

**GENERAL RULING/ORDER 44-801A  
PROMPT OFFERING QUALIFICATION SYSTEM**

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

AND

NATIONAL POLICY STATEMENT NO. 47  
PROMPT OFFERING QUALIFICATION SYSTEM

RULING AND ORDER  
(Subclause 83(1)(a)(iii), and  
Subsection 58(4) of the Act)

WHEREAS an application has been received by the Saskatchewan Securities Commission (the "Commission") from the staff of the Commission pursuant to:

1. Subclause 83(1)(a)(iii) of *The Securities Act, 1988*, S.S. 1988, c. S-42.2 (the "Act"), for a ruling to deem those issuers who comply with section 4.1(1)(a)(ii)(A) or 4.2(1)(a)(ii)(A) of National Policy 47 - Prompt Offering Qualification System ("NP 47") as reporting issuers for all purposes under the Act, if they are not already reporting issuers;
2. Subsection 58(4) of the Act for permission to accept the filing of an abbreviated preliminary prospectus and prospectus as contemplated by NP 47;

AND WHEREAS the Commission has proceeded on its own motion pursuant to Clause 89(b)(iii) of the Act for an order to exempt those issuers who comply with section 6.3(6) of NP 47 from the requirements of subsection 88(1) of the Act;

AND WHEREAS it has been represented to the Commission by the staff of the Commission that:

1. The Commission has adopted NP 47 effective the date of this Ruling and Order;
2. The Commission has revoked Saskatchewan Local Policy 4.4 - Prompt Offering Qualification System ("LP 4.4") effective the date of this Ruling and Order, except for issuers filing renewal annual information forms ("AIF") up to and including April 1, 1993, and whose financial year ends on or after December 31, 1992 who elect to file under LP 4.4. This transitory filing

provision will lapse on April 2, 1993;

3. NP 47 presumes that issuers of securities in compliance with NP 47 will be exempted from certain requirements of the Act;
4. Deeming issuers who comply with NP 47 to be reporting issuers and providing those issuers with exemptions will result in further efficiencies in the timing and procedures for access to Canadian capital markets for eligible issuers and their selling security holders;
5. Section 4.1(1)(a)(ii)(A) of NP 47 permits issuers to participate in the prompt offering qualification system ("POP System") in Saskatchewan if the issuer has been a reporting issuer in another province or territory of Canada for thirty-six months immediately preceding the date of filing its AIF with the staff of the Commission, provided the issuer files with its AIF, or has previously filed, all continuous disclosure documents that it was required to file in that province or territory in which it was a reporting issuer for the last thirty-six months immediately preceding the date of filing its AIF;
6. Section 4.2(1)(a)(ii)(A) of NP 47 allows certain substantial Canadian issuers to participate in the POP System if the issuer has been a reporting issuer in another province or territory of Canada and files with its AIF, or has previously filed, all continuous disclosure documents that it was required to file in that province or territory;
7. Section 6.3(6) of NP 47 provides that where an issuer files a preliminary short form prospectus or short form prospectus subsequent to its directors approving its comparative audited annual financial statements but prior to these financial statements being filed as required by securities legislation in the provinces and territories in which its preliminary short form prospectus or short form prospectus is filed, the issuer will be required to file the comparative audited annual financial statements in the provinces and territories in which the preliminary short form and short form prospectus is filed, but will not be required to concurrently send these financial statements to the holders of its securities as required by Subsection 88(1) of the Act;

AND WHEREAS the Commission is satisfied that in the circumstances there is adequate justification for making this Ruling and Order and that it would not be prejudicial to the public interest to do so;

IT IS HEREBY RULED pursuant to Subclause 83(1)(a)(iii) of the Act that issuers who comply with section 4.1(1)(a)(ii)(A) or 4.2(1)(a)(ii)(A) of NP 47 are hereby deemed to be reporting issuers for all purposes under the Act upon complying with the filing requirements of NP 47;

AND IT IS HEREBY ORDERED pursuant to:

1. Clause 89(3)(b) of the Act that those issuers who comply with section 6.3(6) of NP 47 are exempt from the concurrent delivery requirements of Subsection 88(1) of the Act, provided that they otherwise meet the delivery requirements of Section 88 of the Act;
2. Subsection 58(4) of the Act, that an abbreviated preliminary prospectus and prospectus be accepted for filing under NP 47 provided that it is in the form prescribed by NP 47.

Dated at Regina, Saskatchewan this 19th day of February, 1993.

*"Marcel de la Gorgendière"*  
Marcel de la Gorgendière, Q.C.  
Chairman

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

AND

NATIONAL POLICY STATEMENT NO. 47  
PROMPT OFFERING QUALIFICATION SYSTEM

WAIVER  
(Subsection 76(2) of *The Securities Regulations*)

WHEREAS the Commission has adopted National Policy Statement No. 47 - Prompt Offering Qualification System ("NP 47");

AND WHEREAS paragraph (5) of Item 10 of Appendix B to NP 47 provides that ratings or provisional ratings, received from Approved Rating Organizations, as defined in NP 47, with respect to securities to be distributed must be disclosed in the preliminary short form prospectus and prospectus qualifying such securities;

AND WHEREAS subsection 76(1) of *The Securities Regulations* (the "Regulations") requires that a consent be filed with the Commission when a person is named as having prepared or certified a report or valuation used in or in connection with a prospectus;

AND WHEREAS the Director is of the opinion that filing a consent is impracticable in the circumstances;

THEREFORE the Director, pursuant to Subsection 76(2) of the Regulations, waives the requirement of Subsection 76(1) of the Regulations to file a consent in connection with a security rating received from an Approved Rating Organization used in or in connection with a preliminary short form prospectus or short form prospectus provided that the preliminary short form prospectus and short form prospectus comply with the requirements of NP 47.

Dated at Regina, Saskatchewan this 8th day of March, 1993.

*“Barbara Shourounis”*

Barbara Shourounis

Director