

1.1.4 Notice of Commission Approval of Repeal and Replacement of National Instrument 45-106 *Prospectus and Registration Exemptions*, Related Forms and Companion Policy and Amendments to National Instrument 45-102 *Resale of Securities*, Related Form and Companion Policy and Repeal and Replacement of OSC Rule 45-501 *Ontario Prospectus and Registration Exemptions*, Related Form and Companion Policy

NOTICE OF COMMISSION APPROVAL OF
REPEAL AND REPLACEMENT OF
NATIONAL INSTRUMENT 45-106 *PROSPECTUS AND REGISTRATION EXEMPTIONS*,
RELATED FORMS AND COMPANION POLICY
AND
AMENDMENTS TO
NATIONAL INSTRUMENT 45-102 *RESALE OF SECURITIES*,
RELATED FORM AND COMPANION POLICY
AND
REPEAL AND REPLACEMENT OF
OSC RULE 45-501 *ONTARIO PROSPECTUS AND REGISTRATION EXEMPTIONS*,
RELATED FORM AND COMPANION POLICY

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 July 7, 2009, the Commission made the following as rules (the Rules) under the *Securities Act* (Ontario):

- amended and restated National Instrument 45-106 *Prospectus and Registration Exemptions*, Form 45-106F1 *Report of Exempt Distribution*, Form 45-106F2 *Offering Memorandum for Non-Qualifying Issuers*, Form 45-106F3 *Offering Memorandum for Qualifying Issuers*, Form 45-106F4 *Risk Acknowledgement* and Form 45-106F5 *Risk Acknowledgement – Saskatchewan Close Personal Friends and Close Business Associates*,
- amendment instrument amending National Instrument 45-102 *Resale of Securities* and Form 45-102F1 *Notice of Intention to Distribute Securities under Section 2.8 of NI 45-102 Resale of Securities*,
- amended and restated OSC Rule 45-501 *Ontario Prospectus and Registration Exemptions* and Form 45-501F1 *Report of Exempt Distribution*, and
- amendment instruments amending the following:
 - National Instrument 33-105 *Underwriting Conflicts*,
 - National Instrument 51-102 *Continuous Disclosure Obligations*,
 - OSC Rule 45-801 *Implementing Multilateral Instrument 45-105 Trades to Employees, Senior Officers, Directors, and Consultants*, and
 - OSC Rule 48-501 *Trading During Distributions, Formal Bids and Share Exchange Transactions*.

Also on July 7, 2009, the Commission adopted the following as policies (the Policies):

- amended and restated Companion Policy 45-106CP *Prospectus and Registration Exemptions*,
- amended and restated Companion Policy 45-102CP *Resale of Securities*, and
- amended and restated Companion Policy 45-501CP *Ontario Prospectus and Registration Exemptions*.

The Rules were delivered to the Minister of Finance on July 15, 2009. Subject to Ministerial approval, the Rules will come into force on the later of the following: (a) September 28, 2009 and (b) the day on which sections 5 and 11, subsection 12(1) and section 13 of Schedule 26 of the *Budget Measures Act, 2009* are proclaimed in force. The Policies will come into force on the same date as the Rules.

July 17, 2009