

**ALBERTA SECURITIES COMMISSION  
NOTICE**

**ONTARIO SECURITIES COMMISSION RULE 41-501  
*GENERAL PROSPECTUS REQUIREMENTS***

**AND**

**REQUEST FOR COMMENT  
PROPOSED ALBERTA SECURITIES COMMISSION RULE 41-501  
*USE OF PROSPECTUS COMPLYING WITH  
ONTARIO SECURITIES COMMISSION REQUIREMENTS***

**New Ontario Long Form Prospectus Requirements**

The Commission (the "ASC") advises that the Ontario Securities Commission (the "OSC") has approved the following instruments (referred to collectively as the "OSC Rule"):

- OSC Rule 41-501 *General Prospectus Requirements*;
- OSC Form 41-501F1 *Information Required In a Prospectus*;
- OSC Form 41-501F2 *Authorization of Indirect Collection of Personal Information*;
- OSC Form 41-501F3 *Issuer Form of Submission to Jurisdiction and Appointment of Agent for Service of Process*;
- OSC Form 41-501F4 *Non-Issuer Form of Submission to Jurisdiction and Appointment of Agent for Service of Process*; and
- OSC Companion Policy 41-501CP.

Unless the Government of Ontario rejects OSC Rule 41-501 or the related OSC Forms, the OSC Rule will come into force on December 31, 2000.

The OSC is publishing the OSC Rule, on the same date as this Notice, in the OSC Bulletin and on the OSC website at [www.osc.gov.on.ca](http://www.osc.gov.on.ca). The OSC is also publishing an accompanying notice that provides background to the OSC Rule and summarizes public comments, and OSC responses, on the version of the OSC Rule published on December 17, 1999. Earlier versions of the OSC Rule had been published for comment on May 2, 1997 and July 23, 1999.

**New Ontario Requirements differ from Alberta Requirements**

When the OSC Rule comes into effect, the form and content requirements for long form prospectuses filed in Ontario will differ from the requirements in Alberta and other CSA jurisdictions.

The ASC and the other members of the CSA recognize the importance of harmonizing prospectus requirements. Staff of the securities commissions of Alberta, British Columbia and Québec have participated in the development of the OSC Rule and will continue to work toward the development and implementation of a harmonized instrument governing long form prospectuses, to be based on the OSC Rule.

Many of the long form prospectus disclosure requirements contained in the OSC Rule (for example, those relating to financial disclosure concerning business acquisitions) have now been adopted by CSA members for purposes of short form prospectus distributions, as set out in National Instrument 44-101 *Short Form Prospectus Distributions* ("NI 44-101"). NI 44-101 will take effect in Alberta and other jurisdictions represented by the Canadian Securities Administrators (the "CSA") on December 31, 2000, as described in a separate Commission notice published concurrently with this Notice. This development should facilitate work on a harmonized long form prospectus instrument.

### **Proposed ASC Rule 41-501**

The ASC and other CSA members are taking steps to minimize potential adverse consequences, for capital market participants, of inconsistencies in long form prospectus requirements during the period following implementation of the OSC Rule in Ontario until a harmonized CSA long form prospectus instrument is implemented.

In Alberta, ASC Rule 41-501 *Use of Prospectus Complying with Ontario Securities Commission Requirements* (the proposed "ASC Rule"), published with this Notice, would enable issuers to satisfy Alberta requirements governing the form and content of a long form prospectus by filing a prospectus prepared in accordance with the OSC Rule.

The ASC Rule would facilitate multi-jurisdiction long form prospectus distributions of securities by permitting use of the same prospectus in Alberta as in Ontario. It would not, however, be restricted to offerings made in both Ontario and Alberta. Other CSA jurisdictions outside Ontario are likely to provide accommodation similar to that contemplated under the proposed ASC Rule, and the ASC recognizes that issuers may wish to adopt the new Ontario form of prospectus irrespective of where in Canada they intend to distribute securities. Accordingly, the ASC Rule would enable an issuer to apply the OSC Rule in satisfaction of Alberta long form prospectus requirements for distributions with no Ontario element, including Alberta-only distributions.

The ASC Rule would be permissive. Pending implementation of a harmonized long form prospectus instrument, therefore, current Alberta requirements would continue to apply unless an issuer chooses instead to rely on the ASC Rule for a particular long form prospectus distribution.

### **Comments**

Interested parties are invited to make written submissions with respect to the proposed ASC Rule. Submissions received by November 14, 2000 will be considered.

Submissions should be sent in writing to the attention of Stephen Murison at:

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Questions may be referred to any of:

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