

ALBERTA SECURITIES COMMISSION

BLANKET ORDER 51-511

Citation: Order Exempting Alpha Venture Plus Issuers from Certain Provisions of Alberta Securities Laws , Re, 2012 ABASC 130 **Date:** 20120330

Background

1. Aspects of Alberta securities laws and policies vary in their application to issuers depending on the marketplace on which an issuer's securities are listed or quoted.
2. Alpha Exchange Inc. (**Alpha**) intends to operate two listing markets, referred to respectively as *Alpha Venture Plus* and *Alpha Main*. *Alpha Venture Plus* listing requirements are designed to be more aligned with “venture issuers”, as defined in National Instrument 51-102 *Continuous Disclosure Obligations* (**NI 51-102**), while *Alpha Main* listing requirements are designed to be more aligned with other issuers.
3. Alpha has represented that issuers with securities listed on *Alpha Venture Plus* (**Alpha Venture Plus Issuers**) should be subject to Alberta securities laws and policies applicable to venture issuers. However, pending possible amendments to Alberta securities laws and policies to make express reference to *Alpha Venture Plus*, this would require:
 - (a) the application of Alberta securities laws to Alpha Venture Plus Issuers as if they were venture issuers; and
 - (b) the application of National Policy 46-201 *Escrow for Initial Public Offerings* as if Alpha Venture Plus Issuers with a market capitalization (calculated in accordance with that policy) of less than \$100 million were “established issuers” (within the meaning of that policy) and Alpha Venture Plus Issuers with a market capitalization of at least \$100 million were “exempt issuers” (within the meaning of that policy).

Order

4. The Alberta Securities Commission (the **Commission**), considering that to do so would not be prejudicial to the public interest, orders that the provisions of Alberta securities laws specified below do not apply to an Alpha Venture Plus Issuer, on the condition that, prior to having its securities listed on Alpha, the issuer files with the Commission an originally signed undertaking to the Commission in the form of the Schedule hereto (the **Alpha Venture Plus Issuer Undertaking**) and concurrently delivers a copy of the Alpha Venture Plus Issuer Undertaking to Alpha:
 - (a) the criterion under section 2.2(e) of National Instrument 44-101 *Short Form Prospectus Distributions* (**NI 44-101**), for qualification to file a prospectus in the

form of a short form prospectus, that an issuer's equity securities be listed and posted for trading on a “short form eligible exchange”, within the meaning of NI 44-101; and

- (b) the criterion, under section 2.2(1) of National Instrument 44-102 *Shelf Distributions*, for qualification to file a preliminary short form prospectus that is a preliminary base shelf form prospectus, that the issuer be qualified under section 2.2 of NI 44-101 to file a prospectus in the form of a short form prospectus, on the condition that the issuer meets all the criteria of section 2.2 of NI 44-101 except the criterion under section 2.2(e) that an issuer's equity securities be listed and posted for trading on a short form eligible exchange.

30 March 2012

For the Commission:

“original signed by”

William S. Rice, QC

Chair

“original signed by”

Stephen Murison

Vice-Chair

**SCHEDULE
FORM OF UNDERTAKING**

Alberta Securities Commission
Suite 600, 250 – 5th Street SW
Calgary, Alberta
T2P 0R4

**ALPHA VENTURE PLUS
ISSUER UNDERTAKING**

_____ (the **Alpha Venture Plus Issuer**) hereby undertakes to the Alberta Securities Commission that, in addition to complying with all other aspects of Alberta securities laws, it will:

1. if the Alpha Venture Plus Issuer has a market capitalization of less than \$100 million, apply National Policy 46-201 *Escrow for Initial Public Offerings* as if the Alpha Venture Plus Issuer were an “established issuer” (within the meaning of that policy); and
2. file a change of status report under section 11.2(b) of National Instrument 51-102 *Continuous Disclosure Obligations (NI 51-102)* when the Alpha Venture Plus Issuer’s securities become listed on the Alpha Main marketplace operated by Alpha Exchange Inc.

The undersigned acknowledges that failure to comply with this Issuer Undertaking would be a contravention of section 93.2 of the *Securities Act* (Alberta).

[Place, Date]

[Name, Function], duly authorized