

1.1.3 Notice of Ministerial Approval - NI 45-106 and Consequential Amendments

Related Take-over Bid and Insider Reporting Issues;

NOTICE OF MINISTERIAL APPROVAL

OF

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

AND

**ONTARIO SECURITIES COMMISSION
RULE 45-501, FORM 45-501F1
ONTARIO PROSPECTUS AND
REGISTRATION EXEMPTIONS**

AND

CONSEQUENTIAL AMENDMENTS

On August 26, 2005, the Minister of Government Services approved, pursuant to subsection 143.3(3) of the *Securities Act* (Ontario), the following as rules under the Act (together the **Rules**):

- National Instrument 45-106 *Prospectus and Registration Exemptions* and 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 Close Personal Friends and Close Business Associates*;
- amended and restated Ontario Securities Commission Rule 45-501 *Ontario Prospectus and Registration Exemptions* and amended and restated Form 45-501F1 *Report of Exempt Distribution*;
- 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*;
- 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*

- amendments to Multilateral Instrument 45-102 *Resale of Securities*;
- 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*;
- 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*.

The Rules were previously made by the Commission on June 14, 2005. On June 14, 2005, the Commission also adopted the following as policies (together 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 Companion Policy 45-102CP *Resale of Securities*.

The Rules and Policies were previously published in a supplement to the Bulletin on July 8, 2005. The Rules and Policies are published in a supplement to this Bulletin. The Rules and Policies will come into force in Ontario on September 14, 2005.

On August 26, 2005, the Minister of Government Services also approved a Regulation amending or revoking certain provisions of Regulation 1015 of the Revised Regulations of Ontario, 1990. This Regulation was filed as O. Reg 491/05 on September 7, 2005 and will be published in the Ontario Gazette on September 24, 2005. The Regulation is published in Chapter 9 of this Bulletin.