

CSA STAFF NOTICE 45-304

NOTICE OF LOCAL EXEMPTIONS

**Related to
National Instrument 45 - 106 Prospectus and Registration Exemptions**

Effective September 14, 2005, members of the Canadian Securities Administrators (CSA or we) have implemented National Instrument 45-106 *Prospectus and Registration Exemptions* (NI 45-106) together with various consequential repeals and amendments to certain national, multilateral and local instruments, rules and regulations.

Although NI 45-106 consolidates and harmonizes most of the prospectus and registration exemptions contained in various provincial statutes and national, multilateral and local instruments into a single national instrument, there remain a limited number of local exemptions in each jurisdiction.

On July 8, 2005 the CSA published notice of approvals of NI 45-106 and related consequential repeals and amendments. At that time, the CSA also stated that on final publication of NI 45-106, we would publish a CSA Notice listing all prospectus and registration exemptions in each jurisdiction that are not included in NI 45-106. These exemptions are listed by jurisdiction and are available only in that jurisdiction. Please refer to the Appendix attached to this notice. Although we have attempted to consolidate a list of all remaining exemptions by local jurisdiction, we encourage persons relying on a local exemption to consult the securities legislation of the jurisdiction. If a jurisdiction is not listed in the Appendix, please consult the securities legislation of that jurisdiction for any local exemptions.

The list of exemptions in the Appendix is up-to-date as of September 14, 2005. Although the CSA will update the list of local exemptions periodically, issuers and their counsel should check the current status of any local exemption.

Questions

Questions about any of the local exemptions listed in the Appendix may be referred to the contact(s) for that local jurisdiction listed below:

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September 9, 2005

APPENDIX

LOCAL EXEMPTIONS - ALBERTA

Alberta Securities Commission Rules

Sections 68, and 123 (capital accumulation plan)

Section 68.1 (Registration exemption exempt purchaser)

Section 69.1 (Registration exemption promoter)

Section 69.2 (Registration exemption for issuers under Rural Utilities Act)

Section 69.3 (Registration exemption for cooperative membership shares)

Section 69.4 (Registration exemption for cooperative investment shares)

Section 69.5 (Transitional:exemption of trades)

Section 127.01 (Prospectus exemption for exempt purchaser)

Section 127.02 (Prospectus exemption for promoter)

Section 127.03 (Prospectus exemption for cooperatives and corporations under the Rural Utilities Act)

Section 127.04 (Transitional: exemption of trades)

ASC Rule 45-502 Trade with RESP

ASC Rule 72-501 *Distributions to Purchasers Outside Alberta*

ASC Rule 91-504 *Strip Bonds*

Blanket Orders

ASC Blanket Order 91-502 Over-the-Counter Derivatives Transactions and Commodity Contracts

ASC Blanket Order 87/03/26 Certain Interests in Government Securities

ASC Blanket Order 90/02/22 Trades of Government Warrants

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LOCAL EXEMPTIONS - BRITISH COLUMBIA

Securities Act (British Columbia)

Sections 45(2) (4) and 74(2) (3) (Exempt purchaser)

Sections 45(2) (13) and 74 (2) (12) (Realization on collateral given for a debt)

Sections 46(h) and 75(a) (Cooperative Associations Act)

Sections 46(i) and 75(a) (Shares or deposits of a credit)

Sections 46(k) and 75(a) (Cooperative corporations under the Real Estate Act)

Securities Rules (British Columbia)

Sections 89(e) and 128(f) (Bonus or finder's fee)

Commission Rules

BC Instrument 45-501 Mortgages

BC Instrument 45-502 Cooperative associations

Blanket Orders

BC Instrument 31-503 Exchange contracts dealers trading in commodity pool securities

BC Instrument 32-501 Advising and related trading under an exemption

BC Instrument 45-504 Trades to trust companies, insurers and portfolio managers outside BC

BC Instrument 45-510 Trades in self-directed registered educational savings plans

BC Instrument 45-511 Trades of government warrants

BC Instrument 45-512 Real estate securities

BC Instrument 45-513 Resale relief for eligible real estate securities

BC Instrument 45-514 The Employee Investment Act

Administering the Canadian Securities Regulatory System
Régissant le Système de réglementation canadien en valeurs mobilières

BC Instrument 45-515 Resale of rights

BC Instrument 72-502 Trades in securities of U.S. registered issuers

BC Instrument 72-503 Distribution of securities outside B.C.

BC Instrument 72-504 Distribution of Eurobonds

BC Instrument 91-501 Over-the-counter derivatives

BC Instrument 91-502 Short term foreign exchange transactions

BC Instrument 91-503 Contracts providing for physical delivery of commodities

BC Instrument 91-504 Government strip bonds

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LOCAL EXEMPTIONS - MANITOBA

The Securities Act (Manitoba)

Section 19(1)(c) and 58 (1)(a) – Exempt Purchasers

Sections 19(2)(g) and 58(3)(a) – Securities to which *The Cooperatives Act* apply

Sections 19(2)(h) and 58(3)(a)– Securities to which *The Credit Unions and Caisses Populaires Act* apply

Securities Regulation (Manitoba)

Sections 91(a) and (b) of *The Securities Regulation* M.R. 491/88R

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LOCAL EXEMPTIONS - NEW BRUNSWICK

Rules

Local Rule 45-501 Prospectus and Registration Exemptions

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LOCAL EXEMPTIONS - NORTHWEST TERRITORIES

Securities Act (Northwest Territories)

Section 2 (Various exemptions from registration requirement)

Blanket Orders

Blanket Order No. 1 – Section 2 (Secondary Market Trading)

Blanket Order No. 1 – Subsection 3(a) (Bona Fide Debts of Non-control Persons)

Blanket Order No. 1 – Section 3(b) (Securities of a Co-operative)

Blanket Order No. 1 – Section 3(c) (Distributions commenced in reliance on Blanket Order exemptions in effect prior to September 14, 2005)

Blanket Order No. 2 – Subsection 2(a) (Bona Fide Debts of Non-control Persons)

Blanket Order No. 2 – Section 2(b) (Securities of a Co-operative)

Blanket Order No. 2 – Section 2(c) (Trades commenced in reliance on Blanket Order exemptions in effect prior to September 14, 2005)

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LOCAL EXEMPTIONS - NOVA SCOTIA

Securities Act (Nova Scotia)

Section 41(1) (y), (ac), (ah)(ii) and (am), (Registration exemptions for government incentive securities)

Section 41(1) (ama) and (amb), (Registration exemption for securities of a cooperative)

Section 41(2)(i) (Registration exemption for shares of a credit union within the meaning of the *Credit Union Act*)

Section 77(1)(u), (w), (ab)(ii) and (ag) (Prospectus exemptions for government incentive securities)

Section 77(1)(ah) (Prospectus exemption for securities of a cooperative)

Section 78(1)(a) as it relates to section 41(2)(i) (Prospectus exemption for shares of a credit union within the meaning of the *Credit Union Act*)

Section 78(1) (b) (Prospectus exemption for trades of securities under a statement of material facts)

Section 78(1)(c) (Prospectus exemption for put and call options)

Rules

NSSC Rule 35-101 Conditional Exemption from Registration for United States Broker-Dealers and Agents;

Regulations

Section 3 of the *Community Economic – Development Corporations Regulations*.
- N.S. Reg.79/98 (Registration and prospectus exemptions for shares of a community economic-development corporation);

Blanket Orders

Blanket Order No. 3 Zero Coupon Strip Bonds

Blanket Order No. 10 Certain Trades in Registered Education Savings Plans

Blanket Order No. 11 Self-Directed Registered Education Savings Plans

Blanket Order No. 15 Trading in Recognized Options Cleared through
Recognized Clearing Organizations

Blanket Order No. 16 Trading in Commodity Futures Contracts and Commodity
Futures Options

Blanket Order No. 24 Certain Certificates for Government Securities

Blanket Order No. 40 International Advisers

Blanket Order No. 46 Shareholder Protection Rights Plans

Blanket Order No. 47 Distribution of Mutual Funds Established for Employees of
a Company and Its Affiliates

Blanket Order No. 52 Local Policy No. 34-601 - Non-Resident Salesperson

Blanket Order No. 45-509 Trades in Warrants to Acquire Certain Debt Securities

Blanket Order No. 45-510 First and Subsequent Trades in Shares of a
Community Economic-Development Corporation

Blanket Order No. 45-511 Transitional Trades Relating to Adoption of Rule 45-
106 Prospectus and Registration Exemptions

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LOCAL EXEMPTIONS - NUNAVUT

Securities Act (Nunavut)

Section 2 (Various exemptions from registration requirement)

Blanket Orders

Blanket Order No. 1 – Section 2 (Secondary Market Trading)

Blanket Order No. 1 – Subsection 3(a) (Bona Fide Debts of Non-control Persons)

Blanket Order No. 1 – Section 3(b) (Securities of a Co-operative)

Blanket Order No. 1 – Section 3(c) (Distributions commenced in reliance on Blanket Order exemptions in effect prior to September 14, 2005)

Blanket Order No. 3 – Subsection 2(a) (Bona Fide Debts of Non-control Persons)

Blanket Order No. 3 – Section 2(b) (Securities of a Co-operative)

Blanket Order No. 3 – Section 2(c) (Trades commenced in reliance on Blanket Order exemptions in effect prior to September 14, 2005)

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LOCAL EXEMPTIONS - ONTARIO

Regulations

Part XI – Universal Registration, Ont. Reg. 1015 – General Regulation made under the *Securities Act* (Ontario), R.R.O. 1990, Reg. 1015, as am.

Ontario Regulation 106/03 *Exemptions respecting the Ontario Municipal Economic Infrastructure Financing Authority*

Ontario Regulation 85/05 *Exemptions respecting the Ontario Financing Authority*

Rules

Ontario Securities Commission Rule 32-501 *Direct Purchase Plans*

Ontario Securities Commission Rule 35-101 *Conditional Exemption from Registration for United States Broker-Dealers and Agents*

Ontario Securities Commission Rule 35-502 *Non Resident Advisers*

Ontario Securities Commission Rule 35-503 *Trades by Certain Members of The Toronto Stock Exchange*

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

Ontario Securities Commission Rule 91-501 *Strip Bonds*

Ontario Securities Commission Rule 91-502 *Trades in Recognized Options – Rule Under the Securities Act*

Ontario Securities Commission Rule 91-503 *Trades in Commodity Futures Contracts and Commodity Futures Options Entered into on Commodity Futures Exchanges Situate Outside of Ontario – Rule Under the Securities Act*

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LOCAL EXEMPTIONS - PRINCE EDWARD ISLAND

Securities Act (Prince Edward Island)

clause 2(4)(f) - (Co-operative Associations)

clause 2(4)(g) - (Credit Unions)

Rules

Local Rule 45-507 - Exempt Distributions - Self Directed Registered Education Savings Plans;

Local Rule 45-510 - Exempt Distributions - Exemptions for Trades Pursuant to Take-Over Bids and Issuer Bids;

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LOCAL EXEMPTIONS - QUEBEC

Securities Act (Québec)

Section 3 (exemptions)

Paragraph 2 of section 3 (exemption for closed company) is repealed and is not included in this reference.

Section 41 (prospectus exemptions)

Section 154 (exemptions)

Sections 194.1 and 194.2

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LOCAL EXEMPTIONS - SASKATCHEWAN

General Rulings/Orders

General Ruling/Order 32-901 *Direct Purchase Plans*

General Ruling/Order 45-901 *Self-Directed Registered Education Savings Plans*

General Ruling/Order 45-902 *Labour-Sponsored Venture Capital Corporations*

General Ruling/Order 45-911 *Co-operative and Credit Union Exemption*

General Ruling/Order 72-901 *Trades to Purchasers Outside of Saskatchewan*

General Ruling/Order 91-901 *Recognized Options Rationalization Order*

General Ruling/Order 91-902 *The Toronto Futures Exchange Order*

General Ruling/Order 91-903 *Trading on the Toronto Futures Exchange of TSE
Spot Index Contracts Order*

General Ruling/Order 91-904 *Government Warrants*

General Ruling/Order 91-905 *Certain Interests in Government Securities*

General Ruling/Order 91-906 *Strip Bonds*