

## ALBERTA SECURITIES COMMISSION NOTICE #51-503 (AB)

### Blanket Order #51-503 (AB): Transitional Blanket Relief from Reporting Issuer Obligations for Former CDN Quoted Issuers and Former TSE Issuers

#### 1. *Background*

As part of the restructuring of the Canadian exchanges, The Toronto Stock Exchange Inc. (the "TSE") and the Canadian Dealing Network Inc. ("CDN") will cease operating a quotation and trade reporting system in Ontario and CDNX has created a new Tier 3. CDNX will list on its Tier 3, the securities of certain issuers that as at September 1, 2000 were quoted on CDN or that had made a complete application for quotation on CDN and were subsequently approved for quotation ("CDNX-CDN Issuers"). In connection with the Canadian exchange restructuring, the TSE increased its continued listing requirements. Certain issuers that were suspended from trading on the TSE for failure to meet these new continued listing requirements will list on Tier 1 or Tier 2 of CDNX ("CDNX-TSE Issuers"). Upon being listed and posted for trading on CDNX, CDNX-CDN Issuers and CDNX-TSE Issuers, if not already reporting issuers in Alberta, will automatically become reporting issuers in Alberta.

#### 2. *Purpose*

The Alberta Securities Commission (the "Commission") has issued Blanket Order #51-503 (AB) (the "CDN/TSE Order"). The purpose of the CDN/TSE Order is to grant CDNX-CDN Issuers and CDNX TSE Issuers that satisfy the definition of "New Reporting Issuer" in the CDN/TSE Order, transitional relief from certain filing obligations imposed on Alberta reporting issuers. The CDN/TSE Order also provides transitional relief from certain filing obligations imposed on persons or companies involved with the New Reporting Issuers. Generally speaking, the relief provided by the CDN/TSE Order is available provided that the New Reporting Issuer is a reporting issuer in Ontario, the filing obligations under Ontario securities law are complied with and the New Reporting Issuer files with the Commission, the same document that it files with the Ontario Securities Commission.

The modified filing requirements applicable to New Reporting Issuers are summarized in **Appendix "A"** to this Notice. This Notice and **Appendix "A"** provide a summary only. For full details of the relief provided by the CDN/TSE Order and the conditions to such relief, refer to the text of that blanket order.

#### 3. *Transitional Period*

The transitional relief provided by the CDN/TSE Order expires June 30, 2001. After that time, the New Reporting Issuers and persons involved with them will be subject to the full burdens associated with having reporting issuer status in Alberta and will be expected to comply with all applicable provisions of Alberta securities law.

#### **4. *Definitions and Interpretations***

##### **(a) *Defined terms***

Terms used in this Notice that are defined or used in the CDN/TSE Order should be read in accordance with the CDN/TSE Order.

##### **(b) *Interpretation of “listed” and “listed and posted for trading”***

The Commission interprets the phrase “listed and posted for trading” as used in clause (iii) of subsection 1(t.1) of the Act, as meaning that an issuer’s securities are listed and not suspended from trading. The CDN/TSE Order, in certain cases, uses the term “listed” without the additional words “and posted for trading”. This choice of words reflects a decision to refer to issuers that are listed but may be suspended from trading.

Since the CDN/TSE Order applies to New Reporting Issuers that are listed on CDNX, a New Reporting Issuer may continue to rely on the relief provided by the CDN/TSE Order even if its securities are subsequently suspended from trading on CDNX.

An issuer that is delisted from CDNX is not “listed” and is not “posted”. A former New Reporting Issuer that is delisted from CDNX will no longer be entitled to rely upon the relief provided by the CDN/TSE Order. However, it will continue to be a reporting issuer in Alberta and since it cannot rely on the CDN/TSE Order, it will be subject to the full obligations of a reporting issuer.

##### **(c) *Interpretation of “in the same manner”***

The CDN/TSE Order refers to certain filings being made with the Commission “in the same manner” as they are made with the Ontario Securities Commission. This language has been used in the CDN/TSE Order to clarify that documents filed with the Commission under the CDN/TSE Order are to be filed with the Commission electronically via SEDAR. This is done by selecting the Commission as an additional recipient.

#### **5. *Publication of Blanket Order #51-503 (AB)***

The Commission published the CDN/TSE Order in the Weekly Summary for the week ending September 29, 2000. The blanket order has also been placed on the Commission’s website at [www.albertasecurities.com](http://www.albertasecurities.com).

## APPENDIX “A”

### *Summary of Modified Filing Requirements for CDNX-CDN Issuers and CDNX-TSE Issuers*

	<b>Prepare:</b>	<b>File:</b>	<b>Mail:</b>
<b>Material Change Reports</b> (s. 118 of Alberta Act)	in accordance with Ontario securities law	via SEDAR with OSC, together with applicable filing fee  and  simultaneously via SEDAR with Commission (no filing fee)	N/A
<b>Annual Financial Statements</b> (s.121(1) of Alberta Act)	in accordance with Ontario securities law	via SEDAR with OSC, together with applicable filing fee  and  simultaneously via SEDAR with Commission (no filing fee)	to holders in Ontario of securities as required or permitted by Ontario securities law  and  simultaneously, in same manner to holders in Alberta of securities
<b>Interim Financial Statements</b> (s.120(1) of Alberta Act)	in accordance with Ontario securities law	via SEDAR with OSC, together with any applicable filing fee  and  simultaneously via SEDAR with Commission (no filing fee)	to holders in Ontario of securities as required or permitted by Ontario securities law  and  simultaneously, in same manner to holders in Alberta of securities
<b>Proxy Materials (Information Circulars)</b> (ss. 124, 127 and 128 of Alberta Act and sections 164-168 of Commission Rules)	in accordance with Ontario securities law	via SEDAR with OSC, together with any applicable filing fee  and  simultaneously via SEDAR with Commission (no filing fee)	to holders in Ontario of securities as required or permitted by Ontario securities law  and  simultaneously, in the same manner to holders in Alberta of securities
<b>Insider Trade Reports</b> (s. 147 of Alberta Act)	in accordance with Ontario securities law	with OSC in manner required or permitted by Ontario securities law	N/A
<b>Early Warning Acquisition Reports</b> (ss. 141 and 142 of Alberta Act)	in accordance with Ontario securities law	with OSC in manner required or permitted by Ontario securities law together with applicable filing fee	N/A

#### Definitions used in Table

“OSC” means Ontario Securities Commission

“SEDAR” means System for Electronic Document Analysis and Retrieval