

**“SASKATCHEWAN LOCAL INSTRUMENT**  
**“47-501**  
**“MARKETING COMMUNICATIONS**  
[*Clause 2(d)*]

**Interpretation**

**1** In this local instrument:

(a) **‘disclosure base’** means the following that have been filed with the Commission by or on behalf of an issuer pursuant to the Act and the regulations:

- (i) preliminary prospectuses;
- (ii) prospectuses;
- (iii) offering memorandums;
- (iv) annual information forms;
- (v) financial statements;
- (vi) material change reports; and
- (vii) information circulars;

(b) **‘factual business communication’** means a document that has been prepared and disseminated by or on behalf of an issuer pursuant to a regulatory requirement other than a regulatory requirement set out in any securities legislation or securities directions;

(c) **‘image advertising’** means business communications disseminated by or on behalf of an issuer in the ordinary course of its business to:

- (i) promote the sale of its product or service; or
- (ii) enhance the reputation or public awareness of the issuer;

(d) **‘labour-sponsored venture capital corporation’** means:

- (i) a labour-sponsored venture capital corporation as defined in *The Labour-sponsored Venture Capital Corporations Act*, (Saskatchewan); or
- (ii) a registered labour-sponsored venture capital corporation as defined in the *Income Tax Act* (Canada);

(e) **‘marketing communication’** means any oral or written communication disseminated by any means by or on behalf of an issuer that promotes a trade, or that could reasonably be regarded as promoting a trade, in a security of the issuer or of an affiliate of the issuer, but does not include image advertising or a factual

business communication;

(f) ‘**security**’ does not include a security of a mutual fund that is not a labour-sponsored venture capital corporation.

### **Standards for marketing communications**

**2** No issuer and no person or company with actual, implied or apparent authority to act on behalf of an issuer shall disseminate, directly or indirectly, a marketing communication that:

- (a) is untrue or misleading;
- (b) discloses a material fact that has not previously been disclosed in the issuer’s disclosure base;
- (c) is inconsistent with information in the issuer’s disclosure base;
- (d) distorts, by selective presentation or otherwise, information contained in the issuer’s disclosure base;
- (e) includes a forecast, projection or other forward-looking information not contained in the issuer’s disclosure base;
- (f) could reasonably be regarded as sensational; or
- (g) forms part of conduct that could reasonably be regarded as creating undue pressure to buy or sell a security of the issuer or of an affiliate of the issuer.

### **Legend**

**3** A marketing communication that relates to a distribution of securities must contain a prominent legend advising investors:

- (a) to read the prospectus or offering memorandum before making an investment decision; and
- (b) how they can view and obtain copies of the prospectus or offering memorandum without charge.

### **Prior approval**

**4** A dealer registered as a security issuer or a securities dealer shall obtain the Commission’s prior written approval of a marketing communication before it disseminates that marketing communication in a distribution of an issuer’s securities.

### **Exemption for trading in the secondary market**

**5** An issuer and any person or company acting on behalf of an issuer that disseminates a marketing communication is exempt from the requirements of section 27 and 58 of the

Act, but only if that marketing communication:

- (a) is disseminated other than in connection with a distribution of the issuer's securities; and
- (b) complies with the requirements set out in section 2".