

This document is an unofficial consolidation of all amendments to Rule 71-801 *Implementing the Multijurisdictional Disclosure System*, current to **September 5, 2008**. This document is for reference purposes only and is not an official statement of the law.

## **RULE 71-801 — IMPLEMENTING THE MULTIJURISDICTIONAL DISCLOSURE SYSTEM**

### **TABLE OF CONTENTS**

#### **PART 1        DEFINITIONS**

##### 1.1 Definitions

#### **PART 2        MJDS PROSPECTUS DISTRIBUTIONS**

##### 2.1 Preliminary MJDS Prospectus and MJDS Prospectus

##### 2.2 Underwriters' Options

#### **PART 3        BIDS FOR SECURITIES OF U.S. ISSUERS**

##### 3.1 Application of the Act to formal bids

##### 3.2 Application of the Act to MJDS directors' circulars and MJDS director's or officer's circulars

#### **PART 4        FINANCIAL REPORTING AND PROXIES AND PROXY SOLICITATION**

##### 4.1 Certification of Financial Statements

##### 4.2 Annual Information Form and Management's Discussion and Analysis

##### 4.3 Proxies and Proxy Solicitation

#### **PART 5        FORM**

##### 5.1 Submission to Jurisdiction and Appointment of Agent for Service of Process

#### **PART 6        EFFECTIVE DATE**

##### 6.1 Effective Date

## Part 1 — Definitions

**1.1 Definitions** — (1) Each term used in this Rule that is defined or interpreted in Part 1 of NI 71-101 has the meaning ascribed to it in that Part.

(2) In this Rule “NI 71-101” means “National Instrument 71-101 The Multijurisdictional Disclosure System”.

## Part 2 — MJDS Prospectus Distributions

**2.1 Preliminary MJDS Prospectus and MJDS Prospectus** — (1) The following provisions of the Act do not apply to a distribution of securities made by MJDS prospectus in accordance with NI 71-101

(a) subsection 57(1), insofar as that section concerns the form, content and circumstances of filing of an amendment to a preliminary prospectus or prospectus;

(b) subsection 57(2), insofar as that subsection specifies the time period that must elapse before the distribution of additional securities may be proceeded with;

(c) subsections 58(1) and 59(1); and

(d) section 62, insofar as that section limits the duration of the distribution of securities under a MJDS prospectus in relation to a rule 415 offering.

(2) Despite subsection 65(1) of the Act, the waiting period between the issuance by the Director of a receipt for a preliminary MJDS prospectus and the issuance by the Director of a receipt for a MJDS prospectus may be less than ten days.

(3) National Instrument 41-101 *General Prospectus Requirements* does not apply to a distribution of securities under NI 71-101.

**2.2 Underwriters’ Options** — Rule 48-502 Over-Allotment Options and Underwriters’ Compensation does not apply to an underwriter of securities of a U.S. issuer distributed in Canada and the U.S. in accordance with NI 71-101.

## Part 3 — Bids For Securities Of U.S. Issuers

**3.1 Application of the Act to formal bids** — (1) The following do not apply to a formal bid made in compliance with Part 12 of NI 71-101 and otherwise in accordance with the Act:

(a) sections 93, 93.1, 93.3 and 93.4, clause 94(b), subsections 94.2(2), (3) and (4), subsections 94.4(3), (4) and (5), section 94.5 to 94.8, and 97 to 98.6 of the Act; and

(b) section 93.2 of the Act unless security holders of the offeree issuer whose last address as shown on the books of the issuer is in Canada, as determined in accordance with subsections 12.1(2) through (4) of NI 71-101, hold 20% or more of a class of securities that is the subject of the bid;

(2) The following apply to a formal bid made in compliance with Part 12 of NI 71-101 and otherwise in accordance with the Act:

(a) clause 94(a), section 94.1, subsections 94.2(1), 94.3 (2), (3), and (4), and subsection 94.4(2) of the Act;

(b) section 94.3(1) of the Act, except the requirement to send a notice of change to each holder of securities that, before the expiry of the deposit period referred to in the bid, are convertible into securities of the class that is subject to the bid who are in Ontario; and

(c) section 94.4(1) of the Act, except the requirement to send a notice of variation to each holder of securities that, before the expiry of the deposit period referred to in the bid, are convertible into securities of the class that is subject to the bid who are in Ontario.

**3.2 Application of the Act to MJDS directors' circulars and MJDS individual director's or officer's circulars** — (1) Subsections 95(2), and (3), sections 95.1 and 95.2, subsection 96(6) and section 96.1 and 96.2 of the Act do not apply to the directors or the individual directors or officers of an offeree issuer who elect to comply with Part 12 of NI 71-101 instead of provisions of the Act otherwise applicable in preparation of a directors' circular or individual director's or officer's circular for a formal take-over bid made for securities of the offeree issuer under Part 12 of NI 71-101.

(2) The following apply to the directors or the individual directors or officers of an offeree issuer who elect to comply with Part 12 of NI 71-101 instead of provisions of the Act otherwise applicable in preparation of a directors' circular or individual director's or officer's circular for a formal take-over bid made for securities of the offeree issuer under Part 12 of NI 71-101:

(a) subsections 95(1) and 96(1) of the Act, except the requirement to send a directors' circular or an individual director's or officer's circular to each holder of securities that, before the expiry of the deposit period referred to in the bid, are convertible into securities of the class that is subject to the bid who are in Ontario;

(b) subsections 95.1(1) and 96(2) of the Act, except the requirement to send notice of change to holders of securities that, before the expiry of the bid, are convertible into securities of the class that is subject to the bid who are in Ontario;

(c) subsections 96(4) and (5) of the Act, except the requirement to send a copy of an individual director's or officer's circular and a notice of change to holders of securities that, before the expiry of the bid, are convertible into securities of the class that is subject to the bid who are in Ontario; and

(d) subsections 95(4), 95.1(2), 96(3) and (7) of the Act.

## **Part 4 — Financial Reporting and Proxies and Proxy Solicitation**

**4.1 Certification of Financial Statements** — The obligations under sections 77 and 78 of the Act to certify financial statements as required by the regulations do not apply to financial statements filed under section 15.1 of NI 71-101.

**4.2 AIF and MD and A** — Rule 51-501 AIF and MD&A does not apply to a reporting issuer that files an annual report and quarterly report and sends an annual report in accordance with section 15.2 of NI 71-101.

**4.3 Proxies and Proxy Solicitation** — Rule 54-501 Prospectus Disclosure in Certain Information Circulars does not apply to materials filed and delivered under section 16.1 or 16.2 of NI 71-101.

**Part 5 — Form**

**5.1 Submission to Jurisdiction and Appointment of Agent for Service of Process** — A submission to jurisdiction and appointment of agent for service of process required under section 6.9, paragraph 12.10(1)(e), or subparagraph 19.1(b)(iii) of NI 71-101 shall be prepared in accordance with Form 71-101F1.

**Part 6 — Effective Date**

**6.1 Effective Date** — The Rule comes into force on November 1, 1998