



The Ontario Gazette

La Gazette de l'Ontario

Vol. 134-48
Saturday, 1st December, 2001

Toronto

ISSN 0030-2937
Le samedi 1 decembre 2001

Motor Vehicle Transport Act/Truck Transportation Act Loi sur les transports routiers/Loi sur le camionnage

The following are applications for operating licences under the *Truck Transportation Act*, R.S.O. 1990, Chapter T.22, and/or the *Motor Vehicle Transport Act*, 1987, Chapter 35. The applicants have met the fitness requirements pursuant to Section 6 of the *Truck Transportation Act* and/or Section 8(2) of the *Motor Vehicle Transport Act*, 1987 and the provincial transport board and/or the Registrar of Motor Vehicles proposes to issue the licences if no written objection is served on the applicant and filed with the Registrar of Motor Vehicles, within thirty days of this publication.

The following applicants have applied for Authority to offer a transportation service for the carriage of Goods:

On trouvera ci-après la liste des demandes de permis d'exploitation présentées en vertu de la *Loi sur le camionnage*, L.R.O. 1990, chapitre T.22, et/ou la *Loi de 1987 sur les transports routiers*, L.C. 1987, chapitre 35. On a jugé que les personnes ayant présenté ces demandes se conformaient aux critères d'aptitude prévus au paragraphe 8(2) de la *Loi de 1987 sur les transports routiers* et l'office des transports de l'Ontario et/ou le registraire des véhicules automobiles dans les trente jours suivant la publication des présentes.

Les personnes suivantes ont demandé l'autorisation d'offrir des services de transport de marchandises à destination.

ADLER, GEORGE
REXDALE, ON

BEHNE INC.
SHERBURN, MN

BESS TANK LINES LTD
CALGARY, AB

BOEHNERT, DENNIS, WAYNE
SPRUCE GROVE, AB

BONURA, NATALE
THORNHILL, ON

BOONSTRA, CHAD, M
INNISFIL, ON

BOONSTRA, RAYMOND, J
GORRIE, R2, ON

BUDD, JAMES, F
ORILLIA, ON

CASTLE, MICHAEL, W
WHITBY, ON

CLARK, JOSHUA, E, W.
BELLEVILLE, ON

CORE CARRIER LOGISTICS INC.
SURREY, BC

CUNNINGHAM, ROBERT, J
BELLEVILLE, ON

DAILY TRANSPORT INC.
ST-LAURENT, QC

DENALI LOGISTICS CORP.
NORVAL, ON

ELLENOR, DAVID, M
MELBOURNE, R1, ON

ELLISON, WILLIAM, V
WILLISVILLE, ON

FAST FREIGHT DISTRIBUTORS LTD
NIAGARA FALLS, ON

FYKE, CHARLES, E
NEPEAN, ON

GILBERT, EUGENE, DENYS
BURLINGTON, ON

GOOD FELLAS MOVING CO. LTD.
VAUGHAN(Y), ON

GOULD, GORDON, W
SANDFIELD, ON

HELSON, GARY, N
BELLEVILLE, ON

HIGGINS, LEON
SCARBOROUGH, ON

JEFFERY, PAUL, T.
TRENTON, ON

JENNINGS, PAUL, W
LONDON, ON

**KEYON DRIVEN ADVERTISING &
TRANSPORT INC**
NORTH YORK, ON

KNOTT, GARY
VAN WERT, OH

KRANJEC, JOHN, E
KITCHENER, ON

**M S CHAHAL TRANSPORT COMPANY
INC**
BRAMPTON, ON

Published by Ministry of Consumer and Business Services
Publié par Ministère des Services aux consommateurs
et aux entreprises



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MACHINERIE JEAN-PAUL JETTE
LTEE
MIRABEL, QC

MARTA'S TRANSPORTATION
SERVICES INC
DOWNSVIEW, ON

OMNI-TRANS SERVICES LTD.
PETERBOROUGH, ON

P.F.A. SYSTEMS INC.
JOLIET, IL

RAMKISSOON, BOYSIE
MISSISSAUGA, ON

RAMRUP, INDIRA, DEBORAH/
DREPAUL, ABEL, M
BRAMPTON, ON

REID, RONALD, A.
STIRLING, R4, ON

RDF LOGISTICS INC.
MIDDLEBURG HTS, OH

SAARINEN, RICHARD, W
THUNDER BAY, ON

SAT TRUCKING LTD
BRAMPTON, ON

SKRYPETZ, ROBERT, M
BRIGHT, RR1, ON

SMART, K-SHANE
SCARBOROUGH, ON

STULL, JOHN, F
HAMILTON, ON

TANGUAY, GARY, C
MILTON, ON

TAYLOR, GARY, G
MCGREGOR, ON

TOMBSTONE CARRIERS INC
DORCHESTER, ON

TRIPLE S. LOGISTICS INC.
MISSISSAUGA, ON

WALRUS TRUCKS INC
HOLLIS, OK

WRIGHT, JOHN, PAUL, D
PICTON, R2, ON

ZAHEDI, MOHAMMAD, KAZEM
THORNHILL, ON

935740 ONTARIO LTD
KIRKLAND LAKE, ON

1286159 ONTARIO INC.
GEORGETOWN (H), ON

1361240 ONTARIO INC.
BELLEVILLE, ON

1372833 ONTARIO INC.
MISSISSAUGA, ON

1468140 ONTARIO INC.
PASS LAKE, ON

1481574 ONTARIO INC.
THORNHILL, ON

2006373 ONTARIO INC.
BRAMPTON, ON

3027546 CANADA INC.
ST LAURENT, QC

3959457 CANADA INC.
COBOURG, ON

9048-3603 QUEBEC INC.
LAVAL, QC

9049-2489 QUEBEC INC.
MONTREAL, QC

9051-3979 QUEBEC INC.
CHICOUTIMI, QC

9106-9054 QUEBEC INC.
ST-GEORGES-DE-CHAMPLAIN, QC

J. Greig Beatty
Manager/
Chef de Service

48/01

Ontario Highway Transport Board

NOTICE

Periodically, temporary applications are filed with the Board. Details of these applications can be made available at anytime to any interested parties by calling (416) 326-6732.

The following are applications for extra-provincial and public vehicle operating licenses filed under the *Motor Vehicle Transport Act, 1987*, and the *Public Vehicles Act*. All information pertaining to the applicant *i.e.* business plan, supporting evidence, etc. is on file at the Board and is available upon request.

Any interested person who has an economic interest in the outcome of these applications may serve and file an objection within 29 days of this publication. The objector shall:

1. complete a Notice of Objection Form,
2. serve the applicant with the objection,
3. file a copy of the objection and provide proof of service of the objection on the applicant with the Board,
4. pay the appropriate fee.

Serving and filing an objection may be effected by hand delivery, mail, courier or facsimile. Serving means the date received by a party and filing means the date received by the Board.

LES LIBELLÉS DES DEMANDES PUBLIÉES CI-DESSOUS SONT AUSSI DISPONIBLES EN FRANÇAIS SUR DEMANDE.

Jeffrey J. Desmarais
761 Point Pelee Dr., Leamington, ON N8H 3V4

46020

Applies for an extra provincial operating licence as follows:

1. For the transportation of passengers on a chartered trip from points in the State of Michigan in the United States of America as authorized by the relevant jurisdiction from the Ontario/USA border crossings
 - (i) to points in Ontario and for the return of the same passengers on the same chartered trip to point of origin;

Provided that there be no pick up or discharge of passengers except at point of origin.
 - (ii) to points in Ontario on a one way chartered trip without pick up of passengers in Ontario.
2. For the transportation of passengers on a chartered trip from points in the County of Essex and the Municipality of Chatham-Kent to the Ontario/USA border crossings for furtherance to points as authorized by the relevant jurisdiction;
 - (i) and for the return of the same passengers on the same chartered trip to point of origin;

Provided that there shall be no pick up or discharge of passengers except at point of origin.
 - (ii) on a one way chartered trip to points as authorized by the relevant jurisdiction.

PROVIDED THAT the licensee be restricted to the use of Class "D" public vehicles as defined in paragraph (a)(iv) of subsection 1 of Section 7 of Regulation 982, under the *Public Vehicles Act*, RSO 1990, Chapter P 54, each having a maximum seating capacity of eleven (11) passengers exclusive of the driver.

NOTE: This replaces the terms which appeared in the Ontario Gazette of November 17, 2001.

Applies for a public vehicle operating licence as follows: **46019-A**

For the transportation of passengers on a chartered trip from the Regional Municipality of Peel, the County of Essex and the Municipality of Chatham-Kent.

PROVIDED THAT the licensee be restricted to the use of Class "D" public vehicles as defined in paragraph (a)(iv) of subsection 1 of Section 7 of Regulation 982, under the *Public Vehicles Act*, RSO 1990, Chapter P 54, each having a maximum seating capacity of eleven (11) passengers exclusive of the driver.

NOTE: This replaces the terms which appeared in the Ontario Gazette of November 17, 2001.

Parkhurst Motors Inc. 45618 & A
125 College St. E., Belleville, ON K8P 2E9

Applies for the approval of transfer of extra provincial operating licence No. X-3171 and public vehicle operating licence No. PV-5121 now in the name of Lloyd G. Wilson (Belleville) Ltd., o/a Tripps Unlimited, 510 Dundas St. E., Belleville, ON K8N 1G3.

1479132 Ontario Inc., o/a Szirtes Transportation Services 46033
15 Caesar Ave., Unit C, Nepean, ON K2G 0A8

Applies for a public vehicle operating licence as follows:

For the transportation of students for the Conseil Des Ecoles Catholiques De Langue Francaise De Centre-Est between points in the City of Ottawa, the County of Lanark and the United Counties of Leeds and Grenville and schools under the jurisdiction of the aforesaid School Board.

PROVIDED THAT:

- (a) charter privileges be restricted to school purposes and only for schools under the jurisdiction of the aforesaid School Board;
- (b) the licensee be restricted to the use of Class "D" public vehicles as defined in paragraph (a)(iv) of subsection 1 of Section 7 of Regulation 982 under the *Public Vehicles Act*, RSO 1990, Chapter P. 54 each having a maximum seating capacity of fifteen (15) passengers exclusive of the driver.

Felix D'Mello
 Board Secretary/
 Secrétaire de la Commission

48/01

Government Notices Respecting Corporations Avis du gouvernement relatifs aux compagnies

Certificates of Dissolution Certificats de dissolution

NOTICE IS HEREBY GIVEN that a certificate of dissolution under the *Business Corporations Act*, has been endorsed. The effective date of dissolution precedes the corporation listings.

AVIS EST DONNÉ PAR LA PRÉSENTE que, conformément à la *Loi sur les compagnies*, un certificat de dissolution a été inscrit pour les compagnies suivantes : la date d'entrée en vigueur précède la liste des compagnies visées.

Name of Corporation: Dénomination sociale de la compagnie :	Ontario Corporation Number Numéro de la compagnie en Ontario
2001-10-12	
Y2K BABY INC.	1344632
2001-10-18	
CASSIN LIMITED	468434
CLINIQUE STURGEON FALLS LIMITED	251951
NORMANI GENERAL CONTRACTORS INC.	840696
PAUL PICKARD SALES LIMITED	878162
QUALITY MANAGEMENT SYSTEMS INC.	1074793
VESCIO MARBLE & TILE INC.	791631
1205792 ONTARIO INC.	1205792
2001-10-19	
ACRALITE ELECTRIC LTD.	879629
BLACK ICE SENTINEL LTD.	1326595
DANALCO HOLDINGS INC.	658150
MCCLUSKEY REAL ESTATE LTD.	387650
MD ELECTRIC & SECURITY INC.	1233221
PEOPLE DONUT INC.	1259548
1073148 ONTARIO LTD.	1073148
1162963 ONTARIO LTD.	1162963
458218 ONTARIO LIMITED	458218
936239 ONTARIO LIMITED	936239
2001-10-21	
988538 ONTARIO LIMITED	988538
2001-10-22	
PORTLAND MEDICAL MANAGEMENT SERVICES LTD.	348643
WOODSTOCK SNOW WHITE LAUNDRY LIMITED	54262
1088376 ONTARIO LTD.	1088376
544987 ONTARIO LIMITED	544987

Name of Corporation: Dénomination sociale de la compagnie :	Ontario Corporation Number Numéro de la compagnie en Ontario
981955 ONTARIO INC.	981955
2001-10-23	
AMECAN INVESTMENT GROUP, CORP.	995882
1137983 ONTARIO LTD.	1137983
871679 ONTARIO LIMITED	871679
2001-10-24	
CLIFFWAY PHARMACY LTD.	452633
2001-10-30	
SCRAPBOOKING BY CHRISTINE INC.	1440772
2001-10-31	
COM VALU PENSIONS LTD.	1142182
2001-11-01	
WESTPONDS HOLDINGS INC.	1072056
2001-11-02	
978963 ONTARIO INC.	978963
2001-11-05	
H. TIMMERMAN CONSTRUCTION LTD.	482046
874085 ONTARIO LTD.	874085
2001-11-06	
NUWAVE TECHNOLOGIES INC.	1014563
THISTLEWOOD PREMISES LIMITED	214223
WAMCO SUPPLY INC.	1157273
1295388 ONTARIO LIMITED	1295388
1390782 ONTARIO LIMITED	1390782
927405 ONTARIO INC.	927405
2001-11-07	
PARK ECONOMETRICS INC.	927896
1277008 ONTARIO LIMITED	1277008
2001-11-08	
EBB-AB LIMITED	304990
GREAT SOUTHWESTERN INSURANCE WINDSOR LTD.	813807
HARMARJACLOL HOLDING CORPORATION	609157
KBN MARKETING INCORPORATED	988864
MET-ED CONSULTING INC.	1044049
VESAK CO. LTD.	107227
1046220 ONTARIO LIMITED	1046220
699379 ONTARIO INC.	699379
2001-11-09	
SCOTT TEXTILES INC.	1162113

Name of Corporation: Ontario Corporation Number
Dénomination sociale Numéro de la
de la compagnie : compagnie en Ontario

T V COMMERCIAL PRODUCTIONS INC. 1061486
1096218 ONTARIO INC. 1096218
1434095 ONTARIO INC. 1434095

2001-11-13

ATLANTIC SYNFUELS LTD. 721818
GRANDSLAM ADVERTISING INC. 1228748
HOMAL LIMITED 151122
L.A. DONALDSON MANAGEMENT INC. 952806
NDMC LTD. 811603
P. T. CANADA INC. 1275757
PHD INTERNATIONAL PRODUCTIONS LTD. 293570
ROYAL DIGBY INC. 1392381
SALLANS FUELS LIMITED 481945
V & V GLOBAL INC. 1469914
1169644 ONTARIO LTD. 1169644
1183119 ONTARIO LTD. 1183119
852798 ONTARIO LIMITED 852798
857764 ONTARIO LIMITED 857764

2001-11-14

C. L. HANEY & CO. LTD. 143772
DEER PARK LAUNDRY LIMITED 1200555
FRED PADFIELD LIMITED 52935
FUTURE BUSINESS FINANCIAL CORP. 1489851
GEZ BIOACCESS INC. 1424137
KIT DIK CONSULTING LIMITED 1283287
STARKMAN ASSOCIATES LIMITED 728845
STONE CITY HOME IMPROVEMENTS
INCORPORATED 1288679
TERDAL PROPERTY MANAGEMENT LTD. 1209170
TORONTO TOWN TOURS LTD. 1166437
1270973 ONTARIO INC. 1270973
1295720 ONTARIO INC. 1295720
917221 ONTARIO LTD. 917221

2001-11-15

AFFORDABLE YACHT CHARTERS INC. 1213553
ELMEX IMPORT-EXPORT INC. 984425
REINSURANCE SOLUTIONS INTERNATIONAL
(CANADA) LTD. 1148833
SOUTH OF EGLINTON LIMITED 625433
THE LASER MACHINING CENTRE INC. 639401
1063972 ONTARIO LIMITED 1063972
1117367 ONTARIO INC. 1117367
1117394 ONTARIO LTD. 1117394
1251725 ONTARIO LIMITED 1251725
475519 ONTARIO INC. 475519
557376 ONTARIO LIMITED 557376
567398 ONTARIO INC. 567398

B. G. HAWTON,
Director (A), Companies Branch
Directrice, intérimaire, Direction
des compagnies

48/01

Cancellations for Cause (Business Corporations Act) Annulations à juste titre (Loi sur les sociétés par actions)

NOTICE IS HEREBY GIVEN that by orders under section 240 of the *Business Corporations Act*, the certificates set out hereunder have been cancelled for cause and in the case of certificates of incorporation the corporations have been dissolved. The effective date of cancellation precedes the corporation listing.

AVIS EST DONNÉ PAR LA PRÉSENTE que, par des ordres donnés en vertu de l'article 240 de la *Loi sur les sociétés par actions*, les certificats indiqués ci-dessous ont été annulés à juste titre et, dans le cas des certificats de constitution, les sociétés ont été dissoutes. La dénomination sociale des compagnies concernées est précédée de la date de prise d'effet de l'annulation.

Name of Corporation: Ontario Corporation Number
Dénomination sociale Numéro de la
de la compagnie : compagnie en Ontario

2001-11-15
ALLENBROOK INVESTMENTS INC. 1339105
BOB'S DRIVER TRAINING INC. 1082337
ECLIPSE TRANSPORTATION INC. 1344818
LETTIERI FOODS MANAGEMENT CORP. 1121453
LUMION CORPORATION (CANADA) 990242
O'C LIQUID WASTE HAULERS OF ONTARIO
LIMITED 311856

TEAM MIDLAND FOODS INC. 1326143
THOR-MAX BUILDING INC. 840366
TRENT CAREER TRAINING SERVICES INC. 991665
756793 ONTARIO LIMITED 756793
896383 ONTARIO LIMITED 896383
943567 ONTARIO INC. 943567
999230 ONTARIO LIMITED 999230
1187122 ONTARIO LIMITED 1187122
1353061 ONTARIO INC. 1353061
1355505 ONTARIO INC. 1355505
1355508 ONTARIO INC. 1355508
1355522 ONTARIO INC. 1355522
1355523 ONTARIO INC. 1355523
1361741 ONTARIO INC. 1361741
1463878 ONTARIO LTD. 1463878

2001-11-16

POLYGRAND DEVELOPMENTS INC. 935439
1447289 ONTARIO INC. 1447289

B. G. HAWTON,
Director (A), Companies Branch
Directrice, intérimaire, Direction
des compagnies

48/01

Notice of Default in Complying with the Corporations Information Act Avis de non-observation de la loi sur les renseignements exigés des compagnies et des associations

NOTICE IS HEREBY GIVEN under subsection 241 (3) of the *Business Corporations Act* that unless the corporations listed hereunder comply with the filing requirements under the *Corporations Information Act* within 90 days of this notice orders dissolving the corporation(s) will be issued. The effective date precedes the corporation listings.

AVIS EST DONNÉ PAR LA PRÉSENTE que, conformément au paragraphe 241 (3) de la *Loi sur les sociétés par actions*, si les compagnies mentionnées ci-dessous ne se conforment pas aux exigences de dépôt requises par la *Loi sur les renseignements exigés des compagnies et des associations* dans un délai de 90 jours suivant la réception du présent avis, des ordonnances de dissolution seront délivrées contre lesdites compagnies. La date d'entrée en vigueur précède la liste des compagnies visées.

Name of Corporation: Ontario Corporation Number
Dénomination sociale Numéro de la
de la compagnie : compagnie en Ontario

2001-11-16

TRI-PENTIUM ENTERPRISES INCORPORATED 1089929

B. G. HAWTON,
Director (A), Companies Branch
Directrice, intérimaire, Direction
des compagnies

48/01

Notice of Default in Complying with the Corporations Tax Act

Avis d'inobservation de la loi sur les corporations

The Director has been notified by the Minister of Revenue that the following corporations are in default in complying with the *Corporations Tax Act*.

NOTICE IS HEREBY GIVEN under subsection 241 (1) of the *Business Corporations Act*, that unless the corporations listed hereunder comply with the requirements of the *Corporations Tax Act* within 90 days of this notice, orders will be made dissolving the defaulting corporations. All enquiries concerning this notice are to be directed to Corporations Tax Branch, Ministry of Revenue, 33 King Street West, Oshawa, Ontario L1H 8H6.

Le ministre du Revenu a informé l'administrateur unique que les compagnies suivantes n'avaient pas respecté la Loi sur l'imposition des personnes morales.

AVIS EST DONNÉ PAR LA PRÉSENTE que, conformément au paragraphe 241 (1) de la *Loi sur les compagnies*, si les compagnies citées ci-dessous ne se conforment pas aux prescriptions énoncées par la Loi sur l'imposition des personnes morales dans un délai de 90 jours suivant la réception du présent avis, lesdites compagnies se verront dissoutes par décision. Pour tout renseignement relatif au présent avis, veuillez vous adresser à la Direction de l'imposition des compagnies, ministère du Revenu, 33, rue King ouest, Oshawa (Ontario) L1H 8H6.

Name of Corporation: Dénomination sociale de la compagnie :	Ontario Corporation Number Numéro de la compagnie en Ontario
D.F. FORMING OTTAWA LIMITED	656859

48/01

B. G. HAWTON,
Director (A), Companies Branch
Directrice, intérimaire, Direction
des compagnies

Errata Notice

Avis d'Erreur

Vide Ontario Gazette, Vol. 134-18 dated May 5, 2001

NOTICE IS HEREBY GIVEN that the notice issued under section 240 of the *Business Corporations Act* set out in the issue of the Ontario Gazette of May 5, 2001, with respect to the cancellation of the Certificate of Incorporation of H & S Trailer Repair Service Ltd. was issued in error and is null and void.

Cf. Gazette de l'Ontario, Vol. 134-18 datée du 5th Mai 2001

PAR LA PRÉSENTE, nous vous informons que l'avis émis en vertu de l'article 240 de la *Loi sur les compagnies* et énoncé dans la Gazette de l'Ontario du Mai 5, 2001 relativement à l'annulation du certificat de constitution en personne morale de H & S Trailer Repair Service Ltd. a été délivré par erreur et qu'il est nul et sans effet.

NEMARCH TECHNICAL SYSTEMS 2001 INC.

Ontario Gazette Vol. 134-35 September 1, 2001

NOTICE IS HEREBY GIVEN that the notice issued under Section 241 (3) of the *Business Corporation Act* set out in the Gazette of September 1, 2001 with respect to the name NEMARCH TECHNICAL SYSTEMS 2000 INC. The name was listed incorrectly and was published in error. The Publication is null and void.

NEMARCH TECHNICAL SYSTEMS 2001 INC.

La Gazette de l'Ontario, Vol. 134-35, 1^{er} septembre 2001

AVIS EST DONNÉ PAR LES PRÉSENTES que la dénomination sociale NEMARCH TECHNICAL SYSTEMS 2000 INC. mentionnée dans l'avis émis en vertu du paragraphe 241 (3) de la *Loi sur les sociétés par actions* et publié dans La Gazette de l'Ontario du 1^{er} septembre 2001 a été mentionnée par erreur; de plus, la dénomination mentionnée est incorrecte. Ladite mention est nulle et non avenue.

Name of Corporation: Dénomination de la société :	Ontario Corporation Number Numéro société de la Ontario
NEMARCH TECHNICAL SYSTEMS 2001 INC.	1452860

Notice of Default in Complying with a Filing Requirement Under the *Corporations Information Act*

Vide Ontario Gazette, Vol. 134-40 dated October 6th, 2001

NOTICE IS HEREBY GIVEN that the notice issued under Section 317 (9) of the *Corporations Act* set out in the Gazette of 6th October, 2001 with respect to the corporation FOUNDATION FOR RURAL LIVING, was published under the incorrect Act. The Notice is null and void.

Avis de non-observation de la *Loi sur les renseignements* exigés des personnes morales

La Gazette de l'Ontario, Vol. 134-40, 6th octobre 2001

AVIS EST DONNÉ PAR LES PRÉSENTES que l'avis émis en vertu du paragraphe 317 (9) de la *Loi sur les sociétés par actions* relativement à la société FOUNDATION FOR RURAL LIVING tel que publié dans La Gazette de l'Ontario du 6th octobre 2001, a été publié sous une loi non pertinente. L'avis est, de ce fait, nul et non avenue.

48/01

B. G. HAWTON,
Director (A), Companies Branch
Directrice, intérimaire, Direction
des compagnies

Cancellation of Certificates of Incorporation

(Business Corporations Act)

Annulation de certificat de constitution en personne morale

(Loi sur les sociétés par actions)

NOTICE IS HEREBY GIVEN that by orders under subsection 241 (4) of the *Business Corporations Act*, the certificates of incorporation set out hereunder have been cancelled and corporation(s) have been dissolved. The effective date of cancellation precedes the corporation listing.

AVIS EST DONNÉ PAR LA PRÉSENTE que, conformément au paragraphe 241 (4) de la *Loi sur les sociétés par actions*, les certificats présentés ci-dessous ont été annulés et les compagnies ont été dissoutes. La dénomination sociale des compagnies concernées est précédée de la date de prise d'effet de l'annulation.

Name of Corporation: Dénomination sociale de la compagnie :	Ontario Corporation Number Numéro de la compagnie en Ontario
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2001-11-15

BILL'S JUNIOR TRUCKING LIMITED	1437122
BOATS 2 SELL BROKERAGE CORP.	1450364
DIAMOND & AHAD INC.	1452801
KNORO DEVELOPMENTS LTD.	1445101
LAFRANCE DISTRIBUTION INC.	1437125
NOBLETON FEED MILL LIMITED	385900
RAMPRASAD ENGINEERS INC.	1441505

Name of Corporation:	Ontario Corporation Number
Dénomination sociale	Numéro de la
de la compagnie :	compagnie en Ontario

SPARKLES HAIR CARE & SUPPLIES INC.	982882
1383626 ONTARIO LTD.	1383626
1445341 ONTARIO LIMITED	1445341
1452528 ONTARIO INC.	1452528

B. G. HAWTON,
Director (A), Companies Branch
Directrice, intérimaire, Direction
des compagnies

48/01

The Insurance Act/Loi sur les assurances

2002 Indexation Percentage, Revised Deductibles and Monetary Amounts for Automobile Insurance under the *Insurance Act* and the *Statutory Accident Benefits Schedule - Accidents After December 31, 1993 And Before November 1, 1996*

INDEXATION PERCENTAGE			
Section reference in the <i>Insurance Act</i>	Description	Amount 2001	Amount 2002
268.1	indexation percentage	2.7%	2.6%

DEDUCTIBLE AMOUNTS			
Section reference in the <i>Insurance Act</i>	Description	Amount 2001	Amount 2002
267.1(8)3	non-pecuniary loss deductible	\$11,216.32	\$11,507.94
	<i>Family Law Act</i> deductible	\$5,608.16	\$5,753.97

MONETARY AMOUNTS			
Section reference in the <i>SABS</i>	Description	Amount 2001	Amount 2002
10(9)	maximum weekly income replacement benefit	\$1,121.65	\$1,150.81
15(5)	Average Weekly Earnings for Ontario	\$670.22	\$711.28
16(1)(a)	lump sum benefit for each year of elementary school	\$2,243.26	\$2,301.58
16(1)(b)	lump sum benefit for each year of secondary school	\$4,486.52	\$4,603.17
	lump sum benefit for each semester of secondary school	\$2,243.26	\$2,301.58

MONETARY AMOUNTS			
Section reference in the <i>SABS</i>	Description	Amount 2001	Amount 2002
16(1)(c)	lump sum benefit for each year of post-secondary school	\$8,973.06	\$9,206.36
	lump sum benefit for each semester of post-secondary school	\$4,486.52	\$4,603.17
18(5)	weekly caregiver benefit for first person	\$280.40	\$287.69
	weekly caregiver benefit for each additional person	\$56.07	\$57.53
28(4)	maximum weekly loss of earning capacity benefit	\$1,121.65	\$1,150.81
32(5)	maximum sum of weekly loss of earning capacity benefit and weekly supplement	\$1,121.65	\$1,150.81
46(1)	maximum limit on supplementary medical benefits and rehabilitation benefits	\$1,121,631.98	\$1,150,794.41
47(4)	maximum monthly attendant care benefit (all insureds)	\$3,364.90	\$3,452.39
47(5)	maximum monthly attendant care benefit (catastrophic injuries)	\$6,729.80	\$6,904.77
47(6)	maximum monthly attendant care benefit (multiple, catastrophic injuries)	\$11,216.32	\$11,507.94
47(7)	maximum monthly attendant care benefit (severe brain injuries with violent behaviour)	\$11,216.32	\$11,507.94
50(10)	hourly rate for personal attendant care (when using Form 1)	\$9.81	\$10.07
	hourly rate for skilled attendant care (when using Form 1)	\$15.70	\$16.11
51(1)(b)	death benefit to spouse where insured would not have qualified for income replacement benefits	\$56,081.59	\$57,539.71
51(4)(a)	death benefit to dependant	\$11,216.32	\$11,507.94
51(4)(b)	death benefit to former spouse	\$11,216.32	\$11,507.94
51(5)	death benefit where insured was a dependant	\$11,216.32	\$11,507.94

MONETARY AMOUNTS			
Section reference in the SABS	Description	Amount 2001	Amount 2002
51(8)	minimum death benefit to spouse	\$56,081.59	\$57,539.71
	maximum death benefit to spouse	\$224,326.40	\$230,158.89
52(2)	funeral benefit	\$6,729.81	\$6,904.79
54(4)	weekly dependant care expenses for first dependant	\$84.12	\$86.31
	weekly dependant care expenses for each additional dependant	\$28.05	\$28.78
54(5)	maximum for weekly dependant care expenses	\$168.25	\$172.62

**Franchises et montants pécuniaires révisés de 2002
pour l'assurance-automobile en vertu de la *Loi sur les assurances* et
l'Annexe sur les *indemnités d'accident légales* - Accidents survenus après le 31
décembre 1993 mais avant le 1^{er} novembre 1996**

POURCENTAGE D'INDEXATION			
Article de la <i>Loi sur les assurances</i>	Description	Montant 2001	Montant 2002
268.1	pourcentage d'indexation	2,7%	2,6%

FRANCHISES			
Article de la <i>Loi sur les assurances</i>	Description	Montant 2001	Montant 2002
267.1(8) 3	franchise pour perte non pécuniaire	11 216,32 \$	11 507,94 \$
	franchise en vertu de la <i>Loi sur le droit de la famille</i>	5 608,16 \$	5 753,97 \$

MONTANTS PÉCUNIAIRES			
Article de l'Annexe sur les <i>indemnités d'accident légales</i>	Description	Montant 2001	Montant 2002
10 (9)	indemnité hebdomadaire maximale de remplacement de revenu	1 121,65 \$	1 150,81 \$
15 (5)	rémunération hebdomadaire moyenne pour l'Ontario	670,22 \$	711,28 \$

MONTANTS PÉCUNIAIRES			
Article de l'Annexe sur les indemnités d'accident légales	Description	Montant 2001	Montant 2002
16 (1) (a)	indemnité forfaitaire pour chaque année d'études primaires	2 243,26 \$	2 301,58 \$
16 (1) (b)	indemnité forfaitaire pour chaque année d'études secondaires	4 486,52 \$	4 603,17 \$
	indemnité forfaitaire pour chaque semestre d'études secondaires	2 243,26 \$	2 301,58 \$
16 (1) (c)	indemnité forfaitaire pour chaque année d'études postsecondaires	8 973,06 \$	9 206,36 \$
	indemnité forfaitaire pour chaque semestre d'études postsecondaires	4 486,52 \$	4 603,17 \$
18 (5)	indemnité hebdomadaire de soignant pour la première personne	280,40 \$	287,69 \$
	indemnité hebdomadaire de soignant pour chaque personne supplémentaire	56,07 \$	57,53 \$
28 (4)	indemnité hebdomadaire maximale pour perte de capacité de gain	1 121,65 \$	1 150,81 \$
32 (5)	somme maximale de l'indemnité hebdomadaire pour perte de capacité de gain et du supplément hebdomadaire	1 121,65 \$	1 150,81 \$
46 (1)	montant maximal des indemnités complémentaires pour frais médicaux et des indemnités de réadaptation	1 121 631,98 \$	1 150 794,41 \$
47 (4)	indemnité mensuelle maximale pour les soins auxiliaires (tous les assurés)	3 364,90 \$	3 452,39 \$
47 (5)	indemnité mensuelle maximale pour les soins auxiliaires (blessures invalidantes)	6 729,80 \$	6 904,77 \$
47 (6)	indemnité mensuelle maximale pour les soins auxiliaires (blessures multiples, invalidantes)	11 216,32 \$	11 507,94 \$
47 (7)	indemnité mensuelle maximale pour les soins auxiliaires (lésions cérébrales graves avec comportement violent)	11 216,32 \$	11 507,94 \$
50 (10)	taux horaire pour les soins auxiliaires d'hygiène personnelle (lors de l'utilisation de la formule 1)	9,81 \$	10,07 \$
	taux horaire pour les soins auxiliaires spécialisés (lors de l'utilisation de la formule 1)	15,70 \$	16,11 \$

MONTANTS PÉCUNIAIRES			
Article de l'Annexe sur les indemnités d'accident légales	Description	Montant 2001	Montant 2002
51 (1) b)	prestation de décès payable au conjoint lorsque l'assuré n'aurait pas été admissible aux indemnités de remplacement de revenu	56 081,59 \$	57 539,71 \$
51 (4) a)	prestation de décès payable aux personnes à charge	11 216,32 \$	11 507,94 \$
51 (4) b)	prestation de décès payable à l'ancien conjoint	11 216,32 \$	11 507,94 \$
51 (5)	prestation de décès payable lorsque l'assuré est une personne à charge	11 216,32 \$	11 507,94 \$
51 (8)	prestation de décès minimale payable au conjoint	56 081,59 \$	57 539,71 \$
	prestation de décès maximale payable au conjoint	224 326,40 \$	230 158,89 \$
52 (2)	indemnité funéraire	6 729,81 \$	6 904,79 \$
54 (4)	frais hebdomadaires engagés pour la première personne à charge	84,12 \$	86,31 \$
	frais hebdomadaires engagés pour chaque personne à charge supplémentaire	28,05 \$	28,78 \$
54 (5)	frais hebdomadaires maximaux engagés pour les personnes à charge	168,25 \$	172,62 \$

**2002 Indexation Percentage for Statutory Accident Benefits
under the Statutory Accident Benefits Schedule – Accidents
on or after November 1, 1996**

The 2002 indexation percentage is **2.6%**. This indexation percentage should be applied to the amounts to be indexed on January 1, 2002, in accordance with the "Optional Indexation Benefit Guidelines," dated October 28, 1996, for insured persons in respect of whom the optional indexation coverage was purchased and who had accidents that occurred after October 31, 1996.

**Pourcentage d'indexation applicable aux indemnités d'accident
légales en 2002 en vertu de l'Annexe sur les indemnités
d'accident légales – Accident survenus le 1^{er} novembre 1996
ou après ce jour**

Le pourcentage d'indexation applicable aux indemnités d'accident légales sera de **2,6 %** en 2002. À compter du 1^{er} janvier 2002, ce pourcentage d'indexation devra s'appliquer, en vertu de la *Directives concernant l'indemnité optionnelle d'indexation* du 28 octobre 1996, aux montants d'indemnités, notamment les montants maximums, auxquels ont droit les personnes assurées qui ont souscrit l'indemnité optionnelle d'indexation et qui ont eu un accident après le 31 octobre 1996.

(6530) 48

**Province of Ontario
Province de l'Ontario**

**SERIES MP BONDS DUE DECEMBER 19, 2001
CUSIP NUMBER 683234 MX 3**

NOTICE OF REDEMPTION

In accordance with the terms of the above-mentioned Bonds, notice is hereby given that the Province of Ontario will redeem the above referenced Bonds on December 19, 2001.

The final interest payment will be mailed by cheque to those registered as holders on December 19, 2001.

Bonds should be presented to the Fiscal Agent, Computershare Trust Company of Canada, 100 University Avenue, Toronto, Ontario, M5J 2Y1, where they will be redeemed at 100% of the principal sum thereof.

Interest on the Bonds will cease to accrue on December 19, 2001.

Dated at Toronto, this 1st day of December, 2001.

THE PROVINCE OF ONTARIO

(6531) 48

Ontario Securities Commission
Commission des valeurs mobilières de l'Ontario

ONTARIO SECURITIES COMMISSION

ONTARIO SECURITIES COMMISSION RULE 45-501
EXEMPT DISTRIBUTIONS

PART 1 DEFINITIONS

1.1 Definitions - In this Rule

"accredited investor" means

- (a) a bank listed in Schedule I or II of the Bank Act (Canada), or an authorized foreign bank listed in Schedule III of that Act;
- (b) the Business Development Bank incorporated under the Business Development Bank Act (Canada);
- (c) a loan corporation or trust corporation registered under the Loan and Trust Corporations Act or under the Trust and Loan Companies Act (Canada), or under comparable legislation in any other jurisdiction;
- (d) a co-operative credit society, credit union central, federation of caisses populaires, credit union or league, or regional caisse populaire, or an association under the Cooperative Credit Associations Act (Canada), in each case, located in Canada;
- (e) a company licensed to do business as an insurance company in any jurisdiction;
- (f) a subsidiary of any company referred to in paragraph (a), (b), (c), (d) or (e), where the company owns all of the voting shares of the subsidiary;
- (g) a person or company registered under the Act or securities legislation in another jurisdiction as an adviser or dealer, other than a limited market dealer;
- (h) the government of Canada or of any jurisdiction, or any crown corporation, instrumentality or agency of a Canadian federal, provincial or territorial government;
- (i) any Canadian municipality or any Canadian provincial or territorial capital city;
- (j) any national, federal, state, provincial, territorial or municipal government of or in any foreign jurisdiction, or any instrumentality or agency thereof;
- (k) a pension fund that is regulated by either the Office of the Superintendent of Financial Institutions (Canada) or a provincial pension commission or similar regulatory authority;
- (l) a registered charity under the Income Tax Act (Canada);
- (m) an individual who beneficially owns, or who together with a spouse beneficially own, financial assets having an aggregate realizable value that, before taxes but net of any related liabilities, exceeds \$1,000,000;
- (n) an individual whose net income before taxes exceeded \$200,000 in each of the two most recent years or whose net income before taxes combined with that of a spouse exceeded \$300,000 in each of those years and who, in either case, has a reasonable expectation of exceeding the same net income level in the current year;
- (o) an individual who has been granted registration under the Act or securities legislation in another jurisdiction as a representative of a person or company referred to in paragraph (g), whether or not the individual's registration is still in effect;
- (p) a promoter of the issuer or an affiliated entity of a promoter of the issuer;
- (q) a spouse, parent, grandparent or child of an officer, director or promoter of the issuer;
- (r) a person or company that, in relation to the issuer, is an affiliated entity or a person or company referred to in clause (c) of the definition of distribution in subsection 1(1) of the Act;
- (s) an issuer that is acquiring securities of its own issue;
- (t) a company, limited partnership, limited liability partnership, trust or estate, other than a mutual fund or non-redeemable investment fund, that had net assets of at least \$5,000,000 as reflected in its most recently prepared financial statements;
- (u) a person or company that is recognized by the Commission as an accredited investor;

- (v) a mutual fund or non-redeemable investment fund that, in Ontario, distributes its securities only to persons or companies that are accredited investors;
- (w) a mutual fund or non-redeemable investment fund that, in Ontario, distributes its securities under a prospectus for which a receipt has been granted by the Director;
- (x) a managed account if it is acquiring a security that is not a security of a mutual fund or non-redeemable investment fund;
- (y) an account that is fully managed by a trust corporation registered under the Loan and Trust Corporations Act;
- (z) an entity organized outside of Canada that is analogous to any of the entities referred to in paragraphs (a) through (g) and paragraph (k) in form and function; and
- (aa) a person or company in respect of which all of the owners of interests, direct or indirect, legal or beneficial, are persons or companies that are accredited investors;

"closely-held issuer" means an issuer, other than a mutual fund or non-redeemable investment fund, whose

- (a) shares are subject to restrictions on transfer requiring the approval of either the board of directors or the shareholders of the issuer (or the equivalent in a non-corporate issuer) contained in constating documents of the issuer or one or more agreements among the issuer and holders of its shares; and
- (b) outstanding securities are beneficially owned, directly or indirectly, by not more than 35 persons or companies, exclusive of
 - (i) persons or companies that are, or at the time they last acquired securities of the issuer were, accredited investors; and
 - (ii) current or former directors, officers or employees of the issuer or an affiliated entity of the issuer, or current or former consultants as defined in Rule 45-503 Trades to Employees, Executives and Consultants, who in each case beneficially own only securities of the issuer that were issued as compensation by, or under an incentive plan of, the issuer or an affiliated entity of the issuer;

provided that:

- (A) two or more persons who are the joint registered holders of one or more securities of the issuer shall be counted as one beneficial owner of those securities; and
- (B) a corporation, partnership, trust or other entity shall be counted as one beneficial owner of securities of the issuer unless the entity has been created or is being used primarily for the purpose of acquiring or holding securities of the issuer, in which event each beneficial owner of an equity interest in the entity or each beneficiary of the entity, as the case may be, shall be counted as a separate beneficial owner of those securities of the issuer;

"convertible security" means a security of an issuer that is convertible into, or carries the right of the holder to purchase, or of the issuer to cause the purchase of, a security of the same issuer;

"entity" means a company, syndicate, partnership, trust or unincorporated organization;

"exchangeable security" means a security of an issuer that is exchangeable for, or carries the right of the holder to purchase, or of the exchange issuer to cause the purchase of, a security of another issuer;

"exchange issuer" means an issuer that distributes securities of a reporting issuer held by it in accordance with the terms of an exchangeable security of its own issue;

"financial assets" means cash, securities, or any contract of insurance or deposit or evidence thereof that is not a security for the purposes of the Act;

"government incentive security" means

- (a) a security, or unit or interest in a partnership that invests in a security, that is issued by a company and for which the company has agreed to renounce in favour of the holder of the security, unit or interest, amounts that will constitute Canadian exploration expense, as defined in subsection 66.1(6) of the ITA, or Canadian development expense, as defined in subsection 66.2(5) of the ITA, or Canadian oil and gas property expense, as defined in subsection 66.4(5) of the ITA; or
- (b) a unit or interest in a partnership or joint venture that is issued in order to fund Canadian exploration expense as defined in subsection 66.1(6) of the ITA or Canadian development expense as defined in subsection 66.2(5) of the ITA;

the ITA or Canadian oil and gas property expense as defined in subsection 66.4(5) of the ITA;

"managed account" means an investment portfolio account of a client established in writing with a portfolio adviser who makes investment decisions for the account and has full discretion to trade in securities of the account without requiring the client's express consent to a transaction;

"multiple convertible security" means a security of an issuer that is convertible into or exchangeable for, or carries the right of the holder to purchase, or of the issuer or exchange issuer to cause the purchase of, a convertible security, an exchangeable security or another multiple convertible security;

"MI 45-102" means Multilateral Instrument 45-102 Resale of Securities;

"portfolio adviser" means

- (a) a portfolio manager; or
- (b) a broker or investment dealer exempted from registration as an adviser under subsection 148(1) of the Regulation if that broker or investment dealer is not exempt from the by-laws or regulations of The Toronto Stock Exchange or the Investment Dealers' Association of Canada referred to in that subsection;

"Previous Rule" means Rule 45-501 Exempt Distributions as it read when it was published on January 8, 1999 at (1999) 22 OSCB 56;

"related liabilities" means liabilities incurred or assumed for the purpose of financing the acquisition or ownership of financial assets and liabilities that are secured by financial assets;

"spouse", in relation to an individual, means another individual to whom that individual is married, or another individual of the opposite sex or the same sex with whom that individual is living in a conjugal relationship outside marriage;

"Type 1 trade" means a trade in a security under an exemption from the prospectus requirement in clause 72(1)(a), (b), (c), (d), (l), (m), (p) or (q) of the Act, or section 2.3, 2.12, 2.13 or 2.14 of this Rule, or section 2.4, 2.5 or 2.11 of the Previous Rule;

"Type 2 trade" means a trade in a security under an exemption from the prospectus requirement in clause 72(1)(f) (other than a trade to an associated consultant or investor consultant as defined in Rule 45-503 Trades to Employees, Executives and Consultants), (h), (i), (j), (k) or (n) of the Act, or section 2.5 or 2.8 of this Rule; and

"underlying security" means a security issued or transferred, or to be issued or transferred, in accordance with the terms of a convertible security, an exchangeable security or a multiple convertible security.

1.2 Interpretation

- (1) In this Rule a person or company is considered to be an affiliated entity of another person or company if one is a subsidiary entity of the other, or if both are subsidiary entities of the same person or company, or if each of them is controlled by the same person or company.
- (2) In this Rule a person or company is considered to be controlled by a person or company if
 - (a) in the case of a person or company,
 - (i) voting securities of the first-mentioned person or company carrying more than 50 percent of the votes for the election of directors are held, otherwise than by way of security only, by or for the benefit of the other person or company, and
 - (ii) the votes carried by the securities are entitled, if exercised, to elect a majority of the directors of the first-mentioned person or company;
 - (b) in the case of a partnership that does not have directors, other than a limited partnership, the second-mentioned person or company holds more than 50 percent of the interests in the partnership; or
 - (c) in the case of a limited partnership, the general partner is the second-mentioned person or company.
- (3) In this Rule a person or company is considered to be a subsidiary entity of another person or company if
 - (a) it is controlled by,
 - (i) that other, or
 - (ii) that other and one or more persons or companies each of which is controlled by that other, or
 - (iii) two or more persons or companies, each of which is controlled by that other; or

- (b) it is a subsidiary entity of a person or company that is the other's subsidiary entity.

PART 2 EXEMPTIONS FROM THE REGISTRATION AND PROSPECTUS REQUIREMENTS OF THE ACT

2.1 Exemption for a Trade in a Security of a Closely-held Issuer

- (1) Sections 25 and 53 of the Act do not apply to a trade in a security of a closely-held issuer if
- (a) following the trade, the issuer will be a closely-held issuer and the aggregate proceeds received by the issuer, and any other issuer engaged in common enterprise with the issuer, in connection with trades made in reliance upon this exemption will not exceed \$3,000,000;
 - (b) no promoter of the issuer has acted as a promoter of any other issuer that has issued a security in reliance upon this exemption within the twelve months preceding the trade; and
 - (c) no selling or promotional expenses are paid or incurred in connection with the trade, except for services performed by a dealer registered under the Act.
- (2) If a trade is made under subsection 2.1(1), the seller shall provide an information statement substantially similar to Form 45-501F3 to the purchaser of the security at least four days prior to the date of the trade unless, following the trade, the issuer will have not more than five beneficial holders of its securities.

2.2 Exemption for a Trade in a Variable Insurance Contract

- (1) Sections 25 and 53 of the Act do not apply to a trade by a company licensed under the Insurance Act in a variable insurance contract that is
- (a) a contract of group insurance;
 - (b) a whole life insurance contract providing for the payment at maturity of an amount not less than three quarters of the premiums paid up to age 75 for a benefit payable at maturity;
 - (c) an arrangement for the investment of policy dividends and policy proceeds in a separate and distinct fund to which contributions are made only from policy dividends and policy proceeds; or
 - (d) a variable life annuity.
- (2) For the purposes of subsection (1), "contract", "group insurance", "life insurance" and "policy" have the respective meanings ascribed to them by sections 1 and 171 of the Insurance Act.

2.3 Exemption for a Trade to an Accredited Investor - Sections 25 and 53 of the Act do not apply to a trade in a security if the purchaser is an accredited investor and purchases as principal.

2.4 Exemption for a Trade by a Control Person in a Security Acquired under a Formal Take-Over Bid

- (1) Section 53 of the Act does not apply to a trade that is a control person distribution in a security that was acquired under a formal bid as defined in Part XX of the Act, if
- (a) the offeree issuer had been a reporting issuer for at least 12 months at the date of the bid;
 - (b) subject to subsection (2), the intention to make the trade was disclosed in the take-over bid circular for the take-over bid;
 - (c) the trade is made within the period commencing on the date of the expiry of the bid and ending 20 days after that date;
 - (d) a notice of intention and a declaration prepared in accordance with Form 45-102F3 are filed by the seller before the trade;
 - (e) an insider report prepared in accordance with Form 55-102F2 or Form 55-102F6, as applicable, is filed by the seller within three days after the completion of the trade; and
 - (f) no unusual effort is made to prepare the market or to create a demand for the securities and no extraordinary commission is paid for the trade.
- (2) Paragraph (1)(b) does not apply to a trade to another person or company that has made a competing formal bid for securities of the same issuer for a per security price not greater than the per security consideration offered by that other person or company in its take-over bid.

- 2.5 Exemption for a Trade in Connection with a Securities Exchange Issuer Bid** - Sections 25 and 53 of the Act do not apply to a trade in a security that is exchanged by or for the account of the offeror with a securityholder of the offeror in connection with an issuer bid as defined in Part XX of the Act if, at the time of the trade, the issuer whose securities are being issued or transferred is a reporting issuer not in default under the Act or the regulations.
- 2.6 Exemption for a Trade upon Exercise of Conversion Rights in a Convertible Security** - Sections 25 and 53 of the Act do not apply to a trade by an issuer in an underlying security of its own issue to a holder of a convertible security or multiple convertible security of the issuer on the exercise by the issuer of its right under the convertible security or multiple convertible security to cause the holder to convert into or purchase the underlying security or on the automatic conversion of the convertible security or multiple convertible security, if no commission or other remuneration is paid or given to others for the trade except for administrative or professional services or for services performed by a registered dealer.
- 2.7 Exemption for a Trade upon Exercise of Exchange Rights in an Exchangeable Security** - Sections 25 and 53 of the Act do not apply to a trade by an exchange issuer in an underlying security to a holder of an exchangeable security or multiple convertible security of the exchange issuer on the exercise by the exchange issuer of its right under the exchangeable security or multiple convertible security to cause the holder to exchange for or purchase the underlying security or on the automatic exchange of the exchangeable security or multiple convertible security, if the exchange issuer delivers to the Commission a written notice stating the date, amount, nature and conditions of the proposed trade, including the net proceeds to be derived by the exchange issuer if the underlying securities are fully taken up and either
- (a) the Commission has not informed the exchange issuer in writing within 10 days after the delivery of the notice that it objects to the proposed trade, or
 - (b) the exchange issuer has delivered to the Commission information relating to the underlying security that is satisfactory to and accepted by the Commission.
- 2.8 Exemption for a Trade on an Amalgamation, Arrangement or Specified Statutory Procedure** - Sections 25 and 53 of the Act do not apply to a trade in a security of an issuer in connection with
- (a) a statutory amalgamation or statutory arrangement; or
 - (b) a statutory procedure under which one issuer takes title to the assets of another issuer that in turn loses its existence by operation of law or under which one issuer merges with one or more issuers, whether or not the securities are issued by the merged issuer.
- 2.9 Exemption for a Trade in a Security under the Execution Act** - Sections 25 and 53 of the Act do not apply to a trade in a security by a sheriff under the Execution Act, if
- (a) there is no published market as defined in Part XX of the Act in respect of the security;
 - (b) the aggregate acquisition cost to the purchaser is not more than \$25,000; and
 - (c) each written notice to the public soliciting offers for the security or giving notice of the intended auction of the security is accompanied by a statement substantially as follows:
- These securities are speculative. No representations are made concerning the securities, or the issuer of the securities. No prospectus is available and the protections, rights and remedies arising out of the prospectus provisions of the Securities Act, including statutory rights of rescission and damages, will not be available to the purchaser of these securities.
- 2.10 Exemption for a Trade in Debt of Conseil Scolaire de L'île de Montréal** - Sections 25 and 53 of the Act do not apply to a trade if the security being traded is a bond, debenture or other evidence of indebtedness of the Conseil Scolaire de L'île de Montréal.
- 2.11 Exemption for a Trade to a Registered Retirement Savings Plan or a Registered Retirement Income Fund** - Sections 25 and 53 of the Act do not apply to a trade in a security by an individual or an associate of an individual to a RRSP or a RRIF established by or for that individual or under which that individual is a beneficiary.
- 2.12 Exemption for Certain Trades in a Security of a Mutual Fund or Non-Redeemable Investment Fund**
- (1) Sections 25 and 53 of the Act do not apply to a trade in a security of a mutual fund or non-redeemable investment fund that is not a reporting issuer if
 - (a) the purchaser purchases as principal;
 - (b) either (i) the security has an aggregate acquisition cost to the purchaser of not less than \$150,000 or (ii) the security is issued by a mutual fund or non-redeemable investment fund in which the purchaser

- then owns securities having either an aggregate acquisition cost or an aggregate net asset value of not less than \$150,000; and
 - (c) the mutual fund or non-redeemable investment fund is managed by a portfolio adviser or a trust corporation registered under the Loan and Trust Corporations Act.
- (2) Sections 25 and 53 of the Act do not apply to a trade in a security of a mutual fund or non-redeemable investment fund that is not a reporting issuer if
 - (a) the purchaser purchases as principal;
 - (b) the security has an aggregate acquisition cost to the purchaser of not less than \$150,000; and
 - (c) the mutual fund or non-redeemable investment fund is managed by a person or company, not ordinarily resident in Ontario, to whom the adviser registration requirement does not apply pursuant to Part 7 of Rule 35-502 *Non-Resident Advisers*.

2.13 Exemption for a Trade by a Promoter or Issuer in a Government Incentive Security

- (1) Sections 25 and 53 of the Act do not apply to a trade by an issuer or by a promoter of an issuer in a security of the issuer that is a government incentive security, if
 - (a) in the aggregate in all jurisdictions, not more than 75 prospective purchasers are solicited resulting in sales to not more than 50 purchasers;
 - (b) before entering into an agreement of purchase and sale, the prospective purchaser has been supplied with an offering memorandum that includes information
 - (i) identifying every officer and director of the issuer,
 - (ii) identifying every promoter of the issuer,
 - (iii) giving the particulars of the professional qualifications and associations during the five years before the date of the offering memorandum of each officer, director and promoter of the issuer that are relevant to the offering,
 - (iv) indicating each of the directors that will be devoting his or her full time to the affairs of the issuer, and
 - (v) describing the right of action referred to in section 130.1 of the Act that is applicable in respect of the offering memorandum;
 - (c) the prospective purchaser has access to substantially the same information concerning the issuer that a prospectus filed under the Act would provide and
 - (i) because of net worth and investment experience or because of consultation with or advice from a person or company that is not a promoter of the issuer and that is an adviser or dealer registered under the Act, is able to evaluate the prospective investment on the basis of information about the investment presented to the prospective purchaser by the issuer or selling securityholder, or
 - (ii) is a senior officer or director of the issuer or of an affiliated entity of the issuer or a spouse or child of any director or senior officer of the issuer or of an affiliated entity of the issuer,
 - (d) the offer and sale of the security is not accompanied by an advertisement and no selling or promotional expenses have been paid or incurred for the offer and sale, except for professional services or for services performed by a dealer registered under the Act; and
 - (e) the promoter, if any, has not acted as a promoter of any other issue of securities under this exemption within the calendar year.
- (2) For the purpose of determining the number of purchasers or prospective purchasers under paragraph (1)(a), a corporation, partnership, trust or other entity shall be counted as one purchaser or prospective purchaser unless the entity has been created or is being used primarily for the purpose of purchasing a security of the issuer, in which event each beneficial owner of an equity interest in the entity or each beneficiary of the entity, as the case may be, shall be counted as a separate purchaser or prospective purchaser.

2.14 Exemption for a Trade in a Security Distributed under Section 2.13 - Sections 25 and 53 of the Act do not apply to a trade in a security that was previously distributed under the exemption in section 2.13, if each of the parties to the trade is one of the not more than 50 purchasers.

PART 3 REMOVAL OF CERTAIN EXEMPTIONS FROM THE REGISTRATION AND PROSPECTUS REQUIREMENTS

- 3.1 Removal of Certain Exemptions Generally** - The exemptions from the registration requirement in paragraphs 3, 4, 5, 18 and 21 of subsection 35(1) and paragraph 10 of subsection 35(2) of the Act and the exemptions from the prospectus requirement in clauses (a), (c), (d), (l) and (p) of subsection 72(1) and clause (a) of subsection 73(1) as it relates to paragraph 10 of subsection 35(2) of the Act are not available for a trade in a security.
- 3.2 Removal of Exemptions for Bonds, Debentures and Other Evidences of Indebtedness** - The exemption from the registration requirement in subparagraph 1(c) of subsection 35(2) and the corresponding exemption from the prospectus requirement referred to in clause 73(1)(a) of the Act are not available for a trade in a bond, debenture or other evidence of indebtedness that is subordinate in right of payment to deposits held by the issuer or guarantor of the bond, debenture or other evidence of indebtedness.
- 3.3 Removal of Exemptions for Securities of a Private Mutual Fund with a Promoter or Manager** - The exemption from the registration requirement in paragraph 3 of subsection 35(2) and the corresponding exemption from the prospectus requirement referred to in clause 73(1)(a) of the Act are not available for trades in a security of a private mutual fund if it is administered by a trust company and there is a promoter or manager of the mutual fund other than the trust company.
- 3.4 Removal of Registration Exemptions for Market Intermediaries**
- (1) The exemptions from the registration requirement in sections 2.1, 2.2, 2.3, 2.5, 2.6, 2.7, 2.8, 2.9, 2.12, 2.13 and 2.14 are not available to a market intermediary.
 - (2) A limited market dealer may act as a market intermediary in respect of a trade referred to in subsection (1).

PART 4 OFFERING MEMORANDUM

- 4.1 Application of Statutory Right of Action** - The right of action referred to in section 130.1 of the Act shall apply in respect of an offering memorandum delivered to a prospective purchaser in connection with a trade made in reliance upon an exemption from the prospectus requirement in section 2.1, 2.3, 2.12 or 2.13.
- 4.2 Description of Statutory Right of Action in Offering Memorandum** - If the seller delivers an offering memorandum to a prospective purchaser in connection with a trade made in reliance upon an exemption from the prospectus requirement in section 2.1, 2.3, 2.12 or 2.13, the right of action referred to in section 130.1 of the Act shall be described in the offering memorandum.
- 4.3 Delivery of Offering Memorandum to Commission** - If an offering memorandum is provided to a purchaser of securities in respect of a trade made in reliance upon an exemption from the prospectus requirement in section 2.1, 2.3, 2.12 or 2.13, the seller shall deliver to the Commission a copy of the offering memorandum within 10 days of the date of the trade.

PART 5 DEALER REGISTRATION

- 5.1 Removal of Exemption unless Dealer Registered for Trade Described in the Exemption** - An exemption from the registration requirement or from the prospectus requirement in the Act or the regulations that refers to a registered dealer is not available for a trade in a security unless the dealer is registered in a category that permits it to act as a dealer for the trade described in the exempting provision.

PART 6 RESTRICTIONS ON RESALE OF SECURITIES DISTRIBUTED UNDER CERTAIN EXEMPTIONS

- 6.1 Resale of a Security Distributed to a Promoter Under Certain Exemptions** - If a security of an issuer is distributed to a promoter of the issuer under an exemption from the prospectus requirement in section 2.1, 2.3, 2.12, 2.13 or 2.14, the first trade in that security by that promoter is a distribution unless the conditions in subsection (2) or (3) of section 2.8 of MI 45-102 are satisfied.
- 6.2 Resale of a Security Distributed under Section 2.1** - If a security is distributed under the exemption from the prospectus requirement in section 2.1, the first trade in that security, other than a trade referred to in section 6.1, is subject to section 2.6 of MI 45-102.
- 6.3 Resale of a Security Distributed under Section 2.3, 2.12, 2.13 or 2.14** - If a security is distributed under an exemption from the prospectus requirement in section 2.3, 2.12, 2.13 or 2.14, the first trade in that security, other than a trade referred to in section 6.1, is subject to section 2.5 of MI 45-102.
- 6.4 Resale of a Security Distributed under Clause 72(1)(h) of the Act** - If a security is distributed under the exemption from the prospectus requirement in clause 72(1)(h) of the Act, the first trade in that security, other than a trade to which section 6.5 applies, is subject to section 2.6 of MI 45-102.

- 6.5 Resale of an Underlying Security of a Multiple Convertible Security, Convertible Security or Exchangeable Security Distributed under Certain Exemptions** - If an underlying security is distributed under an exemption from the prospectus requirement on conversion or exchange of a multiple convertible security, convertible security or exchangeable security acquired in a Type 1 trade, the first trade in that underlying security is subject to section 2.5 of MI 45-102.
- 6.6 Resale of a Security Distributed under Section 2.6 or 2.7** - If an underlying security is distributed under an exemption from the prospectus requirement in section 2.6 or 2.7 on a forced conversion or exchange of a multiple convertible security, convertible security or exchangeable security acquired
- (a) in a Type 2 trade; or
 - (b) under an exemption from the prospectus requirement in section 2.2, 3.1, 3.2, 3.3, 5.1 or 8.1 of Rule 45-503 *Trades to Employees, Executives and Consultants*, other than a trade by an associated consultant or investor consultant as defined in Rule 45-503 *Trades to Employees, Executives and Consultants*;
- the first trade in that underlying security is subject to section 2.6 of MI 45-102.
- 6.7 Resale of a Security Distributed under Section 2.5 or 2.8** - If a security is distributed under an exemption from the prospectus requirement in section 2.5 or 2.8, the first trade in that security is subject to section 2.6 of MI 45-102.
- 6.8 Resale of a Security Distributed under Section 2.11** - If a security is distributed under the exemption from the prospectus requirement in section 2.11, the first trade in that security is subject to section 2.5 or 2.6 of MI 45-102, whichever section would have been applicable to a first trade in that security by the person or company making the exempt distribution under section 2.11.

PART 7 FILING REQUIREMENTS AND FEES

- 7.1 Form 45-501F1** - Every report that is required to be filed under subsection 72(3) of the Act or subsection 7.5(1) shall be filed in duplicate and prepared in accordance with Form 45-501F1.
- 7.2 Form 45-501F2** - Every report that is required to be filed under subsection 7.5(2) shall be filed in duplicate and prepared in accordance with Form 45-501F2.
- 7.3 Fees for Form 45-501F1**
- (1) A report filed in Form 45-501F1 shall be accompanied by a fee equal to the greater of
 - (a) \$100; and
 - (b) subject to subsection (2), the amount calculated using the formula,

$$A + B$$
 where

"A" is 0.02 percent of the aggregate gross proceeds realized in Ontario from the distribution of securities, other than special warrants, for which the report filed in Form 45-501F1 is filed, and

"B" is 0.04 percent of the aggregate gross proceeds realized in Ontario from the distribution of special warrants for which the report filed in Form 45-501F1 is filed.
 - (2) The amount calculated under subsection (1) is considered to be \$100 if the report filed in Form 45-501F1 is filed for,
 - (a) a trade in securities if there is no change in beneficial ownership of the securities as a result of the trade;
 - (b) a subsequent trade in securities acquired under an exemption from the prospectus requirement in clause 72(1)(b) or (q) of the Act or section 2.3; or
 - (c) a subsequent trade in securities acquired prior to November 30, 2001 under an exemption from the prospectus requirement in clause 72(1)(a), (c), (d), (l) or (p) of the Act or section 2.4, 2.5 or 2.11 of the Previous Rule.
- 7.4 Fees for Form 45-501F2** - A report filed in Form 45-501F2 shall be accompanied by a fee of \$100.

7.5 Exempt Trade Reports

- (1) Subject to subsections (7) and (8), if a trade is made in reliance upon an exemption from the prospectus requirement in section 2.3, 2.13 or 2.14, other than
 - (a) a trade to a person or company referred to in paragraphs (p) through (s) of the definition of "accredited investor" in section 1.1, or
 - (b) a trade to an entity referred to in paragraph (aa) if all of the owners of interests referred to in that paragraph are persons or companies referred to in paragraphs (p) through (s) of the definition of "accredited investor" in section 1.1,

the seller shall, within 10 days of the trade, file a report in accordance with section 7.1.

- (2) If a trade is made in reliance upon the conditions in subsection (2) or (3) of section 2.5 of MI 45-102 being satisfied, the seller shall, within 10 days of the trade, file a report in accordance with section 7.2.
- (3) If a trade is made in reliance upon the conditions in subsection (2) or (3) of section 2.8 of MI 45-102 being satisfied, the seller shall comply with the requirements of subsections (4) to (7) of that section.
- (4) If a trade is made under section 2.6, the issuer shall file the notice and pay the fees prescribed by section 20 of Schedule 1 to the Regulation as if the underlying security had been acquired in a distribution exempt from section 53 of the Act by subclause 72(1)(f)(iii) of the Act.
- (5) If a trade is made under section 2.7, the exchange issuer shall pay the fees prescribed by section 21 of Schedule 1 to the Regulation as if the security had been acquired in a distribution exempt from section 53 of the Act by clause 72(1)(h) of the Act.
- (6) If a trade is made under section 2.8, the issuer shall pay the fees prescribed by section 23 of Schedule 1 to the Regulation as if section 23 referred to section 2.8 instead of clause 72(1)(i) of the Act.
- (7) A report is not required under subsection (1) where, by a trade under section 2.3, a person or company referred to in paragraph (a), (b), (c) or (d) of section 1.1 acquires from a customer an evidence of indebtedness of the customer or an equity investment in the customer acquired concurrently with an evidence of indebtedness.
- (8) Despite subsection (1), a report in respect of a trade in a security of a mutual fund or non-redeemable investment fund made in reliance upon the exemption from the prospectus requirement in section 2.3 may be filed not later than 30 days after the financial year end of the mutual fund or non-redeemable investment fund.

7.6 Fees for Accredited Investor Application - An application for recognition, or for renewal of recognition, as an accredited investor shall be accompanied by a fee of \$500.

7.7 Report of a Trade Made under Section 2.12 - If a trade is made in reliance upon an exemption from the prospectus requirement in section 2.12, the issuer shall, not later than thirty days after the financial year end of the issuer in which the trade occurred, file a report, in duplicate, prepared in accordance with Form 45-501F1 and the report shall be accompanied by a fee calculated in accordance with section 7.3.

PART 8 TRANSITIONAL PROVISIONS

8.1 Accredited Investor Definition Includes Exempt Purchaser - The definition of "accredited investor" in section 1.1 includes, prior to November 30, 2002, a person or company that is recognized by the Commission as an exempt purchaser.

8.2 Resale of a Security Distributed under Section 2.4, 2.5 or 2.11 of the Previous Rule - If a security was distributed under an exemption from the prospectus requirement in section 2.4, 2.5 or 2.11 of the Previous Rule, the first trade in that security is subject to section 2.5 of MI 45-102.

8.3 Resale of an Underlying Security of a Multiple Convertible Security, Convertible Security or Exchangeable Security Distributed under Certain Exemptions in the Previous Rule - If an underlying security was distributed on conversion or exchange of a multiple convertible security, convertible security or exchangeable security acquired in a distribution under an exemption from the prospectus requirement in section 2.4, 2.5 or 2.11 of the Previous Rule, the first trade in that underlying security is subject to Section 2.5 of MI 45-102.

8.4 Resale of a Security Distributed to a Promoter under Section 2.3 or 2.15 of the Previous Rule - If a security was distributed to a promoter under an exemption from the prospectus requirement in section 2.3 or 2.15 of the Previous Rule, the first trade in that security is a distribution unless the conditions in subsection (2) or (3) of section 2.8 of MI 45-102 are satisfied.

- 8.5 Resale of a Security Distributed under Section 2.9 or 2.10 of the Previous Rule** – If an underlying security was distributed under an exemption from the prospectus requirement in section 2.9 or 2.10 of the Previous Rule on a forced conversion or exchange of a multiple convertible security, convertible security or exchangeable security acquired by the holder in a Type 2 trade, the first trade in that underlying security is subject to section 2.6 of MI 45-102.
- 8.6 Resale of a Security Distributed under Section 2.7, 2.8 or 2.17 or Subsection 2.18(1) of the Previous Rule** – If a security was distributed under an exemption from the prospectus requirement in section 2.7, 2.8 or 2.17 of the Previous Rule, or in subsection 2.18(1) of the Previous Rule after the issuer had ceased to be a private issuer for purposes of the Securities Act (British Columbia), the first trade in that security is subject to section 2.6 of MI 45-102.

PART 9 EFFECTIVE DATE

- 9.1 Effective Date** – This instrument shall come into force on November 30, 2001.

FORM 45-501F1

Securities Act (Ontario)

Report under Section 72(3) of the Act or Section 7.5(1) of Rule 45-501

(To be used for reports of trades made in reliance upon clause 72(1)(b) or (q) of the Act, or Section 2.3, 2.12, 2.13 or 2.14 of Rule 45-501)

1. Full name and address of the seller.
2. Full name and address of the issuer of the securities traded.
3. Description of the securities traded.
4. Date of the trade(s).
5. Particulars of the trade(s).

<u>Name of Purchaser and Municipality and Jurisdiction of Residence</u>	<u>Amount or Number of Securities Purchased</u>	<u>Purchaser Price</u>	<u>Total Purchase Price (Canadian \$)</u>	<u>Exemption Relied Upon</u>
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6. The seller has prepared and certified a statement containing the full legal name and the full residential address of each purchaser identified in section 5 and a certified true copy of the list will be provided to the Commission upon request.
7. State the name and address of any person acting as agent in connection with trade(s) and the compensation paid or to be paid to such agent.
8. Calculation of Fees payable upon filing Form 45-501F1: (See section 7.3 of Rule 45-501 Exempt Distributions).

Total Fees payable: \$

9. Certificate of seller or agent of seller.

The undersigned seller hereby certifies, or the undersigned agent of the seller hereby certifies to the best of the agent's information and belief, that the statements made in this report are true and correct.

DATED at

this day of , 20____.

(Name of seller or agent - please print)

(Signature)

(Official capacity - please print)

(Please print name of individual whose signature appears above, if different from name of seller or agent printed above)

Notice + Collection and Use of Personal Information

The personal information prescribed by this form is collected on behalf of and used by the Ontario Securities Commission for purposes of administration and enforcement provisions of the securities legislation in Ontario. All of the information prescribed by this form, except for the information contained in the statement required to be prepared and certified by the seller under section 6 of this form, is made available to the public under the securities legislation of Ontario. If you have any questions about the collection and use of this information, contact the Ontario Securities Commission at the address below:

Ontario Securities Commission
Suite 1903, Box 55,
20 Queen Street West
Toronto, Ontario M5H 3S8
Attention: Administrative Assistant to the Director of Corporate Finance
Telephone: (416) 593-8200
Facsimile: (416) 593-8177

Instructions:

1. In answer to section 7 give the name of the person or company who has been or will be paid remuneration directly related to the trade(s), such as commissions, discounts or other fees or payments of a similar nature. It is not necessary to include payments for services incidental to the trade such as clerical, printing, legal or accounting services.
2. If the space provided for any answer is insufficient, additional sheets may be used and must be cross-referred to the relevant item and properly identified and signed by the person whose signature appears on the report.
3. Cheques must be made payable to the Ontario Securities Commission in the amount determined in section 8 above.
4. Please print or type and file two signed copies with:

Ontario Securities Commission
Suite 1900, Box 55,
20 Queen Street West
Toronto, Ontario M5H 3S8

FORM 45-501F2

Securities Act (Ontario)
Report under section 7.5(2) of Rule 45-501

1. **Full name and address of the seller.**
2. **Full name and address of reporting issuer whose securities were traded.**
3. **Particulars of the trade(s).**

<u>Date of Trade</u>	<u>Type of Security</u>	<u>Amount or Number of Securities Traded</u>	<u>Selling Price</u>
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4. **Full name and municipality of residence of the party from whom the seller acquired the securities and the date of acquisition.**
5. **Certificate of seller or agent of seller.**

The undersigned seller hereby certifies, or the undersigned agent of the seller hereby certifies to the best of the agent's information and belief, that:

- (1) the information given in this report is true and correct, and
- (2)
 - (a) no unusual effort has been made to prepare the market or create a demand for the securities, and
 - (b) no extraordinary commission or consideration has been or has been agreed to be paid in respect of the trade covered by this report.

Instructions:

1. If the space provided for any answer is insufficient, additional sheets may be used and must be cross-referred to the relevant item and properly identified and signed by the person whose signature appears on the report.
2. Cheques must be made payable to the Ontario Securities Commission in the amount prescribed in section 7.4 of Rule 45-501 Exempt Distributions.
3. Please print or type and file two signed copies with:

Ontario Securities Commission
 Suite 1900, Box 55,
 20 Queen Street West
 Toronto, Ontario M5H 3S8

DATED at

this day of , 20____.

(Name of seller or agent - please print)

(Signature)

(Official capacity - please print)

(Please print name of individual whose signature appears above, if different from name of seller or agent printed above)

Notice + Collection and Use of Personal Information

The personal information prescribed by this form is collected on behalf of and used by the Ontario Securities Commission for purposes of administration and enforcement provisions of the securities legislation in Ontario. All of the information prescribed by this form, except for the information contained in the statement required to be prepared and certified by the seller, is made available to the public under the securities legislation of Ontario. If you have any questions about the collection and use of this information, contact the Ontario Securities Commission at the address below:

Ontario Securities Commission
Suite 1903, Box 55,
20 Queen Street West
Toronto, Ontario M5H 3S8
Attention: Administrative Assistant to the Director of Corporate Finance
Telephone: (416) 593-8200
Facsimile: (416) 593-8177

**FORM 45-501F3
FORM OF INFORMATION STATEMENT**

Introduction

Ontario securities laws have been relaxed to make it easier for small businesses to raise start-up capital from the public. Some potential investors may view this change in securities laws as an opportunity to "get in on the ground floor" of emerging businesses and to "hit it big" as these small businesses grow into large ones.

Statistically, most small businesses fail within a few years. Small business investments are among the most risky that investors can make. This information statement suggests matters for you to consider in deciding whether to make a small business investment.

Risks and Investment Strategy

A basic principle of investing in a small business is: **NEVER MAKE A SMALL BUSINESS INVESTMENT THAT YOU CANNOT AFFORD TO LOSE IN ITS ENTIRETY.** Never use funds that might be needed for other purposes, such as a post-secondary education, retirement, loan repayment or medical expenses, and never borrow money to make such an investment. Instead use funds that you already have set aside and that otherwise would be used for a consumer purchase, such as a vacation.

Never believe that the investment is not risky. Among other risk factors, small business investments generally are highly illiquid. In particular, until the company goes public there are significant restrictions on the resale of its securities. Even after a small business goes public there may be very little liquidity in its shares. This lack of liquidity means that, if the company takes a turn for the worse or if you suddenly need the funds you have invested in the company, you may not be able to sell your securities.

Also, it is important to realize that, just because the proposed offering of securities is permitted under Ontario securities law does not mean that the particular investment will be successful. Neither the Ontario Securities Commission nor any other government agency evaluates or endorses the merits of investments.

Analyzing the Investment

Although there is no magic formula for making successful investment decisions, certain factors are often considered particularly important by professional venture investors. Some questions to consider are as follows:

1. How long has the company been in business?
2. Is management putting itself in a position where it will be accountable to investors? For example, is management taking salaries or other benefits that are too large in light of the company's stage of development? Will outside investors have any voting power to elect representatives to the board of directors?
3. How much experience does management have in the industry and in operating a small business? How successful were the managers in previous businesses?
4. Do you know enough about the industry to be able to evaluate the company and make a wise investment?
5. Does the company have a realistic business plan? Does it have the resources to successfully market its product or service?
6. How reliable is the financial information, if any, that has been provided to you? Is the information audited?
7. Is the company subject to any lawsuits?
8. What are the restrictions on the resale of the securities?

There are many other questions to be answered, but you should be able to answer these before you consider investing. If you have not been provided with the information you need to answer these and any other questions you may have about the proposed investment, make sure that you obtain the information you need from people authorized to speak on the company's behalf (e.g., management or the directors) before you advance any funds or sign any commitment to advance funds to the company. It is generally a good idea to meet with management of the company face-to-face.

Making Money on Your Investment

There are two classic methods for making money on an investment in a small business: (1) through resale of the securities in the public securities markets following a public offering; and (2) by receiving cash or marketable securities in a merger or other acquisition of the company.

If the company is the type that is not likely to go public or be acquired within a reasonable time (i.e., a family-owned or closely-held corporation), it may not be a good investment for you irrespective of its prospects for success because of the lack of opportunity to cash in on the investment. Management of a successful private company may receive a return indefinitely through salaries and bonuses but it is unlikely that there will be profits sufficient to pay dividends commensurate with the risk of the investment.

Conclusion

When successful, small businesses enhance the economy and provide jobs for its citizens. They also provide investment opportunities. However, an opportunity to invest must be considered in light of the inherently risky nature of small business investments.

In considering a small business investment, you should proceed with caution and make an informed investment decision based on your circumstances and expectations. Above all, never invest more than you can afford to lose.

**COMPANION POLICY 45-501CP TO
ONTARIO SECURITIES COMMISSION RULE 45-501
EXEMPT DISTRIBUTIONS**

PART 1 PURPOSE AND DEFINITIONS

- 1.1 Purpose** - This policy statement sets forth the views of the Commission as to the manner in which certain provisions of the Act and the rules relating to the exemptions from the prospectus and registration requirements are to be interpreted and applied.
- 1.2 Definitions** - In this Policy, "private placement exemptions" means the prospectus and registration exemptions available for
- (a) sales of securities of closely-held issuers under section 2.1 of Rule 45-501; and
 - (b) sales of securities to accredited investors under section 2.3 of Rule 45-501.

PART 2 EXEMPTIONS FROM THE REGISTRATION AND PROSPECTUS REQUIREMENTS OF THE ACT

- 2.1 Interaction of Private Placement Exemptions** - The Commission recognizes that a seller of securities may, in connection with any distribution of securities, rely concurrently on more than one private placement exemption. The Commission notes that where the seller is paying or incurring selling or promotional expenses in connection with the distribution, other than for the services of a dealer registered under the Act, the seller may not be able to rely on the exemption in section 2.1. The Commission takes the view that expenses incurred in connection with the preparation and delivery of an offering memorandum do not constitute selling or promotional expenses in this context.

2.2 Accredited Investor Status For Individuals

- (1) Paragraph (m) of the "accredited investor" definition in section 1.1 of Rule 45-501 refers to an individual who beneficially owns, or who together with a spouse beneficially own, financial assets having an aggregate net realizable value that, before taxes but net of any related liabilities, exceeds \$1,000,000. As a general matter, it should not be difficult to determine whether financial assets are beneficially owned by an individual, an individual's spouse, or both, in any particular instance. However, financial assets held in a trust or in other types of investment vehicles for the benefit of an individual may raise questions as to whether the individual beneficially owns the financial assets in the circumstances. The Commission is of the view that the following factors are indicative of beneficial ownership of financial assets:
- (a) physical or a constructive possession of evidence of ownership of the financial asset;
 - (b) entitlement to receipt of any income generated by the financial asset;
 - (c) risk of loss of the value of the financial asset; and
 - (d) the ability to dispose of the financial asset or otherwise deal with it as the individual sees fit.

By way of example, securities held in a self-directed RRSP for the sole benefit of an individual would be beneficially owned by that individual. In general, financial assets in a spousal RRSP would also be included for purposes of the threshold test because paragraph (m) takes into account financial assets owned beneficially by a spouse. However, financial assets held in a group RRSP under which the individual would not have the ability to acquire the financial assets and deal with them directly would not meet this beneficial ownership requirement.

- (2) The Commission notes that paragraphs (m) and (n) of the "accredited investor" definition are designed to treat spouses as an investing unit such that either spouse may qualify as an accredited investor if both spouses, taken together, beneficially own the requisite amount of financial assets or earn the requisite net income. As well, it is the Commission's view that the financial asset test and the net income test prescribed in paragraphs (m) and (n), respectively, are to be applied only at the time of the trade such that there is no obligation on the seller to monitor the purchaser's continuing qualification as an accredited investor after the completion of the trade. Furthermore, the Commission considers that the references to "years" and "current year" in paragraph (n) mean calendar years or current calendar year, as applicable.
- (3) Paragraph (q) of the "accredited investor" definition refers to certain family members of an officer or director of the issuer. The Commission notes that officers and directors of an issuer or its affiliated entities are, in effect, treated as accredited investors under Rule 45-503 Trades to Employees, Executives and Consultants.

2.3 Closely-Held Issuer Exemption

- (1) The exemption in section 2.1 relating to securities of closely-held issuers is available to the closely-held issuer itself in respect of an issue of its own securities and to any holder of the issuer's securities in respect of a sale of the securities. A closely-held issuer may issue its own securities in reliance upon the exemption in section 2.1 so long

as it is able to meet the criteria for the availability of the exemption in that section. In particular, a closely-held issuer may no longer use the closely-held issuer exemption once it has received aggregate proceeds of \$3,000,000 from trades made in reliance upon the exemption. However, a holder of securities of a closely-held issuer may rely upon the exemption in section 2.1 in connection with any resale of the securities so long as the issuer continues to be a closely-held issuer after the resale. The issuer does not cease to be a closely-held issuer solely because it has raised \$3,000,000 in aggregate proceeds using the exemption.

- (2) The Commission notes that a closely-held issuer will generally be in a position to facilitate the use of the exemption in section 2.1 for the resale of its securities by limiting the number of its security holders through, among other things, use of the share transfer restrictions in its constating documents or in an agreement with its shareholders. Once the issuer no longer meets the closely-held issuer definition, a resale of securities distributed under the exemption in section 2.1 may only be made in reliance upon another exemption or by complying with the relevant provisions of Multilateral Instrument 45-102 Resale of Securities ("MI 45-102").
- (3) The Commission notes that the limitation on the use of the closely-held issuer exemption in paragraph (a) of subsection 2.1(1), which refers to aggregate proceeds of \$3,000,000, is based on the aggregate of all proceeds received by the issuer at any time from trades made in reliance upon the exemption in section 2.1. Proceeds received by the issuer from trades made in reliance upon other exemptions, including exemptions available prior to the date when the exemption in section 2.1 first became available, are not relevant. In particular, the proceeds realized by the issuer from trades to accredited investors need not be included in determining whether the \$3,000,000 threshold would be exceeded in respect of any proposed trade under section 2.1. However, if the issuer has not filed a report on Form 45-501F1 in respect of a trade with an accredited investor where such a filing is required, it will be presumed that the trade was made in reliance upon section 2.1, in which case the proceeds of that trade must be counted for purposes of the aggregate proceeds limit.
- (4) The Commission notes that the term "common enterprise" in paragraph (a) of subsection 2.1(1) is intended to operate as an anti-avoidance mechanism to the extent that multiple business entities are organized for the purposes of financing what is essentially a single business enterprise in order to benefit from continued or excessive use of the closely-held issuer exemption. The Commission takes the view that commonality of ownership combined with commonality of business plans will be particularly indicative of a "common enterprise".
- (5) The Commission considers that the reference to "the date of the trade" for purposes of the information statement delivery requirement in subsection 2.1(2) means the settlement date or closing date of the trade, as applicable.

2.4 Sunset of Pooled Fund Rulings – Prior to the implementation of Rule 45-501 on November 30, 2001, the Commission has granted numerous rulings under subsection 74(1) of the Act providing exemptive relief from the prospectus and registration requirements to pooled fund issuers in respect of, among other things, the sale of additional pooled fund interests to investors that previously purchased pooled fund interests under an exemption. In general, these rulings contained a "sunset" provision stating that the ruling would terminate following the adoption of a rule regarding trades in securities of pooled funds. Rule 45-501 contains a "transitional" exemption in section 2.12 that exempts the sale of securities of a private pooled fund to an investor acquiring at least \$150,000 of such securities and, if the fund's adviser is registered under the Act, the sale of additional securities of the same fund to such an investor. The Commission considers that this transitional pooled fund exemption, together with the accredited investor exemption in section 2.3 of Rule 45-501 which exempts sales of securities to certain types of accredited investors, provide adequate transitional relief from the prospectus and registration requirements for trades in pooled fund interests to investors. OSC Rule 81-501 Mutual Fund Reinvestment Plans also continues to apply to securities of pooled funds that are issued to investors under reinvestment plans whereby distributions of income, capital or capital gains to investors are reinvested in additional securities of that pooled fund. Accordingly, the Commission takes the view that the rulings described above expire upon implementation of Rule 45-501. The Commission considers that section 2.12 is a "transitional" exemption that maintains the status quo for pooled funds until such time as the Commission determines the appropriate regulatory regime for pooled funds.

2.5 Trades on an Amalgamation, Arrangement or Specified Statutory Procedure - Clause 72(1)(i) of the Act and section 2.8 of Rule 45-501 provide exemptions for trades in securities in connection with a statutory amalgamation or arrangement or other statutory procedure. The Commission is of the view that the references to statute in these provisions refer to any statute of a jurisdiction or foreign jurisdiction under which the entities involved have been incorporated or created and exist or under which the transaction is taking place.

2.6 Three-Cornered Amalgamations - Certain corporate statutes permit a so-called "three-cornered merger or amalgamation" under which two companies will amalgamate or merge and security holders of the amalgamating or merging entities will receive securities of a third party affiliate of one amalgamating or merging entity. Section 2.8 of Rule 45-501 exempts these trades as the exemption applies to any trade made in connection with an amalgamation or merger.

2.7 Other Exemptions - There are various other exemptions from the prospectus and registration requirements that are available to sellers of securities in prescribed circumstances, including Rule 45-503 Trades to Employees, Executives and Consultants which exempts sales of securities of an issuer to its employees and executives, among others. The Commission notes, in particular, that certain exemptions previously contained in Rule 45-501 as it read when it was originally adopted are now contained in MI 45-102. Market participants engaged in the purchase and sale of securities under exemptions from the prospectus and registration requirements should read MI 45-102 together with Rule 45-501 to

ensure that they have duly considered all regulatory requirements applicable to exempt distributions of securities in Ontario.

- 2.8 Applications for Accredited Investor Recognition** – Paragraph (u) of the "accredited investor" definition in section 1.1 of Rule 45-501 contemplates that a person or company may apply to be recognized by the Commission as an accredited investor. The Commission will consider applications for accredited investor recognition submitted by or on behalf of investors that do not meet any of the other criteria for accredited investor status but nevertheless have the requisite sophistication or financial resources. The Commission has not adopted any specific criteria for granting accredited investor recognition to applicants as the Commission believes that the "accredited investor" definition generally covers all of the types of investors that do not require the protection of the prospectus and registration requirements under the Act. If the Commission considers it appropriate in the circumstances, it may grant accredited investor recognition to an investor on terms and conditions, including a requirement that the investor apply annually for renewal of accredited investor recognition. The Commission notes that section 8.1 of Rule 45-501 provides, as a transitional matter, that a person or company recognized by the Commission as an exempt purchaser will be considered an accredited investor for the remaining term of the recognition order up to one year from the effective date of Rule 45-501. The Commission believes that a person or company previously recognized as an exempt purchaser should have little difficulty qualifying as an accredited investor under Rule 45-501 after its exempt purchaser recognition expires, unless the person or company has experienced a change in its financial circumstances.

PART 3 CERTIFICATION OF FACTUAL MATTERS

- 3.1 Seller's Due Diligence** - It is the seller's responsibility to ensure that its trades in securities are made in compliance with applicable securities laws. In the case of a seller's reliance upon exemptions from the prospectus and registration requirements, the Commission expects that the seller will exercise reasonable diligence for the purposes of determining the availability of the exemption used in any particular circumstances. The Commission will normally be satisfied that a seller has exercised reasonable diligence in relying upon a particular exemption if the seller has obtained statutory declarations or written certifications from the purchasers, unless the seller has knowledge that any facts set out in the declarations or certifications are incorrect. In circumstances where a seller has recently obtained a statutory declaration or a written certification from a purchaser with whom a further trade is being made on an exempt basis, the seller may continue to rely upon the recently obtained statutory declaration or certification unless the seller has reason to believe that the statutory declaration or certification is no longer valid in the circumstances.

PART 4 OFFERING MEMORANDA

4.1 Use of Offering Memoranda in Connection with Private Placements

- (1) Part 4 of Rule 45-501 provides for the application of the statutory right of action referred to in section 130.1 of the Act if an offering memorandum is delivered to a prospective investor in connection with a trade made in reliance upon a prospectus exemption in section 2.1, 2.3, 2.12 or 2.13 of Rule 45-501. In this case, the statutory right of action must be described in the offering memorandum and a copy of the offering memorandum must be delivered to the Commission. With the exception of the government incentive security exemption in section 2.13, there is no obligation to prepare an offering memorandum for use in connection with a trade made in reliance upon the above-noted prospectus exemptions. However, business practice may dictate the preparation of offering material that is delivered voluntarily to purchasers in connection with exempt trades under section 2.1, 2.3, or 2.12. This offering material may constitute an "offering memorandum" as defined in Ontario securities law. The statutory right of rescission or damages applies when the offering memorandum is provided mandatorily in connection with an exempt trade made under section 2.13, or voluntarily in connection with exempt trades made under section 2.1, 2.3 or 2.12, including an exempt trade made under section 2.3 to a government or financial institution that is an accredited investor. However, a document delivered in connection with a sale of securities made otherwise than in reliance upon the above-noted exemptions does not give rise to the statutory right of action or subject the seller to the requirements of Part 4.
- (2) With the exception of an offering memorandum that is provided in respect of a trade in government incentive securities made under the exemption in section 2.13, Ontario securities law generally does not prescribe what an offering memorandum should contain.
- (3) The Commission cautions against the practice of providing preliminary offering material to certain prospective investors before furnishing a "final" offering memorandum unless the material contains a description of the statutory right of action available to purchasers in situations when the statutory right of action applies and a description is required. The only material prepared in connection with the private placement for delivery to investors, other than a "term sheet" (representing a skeletal outline of the features of an issue without dealing extensively with the business and affairs of the issuer), should consist of an offering memorandum describing the statutory right of action and complying in all other respects with Ontario securities law.

PART 5 RESTRICTIONS ON RESALE OF SECURITIES

- 5.1 Incorporation of Multilateral Instrument 45-102 Resale of Securities** - Parts 6 and 8 of the Rule imposes resale restrictions on the first trades in securities distributed under certain exemptions from the prospectus requirements. Different types of resale restrictions are imposed depending upon the nature of the prospectus exemption under which the securities were distributed. In each case, the applicable resale restrictions are incorporated by reference to a specific

section of MI 45-102. Sellers of securities are reminded that these resale restrictions need not apply if the seller is able to rely upon another prospectus exemption in the Act or in a Commission rule in respect of the resale of the securities in question.

PART 6 COMMISSION REVIEW

- 6.1 Review of Offering Material** - Although sellers of securities who rely upon the private placement exemptions are required to deliver to the Commission copies of offering material that they use in connection with the exempt trades if the offering material constitutes an "offering memorandum" as defined in Ontario securities law, the offering material is not generally reviewed or commented upon by Commission staff.
- 6.2 Other Regulatory Approvals** - Given the self-policing nature of exempt distributions and the fact that offering memoranda are not routinely reviewed by Commission staff, the decision relating to the appropriate disclosure in an offering memorandum rests with the issuer, the selling securityholder and their advisors. If Commission staff becomes aware of an offering memorandum that fails to disclose material information relating to the securities that are the subject of the transaction, staff may seek to intervene to effect remedial action.

ONTARIO REGULATION
made under the
SECURITIES ACT

Amending Reg. 1015 of R.R.O. 1990
(General)

Note: Since the end of 2000, Regulation 1015 has been amended by Ontario Regulations 67/01, 91/01, 126/01 and 273/01. Previous amendments are listed in the Table of Regulations published in *The Ontario Gazette* dated January 20, 2001.

1. **Section 149 of Regulation 1015 of the Revised Regulations of Ontario, 1990 is revoked.**
2. **The definition of "COATS security" in section 152 of the Regulation is amended by striking out "or" at the end of clause (d) and adding the following clause:**
 - (d.1) a security of a closely-held issuer as defined in section 1.1 of Ontario Securities Commission Rule 45-501 *Exempt Distributions*, or
3. **Clause 154 (1) (c) of the Regulation is revoked and the following substituted:**
 - (c) a trade made in reliance on an exemption set out in section 2.3 of Ontario Securities Commission Rule 45-501 *Exempt Distributions*.
4. **Clause (i) of the definition of "designated institution" in subsection 204 (1) of the Regulation is revoked and the following substituted:**
 - (i) a company or person, other than an individual, that is an accredited investor as defined in section 1.1 of Ontario Securities Commission Rule 45-501 *Exempt Distributions*,
5. **Section 45 of Schedule 1 to the Regulation is revoked.**
6. **Form 11 of the Regulation is revoked.**
7. **This Regulation comes into force on the day the rule made by the Ontario Securities Commission on September 12, 2001 entitled "Ontario Securities Commission Rule 45-501 *Exempt Distributions*" comes into force.**

Ontario Securities Commission:

"Howard I. Wetston"

"R. Stephen Paddon"

September 12, 2001.

Note: The rule made by the Ontario Securities Commission on September 12, 2001 entitled "Ontario Securities Commission Rule 45-501 *Exempt Distributions*" comes into force on November 30, 2001.

ONTARIO SECURITIES COMMISSION

MULTILATERAL INSTRUMENT 45-102
RESALE OF SECURITIES

PART 1 DEFINITIONS

1.1 Definitions - In this Instrument

"AIF" means an annual information form of an issuer;

"approved rating" means, for a security, a rating at or above one of the following rating categories issued by an approved rating organization for the security or a rating category that preceded or replaces a category listed below:

Approved Rating Organization	Long Term Debt	Short Term Debt	Preferred Shares
Dominion Bond Rating Service Limited	BBB	R-2	Pfd-3
Fitch, Inc.	BBB	F3	BBB
Moody's Investors Service, Inc.	Baa	Prime-3	baa
Standard & Poor's Corporation	BBB	A-3	BBB

"approved rating organization" means each of Dominion Bond Rating Service Limited, Fitch, Inc., Moody's Investors Service, Inc., Standard & Poor's Corporation, and any of their predecessors or successors;

"control distribution" means a trade described in the provisions of securities legislation listed in Appendix A;

"convertible security" means a security of an issuer that is convertible into, or carries the right of the holder to purchase or otherwise acquire, or of the issuer to cause the purchase or acquisition of, a security of the same issuer;

"CPC" means a capital pool company as defined in a CPC instrument and, in Manitoba, a keystone company as defined in Manitoba Securities Commission Rule 44-501 Keystone Companies;

"CPC information circular" means an information circular filed by an issuer and accepted under a CPC instrument in connection with a qualifying transaction;

"CPC instrument" means a rule or regulation of a jurisdiction, or a rule, regulation or policy of an exchange in Canada, that applies only to CPCs;

"current AIF" means

- a) an AIF that is a current AIF filed under NI 44-101 in at least one of the jurisdictions listed in Appendix B,
- b) an AIF that is a "Current AIF" as defined in NP 47 filed under NP 47 in at least one of the jurisdictions listed in Appendix B,
- c) an AIF in the form required by Form 44-101F1 filed in at least one of the jurisdictions listed in Appendix B by an issuer not eligible to use NI 44-101 and containing audited financial statements for the issuer's most recently completed financial year,
- d) an AIF that is a current AIF filed under British Columbia Instrument 45-506 or Alberta Rule 45-501,
- e) a prospectus which has been filed in any jurisdiction that includes audited financial statements for the issuer's most recently completed financial year, other than
 - (i) a short form prospectus filed under NI 44-101,
 - (ii) a short form prospectus filed under NP 47, or
 - (iii) a prospectus filed under a CPC instrument,
- f) a CPC information circular filed in any jurisdiction that includes
 - (i) audited financial statements for the issuer's most recently completed financial year,

- (ii) audited financial statements for the target issuer's most recently completed financial year, and
- (iii) a pro forma balance sheet that gives effect to the qualifying transaction accompanied by a compilation report of an auditor, and
- g) a current annual report on Form 10-K or Form 20-F under the 1934 Act for the issuer's most recently completed financial year filed in any jurisdiction by an issuer that has securities registered under section 12 of the 1934 Act or has a reporting obligation under subsection 15(d) of the 1934 Act;

"distribution date" means

- (a) in respect of a trade that is not a control distribution, the date the security that is the subject of the trade was distributed in reliance on an exemption from the prospectus requirement by the issuer or, in the case of a control distribution, by the selling security holder,
- (b) in respect of a trade that is a control distribution, the date the security that is the subject of the trade was acquired by the selling security holder,
- (c) in respect of a trade of an underlying security that is not a control distribution, the date the convertible security, exchangeable security or multiple convertible security that, directly or indirectly, entitled or required the holder to acquire the underlying security was distributed in reliance on an exemption from the prospectus requirement by the issuer or, in the case of a control distribution, by the selling security holder, or
- (d) in respect of a trade of an underlying security that is a control distribution, the date the convertible security, exchangeable security or multiple convertible security that, directly or indirectly, entitled or required the holder to acquire the underlying security was acquired by the selling security holder;

"exchangeable security" means a security of an issuer that is exchangeable for, or carries the right of the holder to purchase or otherwise acquire, or of the issuer to cause the purchase or acquisition of, a security of another issuer;

"multiple convertible security" means a security of an issuer that is convertible into, or exchangeable for, or carries the right of the holder to purchase or otherwise acquire, or of the issuer to cause the purchase or acquisition of, a convertible security, an exchangeable security or another multiple convertible security;

"NI 13-101" means National Instrument 13-101 System for Electronic Document Analysis and Retrieval (SEDAR);

"NI 43-101" means National Instrument 43-101 Standards of Disclosure for Mineral Projects;

"NI 44-101" means National Instrument 44-101 Short Form Prospectus Distributions;

"NP 47" means National Policy Statement No. 47 Prompt Offering Qualification System;

"NP 2-B" means National Policy Statement No. 2-B Guide for Engineers and Geologists Submitting Oil and Gas Reports to Canadian Provincial Securities Administrators in the form in place on the effective date of this Instrument;

"private company" has the meaning ascribed to that term in securities legislation;

"private issuer" has the meaning ascribed to that term in securities legislation except in Ontario where "private issuer" means a person that

- (a) is not a reporting issuer or a mutual fund,
- (b) is an issuer all of whose issued and outstanding shares
 - (i) are subject to restrictions on transfer contained in the constating documents of the issuer or one or more agreements among the issuer and the holders of its securities; and
 - (ii) are beneficially owned, directly or indirectly, by not more than 50 persons or companies, counting any two or more joint registered holders as one beneficial owner, exclusive of persons
 - (A) that are employed by the issuer or an affiliated entity of the issuer, or
 - (B) that beneficially owned, directly or indirectly, shares of the issuer while employed by it or an affiliated entity of it and at all times since ceasing to be so employed have continued to beneficially own, directly or indirectly, at least one share of the issuer, and
- (c) has not distributed any securities to the public;

"qualified market" means any of

- (a) The Toronto Stock Exchange Inc.,
- (b) Tier 1 or Tier 2 of the Canadian Venture Exchange Inc.,
- (c) Bourse de Montréal Inc.,
- (d) the American Stock Exchange,
- (e) Nasdaq National Market,
- (f) Nasdaq SmallCap Market,
- (g) the New York Stock Exchange,
- (h) the London Stock Exchange Limited, and
- (i) any predecessor or successor to any of the entities referred to in paragraphs (a) through (h);

"qualifying issuer" means an issuer

- (a) that is a reporting issuer in a jurisdiction listed in Appendix B,
- (b) that is an electronic filer under NI 13-101,
- (c) that has a current AIF filed on SEDAR,
- (d) that
 - (i) has a class of equity securities listed or quoted on a qualified market, has not been notified by the qualified market that it does not meet the requirements to maintain that listing or quotation and is not designated inactive, suspended or the equivalent, or
 - (ii) has a class of securities outstanding that has an approved rating,
- (e) if it is not qualified to file a short form prospectus under NI 44-101, or prior to the effective date of NI 44-101 was not qualified to file a short form prospectus under NP 47, and has a mineral project or oil and gas producing activities, including exploration, that has filed with its current AIF, as if the current AIF were a prospectus, technical reports in accordance with NI 43-101 if the current AIF was filed after the effective date of NI 43-101, or a technical report and certificate prepared in accordance with NP 2-B,
- (f) that, if it has received a notice in writing from any regulator that its current AIF, including any technical reports, is unacceptable, has satisfied the regulator that its current AIF is acceptable, and
- (g) that, if it is a CPC, has filed a CPC information circular;

"qualifying transaction" means a transaction that, if completed, would result in the issuer no longer being a CPC;

"SEDAR" has the meaning ascribed to that term in NI 13-101; and

"underlying security" means a security issued or transferred, or to be issued or transferred, in accordance with the terms of a convertible security, an exchangeable security or a multiple convertible security.

PART 2 FIRST TRADES

- 2.1 Application** - Except for sections 2.1, 2.8 and 2.9, this Part does not apply in Manitoba, New Brunswick, Prince Edward Island and the Yukon Territory.
- 2.2 Removal of Resale Provisions** - The provisions in securities legislation listed in Appendix C do not apply.
- 2.3 Section 2.5 Applies** - If a security was distributed under any of the provisions listed in Appendix D, the first trade of that security is subject to section 2.5.
- 2.4 Section 2.6 Applies** - If a security was distributed under any of the provisions listed in Appendix E, the first trade of that security is subject to section 2.6.
- 2.5 Restricted Period**
 - (1) Unless the conditions in subsection (2) or (3) are satisfied, a trade that is specified by section 2.3 or other securities legislation to be subject to this section is a distribution.

- (2) If the issuer of the securities was a qualifying issuer at the distribution date, the conditions are:
1. The issuer is and has been a reporting issuer in a jurisdiction listed in Appendix B for the four months immediately preceding the trade.
 2. At least four months have elapsed from the distribution date.
 3. If the distribution date is on or after the effective date of this Instrument, a certificate representing the securities was issued that carried a legend stating:

"Unless permitted under securities legislation, the holder of the securities shall not trade the securities before [insert the date that is four months and a day after the distribution date]."
 4. The trade is not a control distribution.
 5. No unusual effort is made to prepare the market or to create a demand for the securities that are the subject of the trade.
 6. No extraordinary commission or consideration is paid to a person or company in respect of the trade.
 7. If the selling security holder is an insider or officer of the issuer, the selling security holder has no reasonable grounds to believe that the issuer is in default of securities legislation.
- (3) If the issuer of the securities was not a qualifying issuer at the distribution date, the conditions are:
1. The issuer is and has been a reporting issuer for the 12 months immediately preceding the trade
 - (a) in a jurisdiction listed in Appendix B, if the issuer is an electronic filer under NI 13-101; or
 - (b) in the local jurisdiction of the purchaser of the securities that are the subject of the trade, if the issuer is not an electronic filer under NI 13-101.
 2. At least 12 months have elapsed from the distribution date.
 3. If the distribution date is on or after the effective date of this Instrument, a certificate representing the securities was issued that carried a legend
 - (a) if the issuer is a reporting issuer in a jurisdiction listed in Appendix B and is an electronic filer under NI 13-101 on the distribution date, stating:

"Unless permitted under securities legislation, the holder of the securities shall not trade the securities before [insert the date that is 12 months and a day after the distribution date]."; or
 - (b) if the issuer is not a reporting issuer in a jurisdiction listed in Appendix B at the distribution date, stating:

"Unless permitted under securities legislation, the holder of the securities shall not trade the securities before the earlier of (i) the date that is 12 months and a day after the date the issuer first became a reporting issuer in any of Alberta, British Columbia, Manitoba, Nova Scotia, Ontario, Quebec and Saskatchewan, if the issuer is a SEDAR filer; and (ii) the date that is 12 months and a day after the later of (A) the distribution date, and (B) the date the issuer became a reporting issuer in the local jurisdiction of the purchaser of the securities that are the subject of the trade."
 4. The trade is not a control distribution.
 5. No unusual effort is made to prepare the market or to create a demand for the securities that are the subject of the trade.
 6. No extraordinary commission or consideration is paid to a person or company in respect of the trade.
 7. If the selling security holder is an insider or officer of the issuer, the selling security holder has no reasonable grounds to believe that the issuer is in default of securities legislation.

2.6 Seasoning Period

- (1) Unless the conditions in subsection (3), (4) or (5) are satisfied, a trade that is specified by section 2.4 or other securities legislation to be subject to this section is a distribution.
- (2) The first trade of securities issued by a private company or private issuer made after the issuer has ceased to be a private company or private issuer is a distribution unless the conditions in subsection (4) are satisfied.

- (3) If the issuer of the securities was a qualifying issuer at the distribution date, the conditions are:
1. The issuer is and has been a reporting issuer in a jurisdiction listed in Appendix B for the four months immediately preceding the trade.
 2. The trade is not a control distribution.
 3. No unusual effort is made to prepare the market or to create a demand for the securities that are the subject of the trade.
 4. No extraordinary commission or consideration is paid to a person or company in respect of the trade.
 5. If the selling security holder is an insider or officer of the issuer, the selling security holder has no reasonable grounds to believe that the issuer is in default of securities legislation.
- (4) If the issuer of the securities was not a qualifying issuer at the distribution date, the conditions are:
1. The issuer is and has been a reporting issuer for the 12 months immediately preceding the trade
 - (a) in a jurisdiction listed in Appendix B, if the issuer is an electronic filer under NI 13-101; or
 - (b) in the local jurisdiction of the purchaser of the securities that are the subject of the trade, if the issuer is not an electronic filer under NI 13-101.
 2. The trade is not a control distribution.
 3. No unusual effort is made to prepare the market or to create a demand for the securities that are the subject of the trade.
 4. No extraordinary commission or consideration is paid to a person or company in respect of the trade.
 5. If the selling security holder is an insider or officer of the issuer, the selling security holder has no reasonable grounds to believe that the issuer is in default of securities legislation.
- (5) Despite subsection (4), if
- (a) the selling security holder acquired the securities under any of the provisions listed in Appendix F or a provision of securities legislation that specifies that the first trade of securities distributed to an employee, executive, consultant or administrator is subject to this section, and
 - (b) the issuer of the securities became a qualifying issuer after the distribution date by filing a prospectus in a jurisdiction listed in Appendix B and listing or quoting a class of its equity securities on a qualified market,
- the conditions are the issuer is and has been a reporting issuer in a jurisdiction listed in Appendix B for the four months immediately preceding the trade and the conditions in items (4)2., 3., 4. and 5.

2.7 Filing of Forms 45-102F1 and 45-102F2

- (1) If an issuer ceases to be a private company or private issuer on or after the effective date of this Instrument, the issuer shall file Form 45-102F1.
- (2) If
- (a) an issuer, or a selling security holder in the case of a control distribution, has distributed securities under any of the provisions listed in Appendix D or E or a provision of securities legislation that specifies that the first trade of the securities is subject to section 2.5 or 2.6,
 - (b) the distribution date is on or after the effective date of this Instrument, and
 - (c) the issuer was a qualifying issuer on the distribution date,
- the issuer, or the selling security holder in the case of a control distribution, shall file Form 45-102F2 on or before the tenth day after the distribution date.
- (3) If
- (a) an issuer has distributed securities under any of the provisions listed in Appendix F or a provision of securities legislation that specifies that the first trade of securities distributed to an employee, executive, consultant or administrator is subject to section 2.6,

- (b) the issuer was not a qualifying issuer on the distribution date, and
- (c) the issuer becomes a qualifying issuer on or after the effective date of this Instrument by filing a prospectus in a jurisdiction listed in Appendix B and listing or quoting a class of its equity securities on a qualified market,

the issuer shall file Form 45-102F2.

- (4) The issuer, or the selling security holder in the case of a control distribution, shall file Form 45-102F2 on SEDAR.

2.8 Exemption for a Trade by a Control Person

- (1) The prospectus requirement does not apply to a control distribution, or a distribution by a lender, pledgee, mortgagee or other encumbrancer for the purpose of liquidating a debt made in good faith by selling or offering for sale a security pledged, mortgaged or otherwise encumbered in good faith as collateral for the debt if the security was acquired by the lender, pledgee, mortgagee or other encumbrancer in a control distribution, if the conditions in subsections (2) or (3) are satisfied.
- (2) If the issuer of the securities was a qualifying issuer at the distribution date, the conditions are:
 - 1. The issuer is and has been a reporting issuer in a jurisdiction listed in Appendix B for the four months immediately preceding the trade.
 - 2. The selling security holder, or the lender, pledgee, mortgagee or other encumbrancer if the distribution is for the purpose of liquidating a debt, has held the securities for at least four months.
 - 3. No unusual effort is made to prepare the market or to create a demand for the securities that are the subject of the trade.
 - 4. No extraordinary commission or consideration is paid to a person or company in respect of the trade.
 - 5. The selling security holder has no reasonable grounds to believe that the issuer is in default of securities legislation.
- (3) If the issuer of the securities was not a qualifying issuer at the distribution date, the conditions are:
 - 1. The issuer is and has been a reporting issuer for the 12 months immediately preceding the trade
 - (a) in a jurisdiction listed in Appendix B, if the issuer is an electronic filer under NI 13-101; or
 - (b) in the local jurisdiction of the purchaser of the securities that are the subject of the trade, if the issuer is not an electronic filer under NI 13-101.
 - 2. No unusual effort is made to prepare the market or to create a demand for the securities that are the subject of the trade.
 - 3. No extraordinary commission or consideration is paid to a person or company in respect of the trade.
 - 4. The selling security holder has no reasonable grounds to believe that the issuer is in default of securities legislation.
 - 5. The selling security holder, or the lender, pledgee, mortgagee or other encumbrancer if the distribution is for the purpose of liquidating a debt has held the securities for
 - (a) at least 12 months, if the securities were distributed to the selling security holder under any of the provisions listed in Appendix D or a provision of securities legislation that specifies that the first trade of the securities is subject to section 2.5, and
 - (b) in all other cases, at least six months.
- (4) The selling security holder, or the lender, pledgee, mortgagee or other encumbrancer if the distribution is for the purpose of liquidating a debt, under subsection (2) or (3) shall
 - (a) sign and file Form 45-102F3 at the times set out in subsections (6) and (7), and
 - (b) file, within three days after the completion of any trade, a report of the trade in the form required to be filed by a person or company in order to comply with the insider reporting requirements.
- (5) A person or company required to file Form 45-102F3 shall sign the form no earlier than one business day before its filing.

- (6) Subject to subsections (7) and (8), a person or company required to file Form 45-102F3 shall file the form
 - (a) at least seven days and not more than 14 days before the first trade that forms part of the distribution,
 - (b) on the 60th day after the date of filing under paragraph (a), and
 - (c) thereafter at the end of each 28 day period.
- (7) Subject to subsection (8), if a person or company has filed a Form 23 Notice of Intention to Distribute Securities or equivalent form before the effective date of this Instrument, the person or company shall file Form 45-102F3
 - (a) on the 60th day after the date of filing of the Form 23 or equivalent form, and thereafter at the end of each 28 day period, or
 - (b) on the 28th day after the date of filing of the renewal Form 23 or equivalent form, and thereafter at the end of each 28 day period, if a renewal form has been filed before the effective date of this Instrument.
- (8) A person or company is not required to file Form 45-102F3 under paragraph 6(b), 6(c), 7(a) or 7(b) if
 - (a) all of the securities specified under the original form have been sold, or
 - (b) a notice has been filed in the jurisdictions in which a Form 45-102F3 would otherwise have been filed, which states that the securities specified under the original form, or the unsold part, are no longer for sale.

2.9 Determining Time Periods

- (1) In determining the period of time that an issuer has been a reporting issuer for the purposes of section 2.6 or 2.8, in the case of securities distributed under any of the provisions listed in Appendix G, the period of time that one of the amalgamating, merging or continuing issuers was a reporting issuer immediately before the amalgamation, merger or continuation may be included.
- (2) In determining the period of time that a selling security holder has held a security for the purposes of section 2.5 or 2.8, if the security was acquired by the selling security holder from an affiliate of the selling security holder, the period of time that the security had been held by the affiliate before the transfer to the selling security holder may be included.
- (3) In determining the period of time that a selling security holder has held an underlying security for the purposes of section 2.8, the period of time the selling security holder has held the convertible security, exchangeable security or multiple convertible security may be included.
- (4) In determining the period of time that a lender, pledgee, mortgagee or other encumbrancer has held a security under item 2.8(2)2. or 2.8(3)5., the period of time the security has been held by the debtor may be included.
- (5) In determining the period of time that a lender, pledgee, mortgagee or other encumbrancer has held an underlying security under item 2.8(2)2. or 2.8(3)5., the period of time the convertible security, exchangeable security or multiple convertible security has been held by the debtor may be included.

2.10 Exemption for a Trade in an Underlying Security if the Convertible Security, Exchangeable Security or Multiple Convertible Security is Qualified by a Prospectus - Section 2.6 does not apply to a trade in an underlying security issued or transferred under the terms of a convertible security, exchangeable security or multiple convertible security if

- (a) a receipt was obtained for a prospectus qualifying the distribution of the convertible security, exchangeable security or multiple convertible security;
- (b) the trade is not a control distribution; and
- (c) the issuer of the underlying security is a reporting issuer at the time of the trade.

2.11 Exemption for a Trade in a Security Acquired in a Take-over Bid or Issuer Bid - Section 2.6 does not apply to a trade of a security of an offeror acquired by the selling security holder upon the exchange by or for the account of the offeror with the security holders of the offeree issuer in connection with a take-over bid or issuer bid if

- (a) when the exemption from the prospectus requirement was relied upon, a securities exchange take-over bid circular or securities exchange issuer bid circular relating to the distribution of the securities was filed by the offeror on SEDAR;
- (b) the trade is not a control distribution; and
- (c) the offeror was a reporting issuer on the date securities of the offeree issuer are first taken up under the take-over bid or issuer bid.

2.12 Exemption for a Trade in an Underlying Security if the Convertible Security, Exchangeable Security or Multiple Convertible Security is Qualified by a Securities Exchange Take-over Bid Circular or Issuer Bid Circular - Section 2.6 does not apply to a trade in an underlying security issued or transferred under the terms of a convertible security, exchangeable security or multiple convertible security if

- (a) when the exemption from the prospectus requirement was relied upon, a securities exchange take-over bid circular or a securities exchange issuer bid circular relating to the distribution of the convertible security, exchangeable security or multiple convertible security was filed by the offeror on SEDAR;
- (b) the trade is not a control distribution;
- (c) the offeror was a reporting issuer on the date securities of the offeree issuer are first taken up under the take-over bid or issuer bid; and
- (d) the issuer of the underlying security is a reporting issuer at the time of the trade.

2.13 Trades by Underwriters - A trade by an underwriter of securities distributed under any of the provisions listed in Appendix H is a distribution.

2.14 First Trades in Securities of a Non-Reporting Issuer Distributed under a Prospectus Exemption

- (1) The prospectus requirement does not apply to the first trade of a security distributed under an exemption from the prospectus requirement if
 - (a) the issuer of the security was not a reporting issuer in any jurisdiction at the distribution date;
 - (b) at the distribution date, after giving effect to the issue of the security and any other securities of the same class or series that were issued at the same time as or as part of the same distribution as the security, residents of Canada
 - (i) did not own directly or indirectly more than 10 percent of the outstanding securities of the class or series, and
 - (ii) did not represent in number more than 10 percent of the total number of owners directly or indirectly of securities of the class or series; and
 - (c) the trade is made
 - (i) through an exchange, or a market, outside of Canada, or
 - (ii) to a person or company outside of Canada;
- (2) The prospectus requirement does not apply to the first trade of an underlying security if
 - (a) the convertible security, exchangeable security or multiple convertible security that, directly or indirectly, entitled or required the holder to acquire the underlying security was distributed under an exemption from the prospectus requirement;
 - (b) the issuer of the underlying security was not a reporting issuer in any jurisdiction at the distribution date of the convertible security, exchangeable security or multiple convertible security;
 - (c) the conditions in paragraph (1)(b) would have been satisfied for the underlying security at the time of the initial distribution of the convertible security, exchangeable security or multiple convertible security; and
 - (d) the condition in paragraph (1)(c) is satisfied.

PART 3 CURRENT AIF FILING REQUIREMENTS
3.1 Current AIF

- (1) An issuer that has not filed an AIF
 - (a) under NI 44-101, or
 - (b) prior to the effective date of NI 44-101, under NP 47
 may file a current AIF under this Instrument at any time.
- (2) An issuer filing a current AIF as defined in paragraphs (c), (d), (e), (f) or (g) of the definition of current AIF shall file a notice on SEDAR
 - (a) advising that it has filed a current AIF, and

- (b) identifying the SEDAR project number under which the current AIF was filed.

PART 4 EXEMPTION

4.1 Exemption

- (1) The regulator or the securities regulatory authority may grant an exemption from this Instrument, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.
- (2) Despite subsection (1), in Ontario, only the regulator may grant such an exemption.

PART 5 EFFECTIVE DATE

Effective Date - This Instrument comes into force on November 30, 2001.

APPENDIX A TO MULTILATERAL INSTRUMENT 45-102 RESALE OF SECURITIES

CONTROL DISTRIBUTIONS

JURISDICTION	SECURITIES LEGISLATION REFERENCE
Alberta	Sections 1(c.2) and 1(f)(iii) of the <i>Securities Act</i> (Alberta)
British Columbia	Paragraph (c) of the definition of "distribution" contained in section 1(1) of the <i>Securities Act</i> (British Columbia)
Manitoba	Paragraph (b) of the definition of "primary distribution to the public" contained in subsection 1(1) of the <i>Securities Act</i> (Manitoba)
Newfoundland	Clause 2(1)(l)(iii) of the <i>Securities Act</i> (Newfoundland)
Northwest Territories	Definition of "control person" and paragraph (iii) of the definition of "distribution" contained in subsection 1(1) of Blanket Order No. 1 of the Registrar of Securities.
Nova Scotia	Clause 2(1)(l)(iii) of the <i>Securities Act</i> (Nova Scotia)
Nunavut	Definition of "control person" and paragraph (iii) of the definition of "distribution" contained in subsection 1(1) of Blanket Order No. 1 of the Registrar of Securities.
Ontario	Paragraph (c) of the definition of "distribution" contained in subsection 1(1) of the <i>Securities Act</i> (Ontario)
Saskatchewan	Subclauses 2(1)(r)(iii), (iv) and (v) of <i>The Securities Act, 1988</i> (Saskatchewan)

APPENDIX B TO MULTILATERAL INSTRUMENT 45-102 RESALE OF SECURITIES

REPORTING ISSUER JURISDICTIONS

Alberta
British Columbia

Manitoba

Nova Scotia

Ontario

Quebec

Saskatchewan

APPENDIX C TO

**MULTILATERAL INSTRUMENT 45-102
RESALE OF SECURITIES**

**NON-APPLICABLE RESALE PROVISIONS
(Section 2.2)**

JURISDICTION	SECURITIES LEGISLATION REFERENCE
Alberta	Sections 109, 109.1, 110, 110.1, 110.2, 111 with respect to underwriters and 112 of the <i>Securities Act</i> (Alberta)
Nova Scotia	Subsections 77(5), 77(6), 77(7), 77(7A), 77(7B), 77(8), 77(9), 77(10)(a) and 77(11) of the <i>Securities Act</i> (Nova Scotia)
Ontario	Subsections 72(4) (except as referred to in Rule 45-503 Trades to Employees, Executives and Consultants), 72(5), 72(6) as it relates to clause 72(1)(r), and 72(7) of the <i>Securities Act</i> (Ontario)

**APPENDIX D
TO
MULTILATERAL INSTRUMENT 45-102
RESALE OF SECURITIES**

**RESTRICTED PERIOD TRADES
(Section 2.3)**

Sections 107(1)(a), (b), (c), (d), (l), (m), (p), (q), (t), (t.1), (u) and (z) of the *Securities Act* (Alberta), and section 107(1)(f)(iii) of the *Securities Act* (Alberta) if the right to purchase, convert or exchange was previously acquired under one of the above-listed exemptions under the *Securities Act* (Alberta)

Sections 74(2)(1) to (6), (16), (18), (19), (23) and (25) of the *Securities Act* (British Columbia)

Sections 128(a), (b), (c), (e), (f) and (h) of the *Securities Rules* (British Columbia)

Sections 74(2)(11)(ii) and 74(2)(13) of the *Securities Act* (British Columbia) if the security acquired by the selling security holder was initially acquired by a person or company under any of the sections of the *Securities Act* (British Columbia), or the *Securities Rules* (British Columbia) referred to in this Appendix

Section 74(2)(12) of the *Securities Act* (British Columbia) if the security acquired by the selling security holder under the realization on collateral was initially acquired by a person or company under any of the sections of the *Securities Act* (British Columbia) or the *Securities Rules* (British Columbia) referred to in this Appendix

Clauses 73(1)(a), (b), (c), (d), (l), (m), (p) and (q) of the *Securities Act* (Newfoundland) and subclause 73(1)(f)(iii) of the *Securities Act* (Newfoundland) if the right to purchase, convert or exchange was previously acquired under one of the above listed exemptions under the *Securities Act* (Newfoundland)

Paragraphs 3(a), (b), (c), (k), (l), (m), (r), (s), (t), (u), (w) and (z), and clause 3(e)(iii) of Blanket Order No. 1 of the Registrar of Securities (Northwest Territories)

Clauses 77(1)(a), (b), (c), (d), (l), (m), (p), (q), (u), (w), (y), (ab) and (ad) of the *Securities Act* (Nova Scotia), and subclause 77(1)(f)(iii) of the *Securities Act* (Nova Scotia) if the right to purchase, convert or exchange was previously acquired under one of the above listed exemptions under the *Securities Act* (Nova Scotia)

Paragraphs 3(a), (b), (c), (k), (l), (m), (r), (s), (t), (u), (w) and (z), and clause 3(e)(iii) of Blanket Order No.1 of the Registrar of Securities (Nunavut)

Clauses 72(1)(a), (b), (c), (d), (l), (m), (p) and (q) of the *Securities Act* (Ontario) and subclause 72(1)(f)(iii) of the *Securities Act* (Ontario) if the right to purchase, convert or exchange was previously acquired under one of the above-listed exemptions under the *Securities Act* (Ontario)

Clauses 81(1)(a), (b), (c), (d), (m), (n), (s), (t), (v), (w), (z), (bb) and (ee) of *The Securities Act, 1988* (Saskatchewan)

Subclauses 81(1)(f)(iii) and (iv) of *The Securities Act, 1988* (Saskatchewan) if the convertible security, exchangeable security or multiple convertible security was acquired under one of the exemptions of *The Securities Act, 1988* (Saskatchewan) referred to in this Appendix

Clause 81(1)(e) of *The Securities Act, 1988* (Saskatchewan) if the person or company from whom the securities were acquired obtained the securities under one of the exemptions of *The Securities Act, 1988* (Saskatchewan) referred to in this Appendix.

**APPENDIX E
TO
MULTILATERAL INSTRUMENT 45-102**

RESALE OF SECURITIES**SEASONING PERIOD TRADES**

(Section 2.4)

Sections 107(1)(f) if not included in Appendix D of this Instrument, (i), (j), (j.1), (k), (k.1) prior to its repeal by section 5 of the *Securities Amendment Act, 1989* (Alberta), and (n) of the *Securities Act* (Alberta)

Sections 74(2)(7) to (11), (13), (22) and (24) of the *Securities Act* (British Columbia)

Section 128(g) of the *Securities Rules* (British Columbia)

Section 74(2)(12) of the *Securities Act* (British Columbia), if the security acquired by the selling security holder under the realization on collateral was initially acquired by a person or company under any of the sections of the *Securities Act* (British Columbia) or the *Securities Rules* (British Columbia) referred to in this Appendix

Clauses 73(1)(f) if not included in Appendix D of this Instrument, (i), (j), (k) and (n) of the *Securities Act* (Newfoundland)

Clauses 3(e)(i) and (ii) and paragraphs 3(f), (g), (h), (i), (n), (x), (y) and (mm) of Blanket Order No. 1 of the Registrar of Securities (Northwest Territories)

Clause 77(1)(f) of the *Securities Act* (Nova Scotia) if not included in Appendix D of this Instrument, and clauses 77(1)(h), (i), (j), (k), (n), (v), (va), (ac), (ae) and (af) of the *Securities Act* (Nova Scotia), and clause 78(1)(a) of the *Securities Act* (Nova Scotia) as it relates to clause 41(2)(j) of the *Securities Act* (Nova Scotia) and Blanket Order No. 5A

Clauses 3(e)(i) and (ii) and paragraphs 3(f), (g), (h), (i), (n), (x), (y) and (mm) of Blanket Order No. 1 of the Registrar of Securities (Nunavut)

Clauses 72(1)(f), (i), (j), (k) and (n) of the *Securities Act* (Ontario), except for a trade made under subclause 72(1)(f)(iii) of the *Securities Act* (Ontario) that is

- (i) included in Appendix D of this Instrument,
- (ii) to an associated consultant or investor consultant as defined in Ontario Securities Commission Rule 45-503 Trades to Employees, Executives and Consultants, or
- (iii) contemplated by section 6.5 of Ontario Securities Commission Rule 45-501 Exempt Distributions

Clauses 81(1)(a.1), (e) if not included in Appendix D of this Instrument, (f) if not included in Appendix D of this Instrument, (f.1), (g), (h), (i), (i.1), (j), (k), (o), (cc) and (dd) of *The Securities Act, 1988* (Saskatchewan)

**APPENDIX F
TO
MULTILATERAL INSTRUMENT 45-102
RESALE OF SECURITIES**

**EMPLOYEE TRADES
(Section 2.6)**

Sections 107(1)(f)(iii) (if the convertible security was distributed under section 107(1)(n)) and (n) of the *Securities Act* (Alberta)

Sections 74(2)(9) and 74(2)(11)(iii) (if the convertible security was distributed under section 74(2)(9) of the *Securities Act* (British Columbia) or under British Columbia Instrument 45-507 Trades to Employees, Executives and Consultants (other than to an associated consultant or investor consultant)) of the *Securities Act* (British Columbia)

Sections 73(1)(f)(iii) (if the convertible security was distributed under section 73(1)(n)) and (n) of the *Securities Act* (Newfoundland)

Paragraphs 3(e) (if the convertible security was distributed under paragraph 3(n)) and (n) of Blanket Order No. 1 of the Registrar of Securities (Northwest Territories)

Subclause 77(1)(f)(iii) (if the convertible security was distributed under clause 77(1)(n)) and clause 77(1)(n) of the *Securities Act* (Nova Scotia) and Blanket Order No. 5A

Paragraphs 3(e) (if the convertible security was distributed under paragraph 3(n)) and (n) of Blanket Order No. 1 of the Registrar of Securities (Nunavut)

Subclause 72(1)(f)(iii) (if the convertible security was distributed under clause 72(1)(n) of the *Securities Act* (Ontario) or under Ontario Securities Commission Rule 45-503 Trades to Employees, Executives and Consultants (other than to an associated consultant or investor consultant)) and clause 72(1)(n) of the *Securities Act* (Ontario)

Subclause 81(1)(f)(iii) (if the convertible security was distributed under clause 81(1)(o)) and clause 81(1)(o) of *The Securities Act, 1988* (Saskatchewan)

**APPENDIX G
TO
MULTILATERAL INSTRUMENT 45-102
RESALE OF SECURITIES**

**AMALGAMATIONS OR MERGERS
(Section 2.9)**

Section 107(1)(i) of the *Securities Act* (Alberta)
Section 74(2)(8) of the *Securities Act* (British Columbia)
Clause 58(1)(b) of the *Securities Act* (Manitoba)
Clause 73(1)(i) of the *Securities Act* (Newfoundland)
Paragraph 3(g) of Blanket Order No.1 of the Registrar of Securities (Northwest Territories)
Clause 77(1)(i) of the *Securities Act* (Nova Scotia)
Paragraph 3(g) of Blanket Order No. 1 of the Registrar of Securities (Nunavut)
Clause 72(1)(i) of the *Securities Act* (Ontario) and section 2.8 of Rule 45-501 Exempt Distributions
Clause 2(3)(k) of the *Securities Act* (Prince Edward Island)
Clause 81(1)(i) of *The Securities Act, 1988* (Saskatchewan)

**APPENDIX H
TO
MULTILATERAL INSTRUMENT 45-102
RESALE OF SECURITIES**

**UNDERWRITERS
(Section 2.13)**

Section 107(1)(u.1) of the *Securities Act* (Alberta)
Section 74(2)(15) of the *Securities Act* (British Columbia)
Clause 73(1)(r) of the *Securities Act* (Newfoundland)
Paragraph 3(v) of Blanket Order No.1 of the Registrar of Securities (Northwest Territories)
Clause 77(1)(r) of the *Securities Act* (Nova Scotia)
Paragraph 3(v) of Blanket Order No. 1 of the Registrar of Securities (Nunavut)
Clause 72(1)(r) of the *Securities Act* (Ontario)
Clause 81(1)(u) of *The Securities Act, 1988* (Saskatchewan)

FORM 45-102F1

**Report Made under Subsection 2.7(1) of Multilateral Instrument 45-102 Resale of Securities with respect to an Issuer that
has Ceased to be a Private Company or Private Issuer**

1. Name and address of the issuer that has ceased to be a private company or private issuer.
2. Date when the issuer ceased to be a private company or private issuer.
3. Jurisdiction of incorporation, organization or continuation of the issuer.
4. List, as of the time immediately before the issuer ceased to be a private company or private issuer, the number or amount and designation of the authorized and outstanding securities of each class of securities of the issuer.
5. Particulars of the outstanding securities.

Name of Owner of Securities
and Municipality and Jurisdiction
of Residence

Number or Amount

Designation of Securities

If, after reasonable effort, it was not possible to identify the beneficial owner, explain why and disclose the registered owner.

6. The issuer has prepared, certified and delivered to the securities regulatory authority a statement containing the full legal name of, the full residential address of, and the number or amount and designation of securities of the issuer held by, each person or company who was a beneficial owner of securities of the issuer immediately before the issuer ceased to be a private company or private issuer and, if, after reasonable effort, it was not possible to identify the beneficial owner at the time the statement was delivered, has explained why.

(Make certain the totals as to beneficial and as to registered owners given in this item reconcile, in each case, with the totals given in items 4 and 5.)

7. The undersigned certifies that the information given in this report is true and complete in every respect.

Date

.....
(name of issuer that has ceased to be a private company or
private issuer)

By:
(signature)

.....
(official capacity)

.....
(name of individual whose signature appears above)

INSTRUCTION:

If the issuer ceases to be a private company or private issuer on or after the effective date of Multilateral Instrument 45-102, file this form with the securities regulatory authority in each jurisdiction in which the issuer has ceased to be a private company or private issuer and section 2.7 of Multilateral Instrument 45-102 has been implemented. Section 2.7 has been implemented in Alberta, British Columbia, Newfoundland, Northwest Territories, Nova Scotia, Nunavut, Ontario and Saskatchewan.

Notice - Collection and Use of Personal Information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities set out below for the purposes of the administration and enforcement of the securities legislation in Alberta, British Columbia, Newfoundland, Northwest Territories, Nova Scotia, Nunavut, Ontario and Saskatchewan. All of the information required under this form, except for the information contained in the statement required under item 6, is made available to the public pursuant to Multilateral Instrument 45-102 and the securities legislation in each of the jurisdictions indicated above. If you have any questions about the collection and use of this information, contact the securities regulatory authorities in the jurisdiction(s) in which the form is filed, at the address(es) set out below.

Alberta Securities Commission

4th Floor, 300 - 4th Avenue SW
Calgary, AB T2P 3C4
Attention: Information Officer
Telephone: (403) 297-6454
Facsimile: (403) 297-6156

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, B.C. V7Y 1L2
Attention: Manager, Financial and Insider Reporting
Telephone: (604) 899-6730 or (800) 373-6393 (in B.C.)
Facsimile: (604) 899-6506

Securities Commission of Newfoundland

P.O. Box 8700
2nd Floor, West Block
Confederation Building
75 O'Leary Avenue
St. John's NFLD A1B 4J6

Attention: Director of Securities
Telephone: (709) 729-4189
Facsimile: (709) 729-6187

Department of Justice, Northwest Territories

Legal Registries

P.O. Box 1320
1st Floor, 5009-49th Street
Yellowknife, NWT X1A 2L9
Attention: Director, Legal Registries
Telephone: (867) 873-7490
Facsimile: (867) 873-0243

Nova Scotia Securities Commission

2nd Floor, Joseph Howe Building
1690 Hollis Street
Halifax, NS B3J 3J9
Attention: Corporate Finance
Telephone: (902) 424-7768
Facsimile: (902) 424-4625

Department of Justice, Nunavut

Legal Registries Division

P.O. Box 1000 - Station 570
1st Floor, Brown Building
Iqaluit, NT X0A 0H0
Attention: Director, Legal Registries Division
Telephone: (867) 975-6190
Facsimile: (867) 975-6194

Ontario Securities Commission

Suite 1903, Box 55
20 Queen Street West
Toronto, ON M5H 3S8
Attention: Administrative Assistant to the Director of Corporate Finance
Telephone: (416) 593-8200
Facsimile: (416) 593-8177

Saskatchewan Securities Commission

800 - 1920 Broad Street
Regina, SK S4P 3V7
Attention: Deputy Director, Legal
Telephone: (306) 787-5879
Facsimile: (306) 787-5899

FORM 45-102F2

**Certificate under Subsection 2.7(2) or (3) of
Multilateral Instrument 45-102 Resale of Securities**

Complete 1. or 2.

1. *[Name of Issuer or Selling Security Holder]* has distributed securities under a provision listed in Appendix D or E to Multilateral Instrument 45-102 or a provision of securities legislation that specifies that the first trade of the securities is subject to section 2.5 or 2.6 of Multilateral Instrument 45-102 and hereby certifies that in respect of a distribution on *[date]* of *[amount or number and type of securities]* of *[Name of Issuer]*, *[Name of Issuer]* was a qualifying issuer within the meaning of Multilateral Instrument 45-102 Resale of Securities at the distribution date.
2. *[Name of Issuer]* has distributed securities under a provision listed in Appendix F to Multilateral Instrument 45-102 or a provision of securities legislation that specifies that the first trade of securities distributed to an employee, executive, consultant or administrator is subject to section 2.6 of Multilateral Instrument 45-102 and hereby certifies that in respect of a distribution on *[date]* of *[amount or number and type of securities]* of *[Name of Issuer]*, *[Name of Issuer]* became after the distribution date by filing a prospectus in a jurisdiction listed in Appendix B to Multilateral Instrument 45-102 and listing or quoting a class of its equity securities on a qualified market, and now is, a qualifying issuer within the meaning of Multilateral Instrument 45-102.

DATED at _____ this _____ day of _____, 2____.

[Name of Issuer or Selling Security Holder]

By: _____
 [*type name*]
 [*title*]

INSTRUCTIONS:

1. If the distribution date is on or after the effective date of Multilateral Instrument 45-102 and the issuer or selling security holder has completed 1. above, file this form on or before the tenth day after the distribution date with the securities regulatory authority in each jurisdiction in which a purchaser of the securities is located and section 2.7 of Multilateral Instrument 45-102 has been implemented. Section 2.7 has been implemented in Alberta, British Columbia, Newfoundland, Northwest Territories, Nova Scotia, Nunavut, Ontario and Saskatchewan.
2. If the issuer has completed 2. above, file this form with the securities regulatory authority in each jurisdiction in which a purchaser of the securities is located and section 2.7 of Multilateral Instrument 45-102 has been implemented.

FORM 45-102F3

**Notice of Intention to Distribute Securities and Accompanying
 Declaration under Section 2.8 of Multilateral Instrument 45-102 Resale of Securities**

1. Name and address of reporting issuer
2. Date and jurisdictions where issuer became a reporting issuer
 Date Jurisdiction
 ...
 ...
3. Name and address of the selling security holder
4. State whether the selling security holder is an insider or officer of the issuer. (if an officer state title).
5. Amount or number and designation of securities of the issuer beneficially owned, directly or indirectly, by the selling security holder.
6. Amount or number and designation of securities of the issuer proposed to be sold by the selling security holder.
7. State, to the extent known to the selling security holder, the following particulars about the control position of the issuer: name(s), securities of the issuer held, offices or positions with the issuer or selling security holder and any other material particular regarding such control position.
8. State whether the securities will be distributed privately or on an exchange or a market (state name of exchange or market).
9. Proposed date of sale or date of commencement of sale.
10. If the selling security holder is a lender, pledgee, mortgagee or other encumbrancer selling securities distributed under an exemption in securities legislation from the prospectus requirement for a trade to a lender, pledgee, mortgagee or other encumbrancer from the holdings of a control person for the purpose of giving collateral for a debt made in good faith, state the date and amount of the loan, pledge, mortgage or other encumbrance, reasons for liquidating the debt and the circumstances of default.
11. State the date that the selling security holder or lender, pledgee, mortgagee or other encumbrancer acquired the securities.
12. If this Form is not an initial filing, provide the following information:
 - (a) date of filing of the initial Form 45-102F3
 - (b) date of the most recently filed renewal Form 45-102F3
 - (c) number of securities proposed to be sold as stated in the initial Form 45-102F3
 - (d) number of securities sold from the date of the initial Form 45-102F3 to the date of this renewal Form 45-102F3
 - (e) number of securities proposed to be sold, as stated in the initial Form 45-102F3, that are no longer for sale
 - (f) number of securities remaining for sale

Declaration, Certificate and Undertaking

The selling security holder for whose account the securities are to be sold, and to which this certificate relates, hereby:

- (1) declares that the selling security holder has no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed;
- (2) declares that to the best of the selling security holder's information and belief:
 - (a) no unusual effort has been made to prepare the market or to create a demand for the securities to be sold and no extraordinary commission or other consideration has been paid in respect of such trade,
 - (b) the transaction to which this notice of intention and declaration relate is an arm's length transaction made in good faith, and
 - (c) the securities have been held for the period of time required under section 2.8 of Multilateral Instrument 45-102 Resale of Securities and the other conditions of the applicable subsection of that section have been met;
- (3) undertakes that no unusual effort will be made to prepare the market or to create a demand for the securities to be sold and no extraordinary commission or other consideration will be paid in respect of such trade;
- (4) undertakes that this Form will be renewed and filed on the 60th day after the date of filing this Form and thereafter at the end of each 28 day period; and
- (5) certifies that the information given in the answers to the questions in this Form are true.

Date

.....
(name of selling security holder)

By:.....
(signature of selling security holder, and if a company, signature
of authorised signatory)

.....
(name and office of authorised signatory)

INSTRUCTION:

File this form with the securities regulatory authority in each jurisdiction in which the securities are being distributed and with the exchange in Canada on which the securities that are the subject of the distribution are listed.

Notice - Collection and Use of Personal Information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities set out below for the purposes of the administration and enforcement of the securities legislation in Alberta, British Columbia, Newfoundland, Northwest Territories, Nova Scotia, Nunavut, Ontario and Saskatchewan. All of the information required under this form is made available to the public pursuant to Multilateral Instrument 45-102 and the securities legislation in each of the jurisdictions indicated above. If you have any questions about the collection and use of this information, contact the securities regulatory authorities in the jurisdiction(s) in which the form is filed, at the address(es) set out below.

Alberta Securities Commission

4th Floor, 300 - 4th Avenue SW
Calgary, AB T2P 3C4
Attention: Information Officer
Telephone: (403) 297-6454
Facsimile: (403) 297-6156

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, B.C. V7Y 1L2
Attention: Manager, Financial and Insider Reporting
Telephone: (604) 899-6730 or (800) 373-6393 (in B.C.)
Facsimile: (604) 899-6506

Securities Commission of Newfoundland

P.O. Box 8700
2nd Floor, West Block
Confederation Building
75 O'Leary Avenue
St. John's NFLD A1B 4J6

Attention: Director of Securities
Telephone: (709) 729-4189
Facsimile: (709) 729-6187

Department of Justice, Northwest Territories

Legal Registries

P.O. Box 1320
1st Floor, 5009-49th Street
Yellowknife, NWT X1A 2L9
Attention: Director, Legal Registries
Telephone: (867) 873-7490
Facsimile: (867) 873-0243

Nova Scotia Securities Commission

2nd Floor, Joseph Howe Building
1690 Hollis Street
Halifax, NS B3J 3J9
Attention: Corporate Finance
Telephone: (902) 424-7768
Facsimile: (902) 424-4625

Department of Justice, Nunavut

Legal Registries Division

P.O. Box 1000 - Station 570
1st Floor, Brown Building
Iqaluit, NT X0A 0H0
Attention: Director, Legal Registries Division
Telephone: (867) 975-6190
Facsimile: (867) 975-6194

Ontario Securities Commission

Suite 1903, Box 55
20 Queen Street West
Toronto, ON M5H 3S8
Attention: Administrative Assistant to the Director of Corporate Finance
Telephone: (416) 593-8200
Facsimile: (416) 593-8177

Saskatchewan Securities Commission

800 - 1920 Broad Street
Regina, SK S4P 3V7
Attention: Deputy Director, Legal
Telephone: (306) 787-5879
Facsimile: (306) 787-5899

**COMPANION POLICY 45-102CP
TO MULTILATERAL INSTRUMENT 45-102
RESALE OF SECURITIES**

PART 1 APPLICATION

1.1 Application

- (1) Multilateral Instrument 45-102 ("MI 45-102") has been implemented in all jurisdictions except Quebec.
- (2) Except for sections 2.1, 2.8 and 2.9, Part 2 of MI 45-102 does not apply in Manitoba, New Brunswick, Prince Edward Island and the Yukon Territory.

1.2 Purpose

- (1) MI 45-102 provides that first trades of securities distributed under certain exemptions from the prospectus requirement are distributions unless certain conditions are met. The conditions impose restrictions on the resale of the securities. If the securities were distributed under any of the provisions listed in Appendix D to MI 45-102, the conditions include that the issuer is and has been a reporting issuer for a seasoning period and that a restricted period has elapsed from the date of the initial distribution. If the securities were distributed under any of the provisions listed in Appendix E to MI 45-102, the conditions include that the issuer is and has been a reporting issuer for a seasoning period. If the issuer is a qualifying issuer, MI 45-102 reduces the restricted period and seasoning period. MI 45-102 also provides an exemption for a control distribution and a sale by a pledgee of pledged securities if the sale would be a distribution for the purposes of securities legislation.
- (2) Nothing in MI 45-102 is intended to restrict the ability of a purchaser to resell securities during the restricted period or seasoning period in reliance upon a prospectus or an exemption from the prospectus requirement.

1.3 Transition

- (1) Part 2 of MI 45-102 applies to first trades of securities made on or after the effective date of this Instrument, even if the securities were distributed, or acquired by the selling security holder in the case of a trade that is a control distribution, prior to the effective date of this Instrument. As a result, in determining whether the restricted period in section 2.5 or 2.8 of MI 45-102 or the seasoning period in subsection 2.6(3) or (4) or subsection 2.8(2) or (3) of MI 45-102 has expired, a seller making a first trade must determine whether the issuer was a qualifying issuer at the date the security that is the subject of the trade was distributed or, in the case of a trade that is a control distribution, the date the security that is the subject of the trade was acquired by the control person selling the security. In the case of a trade of an underlying security, the seller must determine whether the issuer of the underlying security was a qualifying issuer at the date the convertible security, exchangeable security or multiple convertible security that, directly or indirectly, entitled or required the holder to acquire the underlying security was distributed.
- (2) Items 2.5(2)3. and 2.5(3)3. of MI 45-102 impose a condition that if the security that is the subject of the trade was distributed on or after the effective date of MI 45-102, the certificate representing the securities must carry a legend disclosing the resale restriction. Certificates representing securities distributed prior to the effective date of MI 45-102 do not have to be legended under MI 45-102.
- (3) Form 45-102F1 is required to be filed under subsection 2.7(1) of MI 45-102 if an issuer ceases to be a private company or a private issuer on or after the effective date of MI 45-102. Similarly, Form 45-102F2 is filed under subsection 2.7(2) of MI 45-102 if the issuer of the securities is a qualifying issuer and the distribution date is on or after the effective date of MI 45-102. Form 45-102F2 is filed under subsection 2.7(3) of MI 45-102 if the issuer becomes a qualifying issuer in certain circumstances on or after the effective date of MI 45-102.

1.4 Open System Jurisdictions - Sections 2.5 and 2.6 of MI 45-102 do not apply in the provinces of Manitoba, New Brunswick and Prince Edward Island and in the Yukon Territory as those jurisdictions do not impose restrictions on first trades in securities distributed under an exemption from the prospectus requirement in those jurisdictions unless the trade is a control distribution.

1.5 Example of Application of Section 2.5 - If an issuer distributes securities to a purchaser in British Columbia, the issuer must file a prospectus or rely upon a prospectus exemption under the securities legislation of British Columbia. If the issuer relies upon a British Columbia prospectus exemption listed in Appendix D to MI 45-102, section 2.3 of MI 45-102 applies and the first trade of the securities is subject to section 2.5 of MI 45-102. Section 2.5 provides that the first trade is a distribution unless, among other conditions, a four or 12 month restricted period has elapsed. If the British Columbia purchaser seeks to resell the securities into Ontario, a prospectus must be filed in Ontario or a prospectus exemption relied upon unless the conditions in subsection 2.5(2) or (3) of MI 45-102 are satisfied.

1.6 Reporting Issuer History - If an issuer is a SEDAR filer, reporting issuer history in any of the jurisdictions listed in Appendix B will satisfy the reporting issuer history requirements in sections 2.5, 2.6 and 2.8 of MI 45-102. If the

issuer is not a SEDAR filer, the reporting issuer history must be in the jurisdiction of the purchaser of the securities that are the subject of the trade.

- 1.7 **Eligibility** - Securities that were distributed when an issuer had a current AIF and met the other eligibility requirements of a qualifying issuer may be sold in accordance with subsection 2.5(2) or 2.6(3) of MI 45-102, even if the issuer is no longer a qualifying issuer at the time of the trade. However, if the issuer subsequently distributes securities at a time when it is not a qualifying issuer, purchasers of those securities may not rely upon the reduced restricted period or seasoning period in subsection 2.5(2) or 2.6(3) of MI 45-102.
- 1.8 **Legending of Securities** - Items 2.5(2)3. and 2.5(3)3. of MI 45-102 require that, for securities distributed under any of the provisions listed in Appendix D to MI 45-102 or another prospectus exemption subject to the resale restrictions in section 2.5 of MI 45-102, if the distribution date is on or after the effective date of MI 45-102 a certificate representing the securities must have been issued that carried a legend stating that, unless permitted under securities legislation, the holder of the securities shall not trade the securities before the expiry of the applicable restricted period. Placing a restricted period legend on a share certificate is the most practical manner of providing certainty as to the applicable restricted period and of ensuring more effective regulation of the exempt market in the closed system jurisdictions.
- 1.9 **Calculation of Restricted Periods** - The restricted periods in items 2.5(2)2. and 2.5(3)2. of MI 45-102 are calculated from the distribution date, that is, the date the securities were distributed in reliance on an exemption from the prospectus requirement by the issuer or a control person. For example, if an issuer or control person distributes securities under a private placement exemption to a purchaser in Saskatchewan and the private placee resells the securities during the restricted period to a purchaser in Alberta under a further private placement exemption, upon resale by the Alberta purchaser, that purchaser will determine whether the restricted period has expired by calculating the time period from the date the issuer or control person distributed the securities to the Saskatchewan purchaser.

In the case of a trade that is a control distribution, the restricted periods in items 2.8(2)2. and 2.8(3)5. of MI 45-102 are calculated from the distribution date, that is, the date the securities were acquired by the control person that is selling the securities.
- 1.10 **Underlying Securities** - The restricted period or seasoning period applicable to trades in underlying securities is calculated from the distribution date of the convertible security, exchangeable security or multiple convertible security.
- 1.11 **Employees** - Section 2.6 of MI 45-102 provides that the first trade of securities distributed under an exemption from the prospectus requirement for employees is a distribution unless certain conditions are met. If the issuer is a qualifying issuer at the distribution date, the conditions include a seasoning period of four months. If the issuer is not a qualifying issuer at the distribution date, the seasoning period is 12 months. However, if the securities were distributed under an employee exemption or exercise of an option exemption at a time when the issuer was not a qualifying issuer and the issuer of the securities subsequently becomes a qualifying issuer after the distribution date by filing a prospectus in a jurisdiction listed in Appendix B and listing or quoting a class of its equity securities on a qualified market, the conditions include that the issuer is and has been a reporting issuer for a four month seasoning period.
- 1.12 **Control Block Distributions** - In addition to the provisions of MI 45-102, in particular section 2.8, the provisions of National Instrument 62-101 Control Block Distribution Issues may also apply to a trade of securities that is a control block distribution by an institutional investor.
- 1.13 **Securities Exchange Take-over Bid or Issuer Bid** - Section 2.11 of MI 45-102 provides relief from the seasoning requirement for a trade of securities issued in connection with a securities exchange take-over bid or securities exchange issuer bid in circumstances in which, among other things, a securities exchange take-over bid circular or securities exchange issuer bid circular is filed by the offeror under securities legislation of the local jurisdiction. The basis for this exemption is that a securities exchange take-over bid circular or securities exchange issuer bid circular for a formal bid is required to contain prospectus disclosure for the offeror or other issuer whose securities are being offered in exchange for the securities of the offeree issuer. In the view of the securities regulatory authority, if a take-over bid circular or issuer bid circular is prepared in connection with an exempt bid, the circular must meet the disclosure standards in securities legislation relating to the form and content of a take-over bid circular or issuer bid circular, as the case may be, for a formal bid in order for the exemption in section 2.11 to be available. If a take-over bid circular or issuer bid circular is prepared in connection with a formal bid, the circular must be filed under the take-over bid or issuer bid requirements of securities legislation. If the circular is prepared in connection with an exempt bid, the circular must be filed by the offeror on SEDAR.
- 1.14 **Resales of Securities of a Non-Reporting Issuer**
 - (1) For the purposes of section 2.14 of MI 45-102, it is the view of the securities regulatory authority that, in determining the percentage of the outstanding securities of the class or series that are directly or indirectly owned by residents of Canada and the number of owners directly or indirectly that are residents of Canada, an issuer should use reasonable efforts to
 - (a) determine securities held of record by a broker, dealer, bank, trust company or nominee for any of them for

the accounts of customers resident in Canada;

- (b) count securities beneficially owned by residents of Canada as reported on reports of beneficial ownership; and
 - (c) assume that a customer is a resident of the jurisdiction or foreign jurisdiction in which the nominee has its principal place of business if, after reasonable inquiry, information regarding the jurisdiction or foreign jurisdiction of residence of the customer is unavailable.
- (2) Lists of beneficial owners of securities maintained by intermediaries pursuant to SEC Rule 14a-13 under the 1934 Act or other securities law analogous to proposed National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer may be useful in determining the percentages referred to in subsection (1).

1.15 Filing of Forms 45-102F1, 45-102F2 and 45-102F3

- (1) Subsection 2.6(2) of MI 45-102 provides that the first trade of securities issued by a private company or private issuer made after the issuer has ceased to be a private company or private issuer is a distribution unless the conditions in subsection 2.6(4) are satisfied. Subsection 2.7(1) of MI 45-102 requires an issuer to file Form 45-102F1 if the issuer ceases to be a private company or private issuer on or after the effective date of MI 45-102. Form 45-102F1 must be filed in each jurisdiction in which the issuer has ceased to be a private company or private issuer and section 2.7 of MI 45-102 has been implemented. Section 2.7 has been implemented in Alberta, British Columbia, Newfoundland, Nova Scotia, Nunavut, Ontario and Saskatchewan.
- (2) Subsection 2.7(2) of MI 45-102 provides that if an issuer, or a selling security holder in the case of a control distribution, has distributed securities under a provision listed in Appendix D or E or a provision of securities legislation that specifies that the first trade of the securities is subject to section 2.5 or 2.6 of MI 45-102, Form 45-102F2 must be filed on or before the tenth day after the distribution date if the issuer is a qualifying issuer. However, if an issuer has distributed securities under a provision listed in Appendix F or a provision of securities legislation that specifies that the first trade of securities distributed to an employee, executive, consultant or administrator is subject to section 2.6 of MI 45-102, and the issuer becomes a qualifying issuer after the distribution date by filing a prospectus and listing or quoting equity securities on a qualified market, the issuer must file Form 45-102F2 even though the issuer was not a qualifying issuer at the distribution date. Form 45-102F2 must be filed in the jurisdictions of the purchasers of the securities in which section 2.7 of MI 45-102 has been implemented, being Alberta, British Columbia, Newfoundland, Northwest Territories, Nova Scotia, Nunavut, Ontario and Saskatchewan. Form 45-102F2 should be filed on SEDAR under the issuer's profile under "Continuous Disclosure - SHAIF - Other" until the SEDAR filer manual is updated to include MI 45-102 filings. Purchasers of securities will be able to determine whether the applicable restricted period or seasoning period is four months or 12 months from a review of SEDAR filings.
- (3) Section 2.8 of MI 45-102 provides that the prospectus requirement does not apply to a control distribution if the conditions in subsection (2) or (3) of section 2.8 are met. Subsection 2.8(4) requires a person or company selling securities under subsection 2.8(2) or (3) of MI 45-102 to file Form 45-102F3. Form 45-102F3 must be filed whether the distribution date is before or after the effective date of MI 45-102.

- 1.16 **Filings in the Local Jurisdiction** - Sections 2.10, 2.11 and 2.12 of MI 45-102 state that section 2.6 of MI 45-102 does not apply to a trade in an underlying security if the convertible security, exchangeable security or multiple convertible security is qualified by a prospectus, a trade of a security issued in connection with a take-over bid or issuer bid and a trade in an underlying security if the convertible security, exchangeable security or multiple convertible security is qualified by a securities exchange take-over bid circular or issuer bid circular, respectively. Each of the exemptions from section 2.6 is subject to a condition that a take-over bid circular, an issuer bid circular or a prospectus was filed under securities legislation of the local jurisdiction of the person or company relying upon the exemption from section 2.6. Similarly, the exemptions in sections 2.10 and 2.12 of MI 45-102 require that the issuer of the underlying security be a reporting issuer in the local jurisdiction at the time of the trade. The exemptions in sections 2.11 and 2.12 of MI 45-102 are subject to a condition that the offeror was a reporting issuer in the local jurisdiction on the date securities of the offeree issuer are first taken up under the take-over bid or issuer bid.

PART 2. AIF REQUIREMENTS

- 2.1 **Filing of Current AIF** - Issuers that want to enable their security holders to take advantage of a provision of MI 45-102 that requires an issuer to have a current AIF may file a current AIF at any time. An issuer filing a current AIF for the purposes of MI 45-102 should file the notice and the current AIF, if not already filed, under "Continuous Disclosure - SHAIF" on SEDAR selecting the appropriate filing subtype/document type (i.e. either an AIF, amended AIF or notice) until the SEDAR filer manual is updated to include MI 45-102 filings. A filer that elects to use a current AIF that has previously been filed on SEDAR is not required to refile the document for the purposes of MI 45-102.
- 2.2 **Most Recent Financial Year** - Issuers wishing to file a current AIF before they have filed their audited financial statements for the most recently completed financial year may include the audited financial statements for the financial year preceding the most recently completed financial year. For example, an issuer with a December 31 financial year end could continue to use a current AIF containing or incorporating by reference audited annual

financial statements for the year ended December 31, 2000 during the first 139 days of 2002, until such time as annual audited financial statements for the year ended December 31, 2001 have been prepared and filed in accordance with securities legislation.

- 2.3 Review of Current AIF** - An issuer's current AIF may be reviewed at any time and, as a result of this review, changes may need to be made to the current AIF. If an issuer is advised by any regulator that its current AIF does not comply with securities legislation, any of a wide range of compliance actions may be taken by the securities regulatory authorities, from requiring the next AIF to be filed correctly, or a clarifying press release to be issued, to more serious actions such as issuing a cease trade order against the issuer's securities, or initiating appropriate enforcement proceedings against the issuer and its directors and officers.
- 2.4 Review before Distribution** - If the current AIF is reviewed before a distribution of securities and an issuer is advised by any regulator that its current AIF is unacceptable, an issuer will not be a qualifying issuer at the distribution date unless the issuer has made the necessary changes to the current AIF. Security holders that acquire securities under the distribution will not be able to take advantage of subsection 2.5(2), 2.6(3) or 2.8(2) of MI 45-102.
- 2.5 Review after Distribution** - If the current AIF is reviewed after a distribution of securities, and an issuer is advised by any regulator that its current AIF is unacceptable, securities that were distributed while the issuer was a qualifying issuer may be sold in accordance with subsection 2.5(2), 2.6(3) or 2.8(2) of MI 45-102 if the other conditions in the relevant subsection are met.

PART 3 FEES

- 3.1 Fees** - An issuer filing a current AIF under section 3.1 of MI 45-102 must pay the filing fees for the AIF required by securities legislation, unless the current AIF is in the form of a prospectus for which the regulator has issued a receipt.

**ONTARIO REGULATION
made under the
SECURITIES ACT**

Amending Reg. 1015 of R.R.O. 1990
(General)

Note: Since the end of 2000, Regulation 1015 has been amended by Ontario Regulations 67/01, 91/01, 126/01 and 273/01. Previous amendments are listed in the Table of Regulations published in *The Ontario Gazette* dated January 20, 2001.

1. Subsection 69 (1) of Regulation 1015 of the Revised Regulations of Ontario, 1990 is revoked.
2. Section 70 of the Regulation is revoked.
3. Section 247 of the Regulation is amended by striking out "sections 67 and 68, subsection 69 (1)".
4. (1) Sections 26 and 27 of Schedule 1 to the Regulation are revoked and the following substituted:

26. Each of the following documents must be accompanied by a fee of \$250:

1. A report in Form 45-102F1 of Multilateral Instrument 45-102 *Resale of Securities*.
2. A notice of intention and declaration in Form 45-102F3 of Multilateral Instrument 45-102 *Resale of Securities*.

(2) Subsection 28 (3) of Schedule 1 to the Regulation is revoked and the following substituted:

(3) No fee is payable under subsection (2) in respect of a ruling made under section 74 of the Act that a trade that is a distribution under section 2.5 or 2.6 of Multilateral Instrument 45-102 *Resale of Securities* is not subject to section 53 of the Act.

5. Forms 22 and 23 to the Regulation are revoked.

6. This Regulation comes into force on the day that the rule made by the Ontario Securities Commission on September 12, 2001 entitled "Multilateral Instrument 45-102 *Resale of Securities*" comes into force.

Ontario Securities Commission:

"Howard Wetston"

"R.S. Paddon"

September 12, 2001.

Note: The rule made by the Ontario Securities Commission on September 12, 2001 entitled "Multilateral Instrument 45-102 *Resale of Securities*" comes into force on November 30, 2001.

**Applications to
Provincial Parliament — Private Bills
Demandes au Parlement
provincial — Projets de loi d'intérêt privé**

PUBLIC NOTICE

The rules of procedure and the fees and costs related to applications for Private Bills are set out in the Standing Orders of the Legislative Assembly. Copies of the Standing Orders, and the guide "Procedures for Applying for Private Legislation", may be obtained from the Legislative Assembly's Internet site at <http://www.ontla.on.ca> or from:

Committees Branch
Room 1405, Whitney Block, Queen's Park
Toronto, Ontario M7A 1A2

Telephone: 416/325-3500 (Collect calls will be accepted.)

Applicants should note that consideration of applications for Private Bills that are received after the first day of September in any calendar year may be postponed until the first regular Session in the next following calendar year.

(8699) T.F.N. CLAUDE L. DESROSIERS,
Clerk of the Legislative Assembly.

**Applications to Provincial Parliament
Demandes au Parlement provincial**

NIPISSING UNIVERSITY

NOTICE IS HEREBY GIVEN that on behalf of Nipissing University, application will be made to the Legislative Assembly of the Province of Ontario for an amendment to Article 6 of Bill Pr70, an Act respecting Nipissing University, December 1992, to permit Nipissing University to grant any and all degrees, honorary degrees and diplomas in all branches of learning and to clarify the rules respecting the terms of office for members of the board of governors and senate. Currently, Nipissing University has the power to grant baccalaureate degrees, honorary degrees and the Masters of Education degree.

The application will be considered by the Standing Committee on Regulations and Private Bills. Any person who has an interest in the application and who wishes to make submissions, for or against the application, to the Standing Committee on Regulations and Private Bills should notify, in writing, the Clerk of the Legislative Assembly, Legislative Building, Queen's Park, Toronto, Ontario, M7A 1A2.

Dated at North Bay, this 1st day of November, 2001.

(3764) 45 to 48 DAVE MARSHALL, PhD
President and Vice-Chancellor
Nipissing University

ROYAL OTTAWA HEALTH CARE GROUP

NOTICE IS HEREBY GIVEN that on behalf of Royal Ottawa Health Care Group, application will be made to the Legislative Assembly of the Province of Ontario for an Act called "The Royal Ottawa Health Care Group/Service de Santé Royal Ottawa Act, 2001." The act provides for the transfer of the assets, liabilities and operations of the current special Act corporation known as the Royal Ottawa Health Care Group to a new corporation incorporated under Part III of *Corporations Act* (Ontario) to be known as Royal Ottawa Health Care Group.

The Application will be considered by the Standing Committee on Regulations and Private Bills. Any person who has an interest in the Application and who wishes to make submissions, for or against the

Application, to the Standing Committee on Regulations and Private Bills should notify, in writing, the Clerk of the Legislative Assembly, Legislative Building, Queen's Park, Toronto, Ontario M7A 1A2.

Dated at Ottawa, this 15th day of November, 2001.

(3776) 47 to 50 GEORGE LANGILL
Chief Executive Officer
Royal Ottawa Health Care Group

**Corporation Notices
Avis relatifs aux compagnies**

GREASE TORONTO 2000 INC.

TAKE NOTICE that a meeting of the sole shareholder of Grease Toronto 2000 Inc. pursuant to section 193 (1) of the Ontario *Business Corporations Act* was held on November 14, 2001 and a Notice Concerning Winding Up under section 193 (4) of the Act was filed with the Companies Branch on November 20, 2001.

Dated at the City of St. Lazare, Quebec, this 21st day of November, 2001.

(3779) 48 ALLAN SANDLER
Liquidator

CIS CANADA, INC.

TAKE NOTICE that the shareholder of CIS Canada, Inc., at a special meeting duly called for the purpose and held on the 19 day of November, 2001, passed a special resolution requiring the Corporation to be wound up voluntarily under the provisions of the *Business Corporations Act*, and appointing Michael Roy David Roller as liquidator.

AND FURTHER NOTICE that if you have any claim against the Corporation, proof of claim must be filed with the liquidator within thirty days of the date of this notice after which time the property of the above Corporation will be distributed among the persons entitled thereto having regard to the claims of which the liquidator then has notice.

Dated this 20th day of November, 2001.

(3780) 48 MICHAEL ROY DAVID ROLLER
Liquidator
Kingsworth Court
Kingsworth Hampshire
S023 7QA

**Sales of Lands for Tax Arrears
by Public Tender
Ventes de terrains par appel d'offres
pour arriéré d'impôt**

(Pursuant to the Municipal Tax Sales Act, R.S.O. 1990, c. M.60)

THE CORPORATION OF THE TOWNSHIP OF HAMILTON

TAKE NOTICE that tenders are invited for the purchase of the land described below and will be received until 3:00 p.m. local time on the 19th day of December, 2001, at the Township of Hamilton Municipal Office, P.O. Box 1060, Cobourg, Ontario K9A 4W5 (8285 Majestic Hills Drive, Cambridge K9A 4J7).

The tenders will then be opened in public on the same day at the Township of Hamilton Municipal Office.

Description of Land(s)	Minimum Tender Amount
Assessment Roll No. 1419 000 030 57399 0000, Part of Lot 20, Concession 3, Township of Hamilton, County of Northumberland, designated as Part 1, Plan 39R-3487, Vacant lot .59 Acres	\$4,960.00

Tenders must be submitted in the prescribed form and must be accompanied by a deposit in the form of a money order or of a bank draft or cheque certified by a bank, trust corporation or Province of Ontario Savings Office payable to the municipality or board and representing at least 20 per cent of the tender amount.

The Township of Hamilton makes no representation regarding the title to or any other matters relating to the land to be sold. Responsibility for ascertaining these matters rests with the potential purchasers.

This sale is governed by the *Municipal Tax Sales Act* being chapter M.60 of the Revised Statutes of Ontario 1990 and the Municipal Tax Sales Rules made under that Act. The successful purchaser will be required to pay the amount tendered plus accumulated taxes and the relevant land transfer tax.

For further information regarding this sale and a copy of the prescribed form of tender, contact:

BETTY MCINTOSH,
Treasurer
The Corporation of the
Township of Hamilton
P.O. Box 1060
8285 Majestic Hills Dr.
Cobourg ON K9A 4W5
Telephone 905-342-2810

(3781) 48

MUNICIPAL TAX SALES ACT
R.S.O. 1990, c. M.60, s. 9 (2) (d), R.R.O. 1990, Reg. 824

THE KEEWATIN-PATRICIA DISTRICT SCHOOL BOARD

TAKE NOTICE that tenders are invited for the purchase of the land(s) described below and will be received until 3:00 p.m. local time on January 7, 2002, at Compton, Shewchuk, MacDonell, Ormiston, Richardt & Fregeau, 214 Main Street S. Kenora, ON P9N 1T2.

The tenders will then be opened in public on the same day at 3:05 p.m.

Description of Land(s)	Minimum Tender Amount
The remainder of Parcel 20763, being part of Lot 9, Concession 1, Township of Wainwright, District of Kenora	\$5,139.08
The remainder of Parcel 8511, being the south half of Lot 7, Concession 5, Township of Wainwright, District of Kenora	\$5,627.16
Parcel 10997, being the east half of the north half of Lot 9, Concession 2, Township of Eton, District of Kenora	\$4,313.88

Tenders must be submitted in the prescribed form and must be accompanied by a deposit in the form of a money order or of a bank draft or cheque certified by a bank, trust corporation or Province of Ontario Savings Office payable to the municipality or board and representing at least 20 per cent of the tender amount.

The municipality makes no representation regarding the title to or any other matters relating to the land to be sold. Responsibility for ascertaining these matters rests with the potential purchasers.

This sale is governed by the *Municipal Tax Sales Act* being chapter M.60 of the Revised Statutes of Ontario 1990 and the Municipal Tax Sales Rules made under that Act. The successful purchaser will be required to pay the amount tendered plus accumulated taxes and the relevant land transfer tax.

For further information regarding this sale and a copy of the prescribed form of tender, contact:

LEONARD P. COMPTON
Solicitor for Keewatin-Patricia District School Board,
Keewatin-Patricia District School Board,
c/o COMPTON, SHEWCHUK, MACDONELL,
ORMISTON, RICHARDT & FREGEAU
Barristers and Solicitors
214 Main Street South
Kenora, ON P9N 1T2

(3782) 48

Publications under the Regulations Act Publications en vertu de la Loi sur les règlements

2001—12—01

ONTARIO REGULATION 413/01

made under the

LABORATORY AND SPECIMEN COLLECTION CENTRE LICENSING ACT

Made: November 7, 2001
Filed: November 14, 2001

Amending Reg. 682 of R.R.O. 1990
(Laboratories)

Note: Since the end of 2000, Regulation 682 has been amended by Ontario Regulation 17/01. Previous amendments are listed in the Table of Regulations published in *The Ontario Gazette* dated January 20, 2001.

1. Subsections 3 (2) and (3) of Regulation 682 of the Revised Regulations of Ontario, 1990 are revoked and the following substituted:

(2) The fee for the issuance or renewal of a licence is \$1,147 plus an additional \$200 for each test that the licensee is authorized to perform under the licence that is not listed as a service in the schedule of laboratory benefits.

(3) The fee for the issuance or renewal of a provisional licence is \$573 plus an additional \$100 for each test that the licensee is authorized to perform under the licence that is not listed as a service in the schedule of laboratory benefits.

2. Section 15 of the Regulation is revoked and the following substituted:

15. For the purposes of clause 9 (14) (c) of the Act, the fees set out in Column 2 of the Table to this section are prescribed for the classes of tests set out opposite those fees in Column 1.

TABLE

ITEM	COLUMN 1	COLUMN 2
1.	Bacteriology	\$ 959
2.	Biochemistry	1199
3.	Cytogenetics	679
4.	Cytology	679
5.	Hematology	1079
6.	Immunoassays	670
7.	Immuno-hematology	889
8.	Immunology	686
9.	Mycology	799
10.	Parasitology	939
11.	Pathology	650
12.	Serology HIV Antibody	476

3. This Regulation comes into force on February 1, 2002.

RÈGLEMENT DE L'ONTARIO 413/01

pris en application de la

LOI AUTORISANT DES LABORATOIRES MÉDICAUX ET DES CENTRES DE PRÉLÈVEMENT

pris le 7 novembre 2001
déposé le 14 novembre 2001

modifiant le Règl. 682 des R.R.O. de 1990
(Laboratoires)

Remarque : Depuis la fin de 2000, le Règlement 682 a été modifié par le Règlement de l'Ontario 17/01. Les modifications antérieures sont indiquées dans la Table des règlements publiée dans la *Gazette de l'Ontario* du 20 janvier 2001.

1. Les paragraphes 3 (2) et (3) du Règlement 682 des Règlements refondus de l'Ontario de 1990 sont abrogés et remplacés par ce qui suit :

(2) Les droits à acquitter pour la délivrance ou le renouvellement d'un permis s'élèvent à 1 147 \$ plus 200 \$ supplémentaires pour chaque test que le titulaire du permis est autorisé à effectuer en vertu du permis et qui n'est pas indiqué comme service dans la liste des prestations de services de laboratoire.

(3) Les droits à acquitter pour la délivrance ou le renouvellement d'un permis provisoire s'élèvent à 573 \$ plus 100 \$ supplémentaires pour chaque test que le titulaire du permis est autorisé à effectuer en vertu du permis et qui n'est pas indiqué comme service dans la liste des prestations de services de laboratoire.

2. L'article 15 du Règlement est abrogé et remplacé par ce qui suit :

15. Pour l'application de l'alinéa 9 (14) c) de la Loi, les droits indiqués dans la colonne 2 du tableau du présent article sont prescrits pour les catégories de tests indiquées dans la colonne 1 en regard de ces droits.

TABLEAU

NUMÉRO	COLONNE 1	COLONNE 2
1.	Bactériologie	959 \$
2.	Biochimie	1 199
3.	Cytogénétique	679
4.	Cytologie	679
5.	Hématologie	1 079
6.	Dosages immunologiques	670
7.	Immunohématologie	889
8.	Immunologie	686
9.	Mycologie	799
10.	Parasitologie	939
11.	Pathologie	650
12.	Sérologie, anticorps anti-HIV	476

3. Le présent règlement entre en vigueur le 1^{er} février 2002.

ONTARIO REGULATION 414/01

made under the

**LABORATORY AND SPECIMEN COLLECTION
CENTRE LICENSING ACT**Made: November 7, 2001
Filed: November 14, 2001Amending Reg. 683 of R.R.O. 1990
(Specimen Collection Centres)

Note: Since the end of 2000, Regulation 683 has been amended by Ontario Regulation 18/01. Previous amendments are listed in the Table of Regulations published in *The Ontario Gazette* dated January 20, 2001.

1. Subsections 1 (3) and (4) of Regulation 683 of the Revised Regulations of Ontario, 1990 are revoked and the following substituted:

(3) The fee for the issuance or renewal of a licence is \$520.

(4) The fee for the issuance or renewal of a provisional licence is \$261.

2. This Regulation comes into force on February 1, 2002.

RÈGLEMENT DE L'ONTARIO 414/01

pris en application de la

**LOI AUTORISANT DES LABORATOIRES
MÉDICAUX ET DES CENTRES
DE PRÉLÈVEMENT**pris le 7 novembre 2001
déposé le 14 novembre 2001modifiant le Règl. 683 des R.R.O. de 1990
(Centres de prélèvement)

Remarque : Depuis la fin de 2000, le Règlement 683 a été modifié par le Règlement de l'Ontario 18/01. Les modifications antérieures sont indiquées dans la Table des règlements publiée dans la *Gazette de l'Ontario* du 20 janvier 2001.

1. Les paragraphes 1 (3) et (4) du Règlement 683 des Règlements refondus de l'Ontario de 1990 sont abrogés et remplacés par ce qui suit :

(3) Les droits à acquitter pour la délivrance ou le renouvellement d'un permis s'élèvent à 520 \$.

(4) Les droits à acquitter pour la délivrance ou le renouvellement d'un permis provisoire s'élèvent à 261 \$.

2. Le présent règlement entre en vigueur le 1^{er} février 2002.

48/01

ONTARIO REGULATION 415/01

made under the

HEALTH INSURANCE ACTMade: November 7, 2001
Filed: November 14, 2001Amending Reg. 552 of R.R.O. 1990
(General)

Note: Since the end of 2000, Regulation 552 has been amended by Ontario Regulations 14/01, 66/01, 183/01, 250/01, 272/01, 306/01, 322/01, 344/01 and 345/01. Previous amendments are listed in the Table of Regulations published in *The Ontario Gazette* dated January 20, 2001.

1. The definition of "schedule of laboratory benefits" in Regulation 552 of the Revised Regulations of Ontario, 1990 is revoked and the following substituted:

"schedule of laboratory benefits" means the document published by the Ministry of Health and Long-Term Care titled "Schedule of Benefits for Laboratory Services", dated April 1, 1999, together with the following documents:

1. The Ministry of Health document titled "Addendum Dated April 1, 2001 to Schedule of Benefits for Laboratory Services".

2. Clauses 22.3 (2) (a), (b) and (c) of the Regulation are revoked and the following substituted:

(a) \$418,297,741 for the 1997/98 fiscal year;

(b) \$424,697,741 for the 1998/99 fiscal year; and

(c) \$451,297,741 for the 1999/2000 fiscal year and subsequent fiscal years.

48/01

ONTARIO REGULATION 416/01

made under the

**FARM REGISTRATION AND FARM
ORGANIZATIONS FUNDING ACT, 1993**Made: November 14, 2001
Filed: November 14, 2001Amending O. Reg. 722/93
(Filing Dates)

Note: Since the end of 2000, Ontario Regulation 722/93 has been amended by Ontario Regulation 6/01. Previous amendments are listed in the Table of Regulations published in *The Ontario Gazette* dated January 20, 2001.

1. The Table to paragraph 1 of subsection 1 (1) of Ontario Regulation 722/93 is revoked and the following substituted:

TABLE

COLUMN 1	COLUMN 2
A to G	March 1
H to P	March 1
Q to Z	March 1

BRIAN SHAW COBURN
Minister of Agriculture, Food and Rural Affairs

Dated on November 14, 2001.

RÈGLEMENT DE L'ONTARIO 416/01

pris en application de la

**LOI DE 1993 SUR L'INSCRIPTION DES
ENTREPRISES AGRICOLES ET LE
FINANCEMENT DES ORGANISMES AGRICOLES**pris le 14 novembre 2001
déposé le 14 novembre 2001modifiant le Règl. de l'Ont. 722/93
(Dates de dépôt)

Remarque : Depuis la fin de 2000, le Règlement de l'Ontario 722/93 a été modifié par le Règlement de l'Ontario 6/01. Les modifications antérieures sont indiquées dans la Table des règlements publiée dans la *Gazette de l'Ontario* du 20 janvier 2001.

1. Le tableau à la disposition 1 du paragraphe 1 (1) du Règlement de l'Ontario 722/93 est abrogé et remplacé par ce qui suit :

TABLEAU

COLONNE 1	COLONNE 2
A à G	le 1 ^{er} mars
H à P	le 1 ^{er} mars
Q à Z	le 1 ^{er} mars

BRIAN SHAW COBURN
*Ministre de l'Agriculture, de l'Alimentation
et des Affaires rurales*

Fait le 14 novembre 2001.

48/01

Subdelegation

2. (1) If any authority delegated under section 1 is in turn delegated to a committee of the council or to an appointed officer under subsection 5 (1) of the Act, the council shall forward to the Minister a certified copy of the delegating by-law within 15 days of its passing.

(2) The delegations of authority set out in this Regulation are not terminated by reason only that the condition set out in subsection (1) is not complied with.

Commencement

3. This Regulation comes into force on October 31, 2001.

Schedule 1

28T-89005

Schedule 2

28T-92003

Schedule 3

43T-91032

43T-92029

Schedule 4

60T-90001

Schedule 5

56T-89005

CHRIS HODGSON
Minister of Municipal Affairs and Housing

Dated on October 31, 2001.

48/01

ONTARIO REGULATION 417/01

made under the

PLANNING ACTMade: October 31, 2001
Filed: November 14, 2001**DELEGATION OF AUTHORITY TO APPROVE
PLANS OF SUBDIVISION —
VARIOUS MUNICIPALITIES****Delegation**

1. The Minister's authority under section 51 of the Act to approve a plan of subdivision is delegated to,

- (a) the council of The Corporation of Haldimand County with respect to applications whose file numbers are set out in Schedule 1;
- (b) the council of The Corporation of Norfolk County with respect to applications whose file numbers are set out in Schedule 2;
- (c) the council of the City of Barrie with respect to applications whose file numbers are set out in Schedule 3;
- (d) the council of the City of Kenora with respect to applications whose file numbers are set out in Schedule 4;
- (e) the council of the City of Timmins with respect to applications whose file numbers are set out in Schedule 5.

ONTARIO REGULATION 418/01

made under the

PLANNING ACTMade: October 31, 2001
Filed: November 14, 2001**DELEGATION OF AUTHORITY —
PARRY SOUND AREA PLANNING BOARD****Delegation**

1. The Minister's authority under section 51 of the Act to approve a plan of subdivision is delegated to the Parry Sound Area Planning Board with respect to applications whose file numbers are set out in the Schedule.

Commencement

2. This Regulation comes into force on October 31, 2001.

Schedule

49T-93005

CHRIS HODGSON
Minister of Municipal Affairs and Housing

Dated on October 31, 2001.

48/01

ONTARIO REGULATION 419/01

made under the

PLANNING ACTMade: October 31, 2001
Filed: November 14, 2001**DELEGATION OF AUTHORITY —
CONDOMINIUM DESCRIPTIONS —
TOWN OF ST. MARYS****Delegation**

1. The authority of the Minister under section 9 of the *Condominium Act, 1998*, or a predecessor of it, to approve or exempt a condominium description is delegated to the council of the Town of St. Marys with respect to applications whose file numbers are set out in the Schedule.

Subdelegation

2. (1) If the authority delegated under section 1 is in turn delegated to a committee of the council or to an appointed officer under subsection 5 (1) of the Act, the council shall forward to the Minister a certified copy of the delegating by-law within 15 days of its passing.

(2) The delegation of authority set out in this Regulation is not terminated by reason only that the condition set out in subsection (1) is not complied with.

Commencement

3. **This Regulation comes into force on October 31, 2001.**

Schedule

31CD-95001

CHRIS HODGSON
Minister of Municipal Affairs and Housing

Dated on October 31, 2001.

48/01

ONTARIO REGULATION 420/01

made under the

PLANNING ACTMade: October 31, 2001
Filed: November 14, 2001**DELEGATION OF AUTHORITY — AMENDMENTS
TO OFFICIAL PLANS — COUNTY OF BRUCE****Delegation**

1. The authority of the Minister to approve applications for amendments to official plans is delegated to the council of the County of Bruce with respect to applications whose file numbers are set out in the Schedule.

Subdelegation

2. (1) If the authority delegated under section 1 is in turn delegated to a committee of the council or to an appointed officer under subsection 5 (1) of the Act, the council shall forward to the Minister a certified copy of the delegating by-law within 15 days of its passing.

(2) The delegation of authority set out in this Regulation is not terminated by reason only that the condition set out in subsection (1) is not complied with.

Commencement

3. **This Regulation comes into force on October 31, 2001.**

Schedule41OP-0202-001
41OP-0202-009
41OP-0202-029
41OP-0202-032CHRIS HODGSON
Minister of Municipal Affairs and Housing

Dated on October 31, 2001.

48/01

ONTARIO REGULATION 421/01

made under the

EDUCATION ACTMade: October 30, 2001
Filed: November 14, 2001Amending O. Reg. 400/98
(Tax Matters – Tax Rates for School Purposes)

Note: Since the end of 2000, Ontario Regulation 400/98 has been amended by Ontario Regulations 169/01 and 326/01. Previous amendments are listed in the Table of Regulations published in *The Ontario Gazette* dated January 20, 2001.

1. **Section 8 of Ontario Regulation 400/98 is amended by adding the following subsection:**

(7) The tax rate for school purposes for the City of Ottawa in the professional sports facility property class for 2001 is 0.022831, but shall be reduced for 2001 by 0.02080579.

JAMES M. FLAHERTY
Minister of Finance

Dated on October 30, 2001.

48/01

ONTARIO REGULATION 422/01

made under the

HEALTH INSURANCE ACTMade: November 7, 2001
Filed: November 14, 2001Amending Reg. 552 of R.R.O. 1990
(General)

Note: Since the end of 2000, Regulation 552 has been amended by Ontario Regulations 14/01, 66/01, 183/01, 250/01, 272/01, 306/01, 322/01, 344/01, 345/01 and 415/01. Previous amendments are listed in the Table of Regulations published in *The Ontario Gazette* dated January 20, 2001.

1. **Regulation 552 of the Revised Regulations of Ontario, 1990 is amended by adding the following section:**

38.0.0.1 (1) A physician or practitioner may give a direction under subsection 16.1 (1) of the Act (direction to make payments to prescribed person or entity) to the persons or entities and in the circumstances described in this section.

(2) A physician who ordinarily practises with one or more physicians at a department of a public hospital in Ontario (a "physician hospital group") may direct that payment for the insured services he or she renders at that department be made,

- (a) to the physician hospital group or to one or more members of that group;
- (b) to the public hospital; or
- (c) to a person or partnership with which the physician hospital group has an agreement concerning the provision of insured services at that department.

(3) A practitioner who ordinarily practises at a department of a public hospital in Ontario with one or more practitioners who are members of the same regulated health profession (a "practitioner hospital group") may direct that payment for the insured services he or she renders at that department be made,

- (a) to the practitioner hospital group or to one or more members of that group;
- (b) to the public hospital; or
- (c) to a person or partnership with which the practitioner hospital group has an agreement concerning the provision of insured services at that department.

(4) Subject to subsection (6), a physician who ordinarily practises with one or more physicians (a "physician group") at one or more sites in Ontario may direct that payment for the insured services he or she renders at the site or sites be made,

- (a) to the physician group or to one or more members of that group; or
- (b) to a person or partnership with which the physician group has an agreement concerning the provision of insured services at those sites.

(5) Subject to subsection (6), a practitioner who ordinarily practises at one or more sites in Ontario with one or more practitioners who are members of the same regulated health profession (a "practitioner group") may direct that payment for the insured services he or she renders at the site or sites be made,

- (a) to the practitioner group or to one or more members of that group; or
- (b) to a person or partnership with which the practitioner group has an agreement concerning the provision of insured services at those sites.

(6) Subsection (4) or (5) applies only if the General Manager assigned an identification number to the physician group or practitioner group before the day Ontario Regulation 422/01 comes into force.

2. This Regulation shall be deemed to have come into force on November 1, 2001.

48/01

ONTARIO REGULATION 423/01

made under the

SECURITIES ACT

Made: September 12, 2001

Filed: November 15, 2001

Amending Reg. 1015 of R.R.O. 1990
(General)

Note: Since the end of 2000, Regulation 1015 has been amended by Ontario Regulations 67/01, 91/01, 126/01, 273/01, 388/01 and 393/01. Previous amendments are listed in the Table of Regulations published in *The Ontario Gazette* dated January 20, 2001.

1. Subsection 69 (1) of Regulation 1015 of the Revised Regulations of Ontario, 1990 is revoked.

2. Section 70 of the Regulation is revoked.

3. Section 247 of the Regulation is amended by striking out "sections 67 and 68, subsection 69 (1)".

4. (1) Sections 26 and 27 of Schedule 1 to the Regulation are revoked and the following substituted:

26. Each of the following documents must be accompanied by a fee of \$250:

- 1. A report in Form 45-102F1 of Multilateral Instrument 45-102 *Resale of Securities*.
- 2. A notice of intention and declaration in Form 45-102F3 of Multilateral Instrument 45-102 *Resale of Securities*.

(2) Subsection 28 (3) of Schedule 1 to the Regulation is revoked and the following substituted:

(3) No fee is payable under subsection (2) in respect of a ruling made under section 74 of the Act that a trade that is a distribution under section 2.5 or 2.6 of Multilateral Instrument 45-102 *Resale of Securities* is not subject to section 53 of the Act.

5. Forms 22 and 23 of the Regulation are revoked.

6. This Regulation comes into force on the day that the rule made by the Ontario Securities Commission on September 12, 2001 entitled "Multilateral Instrument 45-102 *Resale of Securities*" comes into force.

ONTARIO SECURITIES COMMISSION:

H. WETSTON
Vice Chair

R. S. PADDON
Commissioner

Dated on September 12, 2001.

Note: The rule made by the Ontario Securities Commission on September 12, 2001 entitled "Multilateral Instrument 45-102 *Resale of Securities*" comes into force on November 30, 2001.

48/01

ONTARIO REGULATION 424/01

made under the

SECURITIES ACT

Made: September 12, 2001
 Filed: November 15, 2001

Amending Reg. 1015 of R.R.O. 1990
 (General)

Note: Since the end of 2000, Regulation 1015 has been amended by Ontario Regulations 67/01, 91/01, 126/01, 273/01, 388/01, 393/01 and 423/01. Previous amendments are listed in the Table of Regulations published in *The Ontario Gazette* dated January 20, 2001.

1. Section 149 of Regulation 1015 of the Revised Regulations of Ontario, 1990 is revoked.

2. The definition of "COATS security" in section 152 of the Regulation is amended by striking out "or" at the end of clause (d) and by adding the following clause:

(d.1) a security of a closely-held issuer as defined in section 1.1 of Ontario Securities Commission Rule 45-501 *Exempt Distributions*, or

3. Clause 154 (1) (c) of the Regulation is revoked and the following substituted:

(c) a trade made in reliance on an exemption set out in section 2.3 of Ontario Securities Commission Rule 45-501 *Exempt Distributions*.

4. Clause (i) of the definition of "designated institution" in subsection 204 (1) of the Regulation is revoked and the following substituted:

(i) a company or person, other than an individual, that is an accredited investor as defined in section 1.1 of Ontario Securities Commission Rule 45-501 *Exempt Distributions*,

5. Section 45 of Schedule 1 to the Regulation is revoked.

6. Form 11 of the Regulation is revoked.

7. This Regulation comes into force on the day the rule made by the Ontario Securities Commission on September 12, 2001 entitled "Ontario Securities Commission Rule 45-501 *Exempt Distributions*" comes into force.

ONTARIO SECURITIES COMMISSION:

H. WETSTON
Vice Chair

R. S. PADDON
Commissioner

Dated on September 12, 2001.

Note: The rule made by the Ontario Securities Commission on September 12, 2001 entitled "Ontario Securities Commission Rule 45-501 *Exempt Distributions*" comes into force on November 30, 2001.

48/01

ONTARIO REGULATION 425/01

made under the

HIGHWAY TRAFFIC ACT

Made: November 5, 2001
 Filed: November 16, 2001

Amending Reg. 624 of R.R.O. 1990
 (Stop Signs in Territory Without Municipal Organization)

Note: Since the end of 2000, Regulation 624 has been amended by Ontario Regulation 338/01. Previous amendments are listed in the Table of Regulations published in *The Ontario Gazette* dated January 20, 2001.

1. Regulation 624 of the Revised Regulations of Ontario, 1990 is amended by adding the following Schedules:

Schedule 187

1. The highway known as Concession Six and Seven in the unorganized Township of Clute in the Territorial District of Cochrane at its intersection with the highway known as Main Road.

2. Eastbound and westbound on Concession Road Six and Seven.

Schedule 188

1. The highway known as Clark Street in the unorganized municipality of Gogama in the Territorial District of Sudbury at its intersection with the highway known as Russell Avenue.

2. Eastbound on Clark Street.

BRAD CLARK
Minister of Transportation

Dated on November 5, 2001.

48/01

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Information

THE ONTARIO GAZETTE is published each Saturday and **advertisements must be received no later than Thursday 4 p.m., 9 days before publication of the issue in which they should appear.**

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