

**GENERAL RULING/ORDER 44-801
IMPLEMENTING NATIONAL INSTRUMENT 44-101
SHORT FORM PROSPECTUS DISTRIBUTIONS**

IN THE MATTER OF
THE SECURITIES ACT, 1988, SS 1988, c. S-42.2

AND

IN THE MATTER OF NATIONAL INSTRUMENT 44-101
SHORT FORM PROSPECTUS DISTRIBUTIONS

ORDER AND RULING
(Sections 83 and 160)

WHEREAS an application has been received by the Saskatchewan Securities Commission (the "Commission") from the staff of the Commission for an order pursuant to section 160 of *The Securities Act, 1988* (the "Act") that certain provisions of the Act and *The Securities Regulations* (the "Regulations") do not apply to distributions of securities made in compliance with National Instrument 44-101 Short form Prospectus Distributions ("NI 44-101");

AND WHEREAS it has been represented to the Commission that:

1. NI 44-101 was adopted under a Commission regulation which became effective March 9, 2001;
2. NI 44-101 replaces National Policy Statement 47 Prompt Offering Qualification System;
3. General Ruling/Order 44-801A Prompt Offering Qualification System dated February 19, 1993 ("GRO 44-801A") and General Ruling/Order 44-801B Prompt Offering Qualification System Solicitation of Expressions of Interest dated March 9, 1993 ("GRO 44-801B") which implemented National Policy Statement 47 are now redundant and should be repealed and replaced with this order;
4. NI 44-101 presumes that issues of securities in compliance with the terms of NI 44-101 will be exempted from certain requirements of the Act;

AND WHEREAS the Commission is of the opinion that it would not be prejudicial to the public interest to make this order;

IT IS HEREBY RULED pursuant to subclause 83(1)(a)(iii) of the Act that an issuer who has filed an initial AIF that has been accepted by the Director in accordance with NI 44-101 is deemed to be a reporting issuer, provided that all continuous disclosure documents referred to in subclause 2.2(1)(a)(ii) of NI 44-101 have been filed with the Director.

IT IS HEREBY ORDERED pursuant to section 160 of the Act:

1. The following provisions do not apply to a distribution of securities made in compliance with NI 44-101 by a qualified issuer within the meaning of subsection 2.1(2) of NI 44-101:
 - (a) section 58 of the Act and section 66 of the Regulations, as they concern the form and content of a preliminary prospectus or prospectus;
 - (b) sections 66 and 67 of the Act;
 - (c) sections 72, 79, 82, 83, 85, 87 and 91 of the Regulations to the extent those provisions are inconsistent with NI 44-101 and Form 44-101F2 Short Form Prospectus.
2. The requirement in section 88 of the Act that comparative audited annual financial statements be sent to securityholders concurrently with filing does not apply to an issuer that has filed earlier than 140 days after the end of a financial year comparative audited annual financial statements in respect of the financial year because of the requirements of NI 44-101, provided that the comparative audited annual financial statements are sent to securityholders referred to in section 88 of the Act within 140 days from the end of that financial year.
3. National Instrument 41-101 Prospectus Disclosure Requirements does not apply to a preliminary short form prospectus or to a short form prospectus certified, filed and receipted in accordance with NI 44-101.

AND IT IS FURTHER ORDERED that GRO 44-801A and GRO 44-801B are repealed and replaced with this order;

DATED at Regina, Saskatchewan this 9th day of March, 2001.

“Marcel de la Gorgendière

Marcel de la Gorgendière, Q.C.

Chairperson