

1.1.3 Notice of Commission Approval of 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

**NOTICE OF COMMISSION APPROVAL OF
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

**REPEAL AND REPLACEMENT OF
ONTARIO SECURITIES COMMISSION RULE 45-501,
FORM 45-501F1**

AND

**COMPANION POLICY 45-501CP EXEMPT
DISTRIBUTIONS**

AND

CONSEQUENTIAL AMENDMENTS

All of the instruments listed below are being published in a Supplement to this Bulletin. Full notices of these instruments are contained in that Supplement.

On June 14, 2005, the Commission made as rules (the Rules) under the *Securities Act* (Ontario):

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

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);

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

amended and restated Form 45-501F1 *Report of Exempt Distribution*;

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

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

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

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

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

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

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

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*;

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

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

Also on June 14, 2005, the Commission adopted as policies (the Policies):

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

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

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

The Rules and Policies were most recently published for comment on December 17, 2004 at (2004) 27 OSCB (Supp-3).

The Rules were delivered to the minister responsible for the oversight of the Ontario Securities Commission (the Minister) on June 30, 2005. If the Minister does not approve or reject the Rules or return them for further consideration, they will come into force on September 14, 2005.