants* and National Instrument 62-101 *Control Block Distribution Issues*;

proposed Ontario Securities Commission Rule 45-802 *Implementing National Instrument 45-106 Prospectus and Registration Exemptions and Ontario Securities Commission Rule 45-501 Ontario Prospectus and Registration Exemptions*; and

proposed Ontario Securities Commission Rule 32-504 (under the *Commodity Futures Act*) *Adviser Registration Exemption*.

We request comments on the proposed materials by **March 17, 2005**.

These materials, together with the accompanying request for comments notices, are being published as a supplement to this Bulletin.