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Securities Act of Ontario (R.S.O. 1990, c. S.5) and the
Commodity Futures Act of Ontario (R.S.O. 1990, c. C.20)

The Ontario Securities Commission

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Chapter 1

Notices

1.1 Notices

1.1.1 CSA Staff Notice 25-302 Matters Relating to CDOR, LIBOR and Other Interest Rate Benchmarks



Canadian Securities
Administrators

Autorités canadiennes
en valeurs mobilières

CSA Staff Notice 25-302

Matters Relating to CDOR, LIBOR and Other Interest Rate Benchmarks

November 26, 2020

Introduction

Staff of the securities regulatory authorities in each jurisdiction of Canada (**we**) are publishing this notice to help ensure that market participants are aware of certain developments regarding interest rate benchmarks and can consider their impact.

Upcoming changes to CDOR

The Canadian Dollar Offered Rate (**CDOR**) is a domestically important interest rate benchmark that is currently published in tenors of 1, 2, 3, 6 and 12 months. CDOR is used for a variety of purposes, including to

- calculate the floating-rate component of certain over-the-counter and exchange-traded derivatives,¹
- determine interest payments on certain floating-rate notes and other securities, and
- determine the base interest rate on certain loan agreements between corporate borrowers and banks.

On November 12, 2020, Refinitiv Benchmark Services (UK) Limited (**RBSL**), the administrator of CDOR, announced that the 6 and 12 month tenors of CDOR will cease to be published effective May 17, 2021 (the **effective date**).² The 1, 2 and 3 month tenors of CDOR will continue to be published after the effective date.

Use of 6 and 12 month tenors of CDOR and transition arrangements

According to a 2018 publication of the Bank of Canada³, the vast majority of instruments that use CDOR as a reference rate specify the 1 and 3 month tenors of CDOR, rather than the other tenors.

New instruments

When preparing contractual provisions for new instruments that will extend, or might extend, past the effective date, we encourage market participants to consider the use of a replacement rate if they were planning to use the 6 or 12 month tenors of CDOR.

Existing instruments

We encourage appropriate action by persons or companies that have issued or hold securities, or that are parties to derivatives⁴ or loan agreements, which

¹ For example, the Montréal Exchange offers 3 month Canadian bankers' acceptance futures (**BAX**) that reflect the 3 month tenor of CDOR and options on 3 month BAX.

² See RBSL announcement at https://www.refinitiv.com/content/dam/marketing/en_us/documents/policies/cdor-change-consultation.pdf

³ See *CDOR & CORRA in Financial Markets – Size and Scope* at <https://www.bankofcanada.ca/wp-content/uploads/2018/10/cdor-corra-financial-markets-size-scope-september-17-2018.pdf>

- reference the 6 or 12 month tenors of CDOR, and
- extend, or might extend, past the effective date.

In particular, we encourage these persons or companies to make plans for appropriate transition arrangements well in advance of the effective date. These transition arrangements might involve:

- the adoption of a replacement rate;
- changes to information technology systems;
- reviewing the contractual provisions for these securities, derivatives and loan agreements that would apply when the 6 and 12 month tenors of CDOR cease to be published (**fallback language**),⁵
- in the case of issuers of securities, the disclosure of any replacement rate or other key transition arrangements to investors.

We encourage market participants to focus on these transition issues now to avoid business and market disruptions after the effective date.

LIBOR and other interest rate benchmarks

We note that various jurisdictions are pursuing plans to reform major interest rate benchmarks, including plans to replace key inter-bank offered rates (**IBORs**) with nearly risk-free reference rates (**RFRs**).⁶ In particular, the United Kingdom, the United States and other countries are currently working to replace the London inter-bank offered rate (**LIBOR**) with alternative RFRs before the end of 2021.⁷

New instruments

When preparing contractual provisions for new instruments that will extend, or might extend, past 2021, we encourage market participants to consider the use of a replacement rate if they were planning to use LIBOR (given that LIBOR is expected to be discontinued at the end of 2021).⁸

We also encourage market participants to include appropriate fallback language in any new instrument that references CDOR or other IBORs that may be replaced in the future.

Existing instruments

We encourage appropriate action by persons or companies that have issued or hold securities, or that are parties to derivatives or loan agreements, which reference LIBOR, CDOR or other IBORs that may be replaced in the future. In particular, we encourage market participants to:

- identify any existing instruments that reference LIBOR, CDOR or other IBORs and ascertain whether they have appropriate fallback language;

⁴ On November 17, 2020, the International Swaps and Derivatives Association, Inc. (**ISDA**) published guidance for parties to over-the-counter derivative transactions that are affected by the RBSL announcement on the 6 and 12 month tenors of CDOR. A copy of the ISDA guidance is available at https://www.isda.org/a/rwNTE/CDOR-tenor-cessation_ISDA-guidance_17.11.2020_PDF.pdf

⁵ Fallback language might specify a replacement rate (a **fallback**) or how a replacement rate is to be selected. Alternatively, the applicable contractual provisions might not have contemplated that the 6 and 12 month tenors of CDOR would cease to be published. In the absence of appropriate fallback language, issuers may need to take actions to mitigate risk, such as renegotiating a contractual provision.

⁶ On November 20, 2020, the Financial Stability Board (**FSB**) published a report on the status of plans in various jurisdictions to replace IBORs with RFRs. A copy of the FSB report is available at <https://www.fsb.org/wp-content/uploads/P191120.pdf>

⁷ On October 16, 2020, the FSB published a global transition roadmap for LIBOR. The roadmap sets out a timetable of actions for financial and non-financial sector firms to take in order to ensure a smooth LIBOR transition by the end of 2021. A copy of the FSB roadmap is available at <https://www.fsb.org/2020/10/global-transition-roadmap-for-libor/>

⁸ On November 18, 2020, ICE Benchmark Administration Limited (**IBA**), the administrator of LIBOR, announced that it will consult on its intention to cease publication of the euro, U.K. sterling, Swiss franc and Japanese yen tenors of LIBOR at the end of 2021. The IBA indicated that discussions involving the IBA, the U.K. Financial Conduct Authority, other official sector bodies and panel banks are continuing regarding the future of the U.S. dollar tenors of LIBOR. A copy of the IBA announcement is available at https://s2.q4cdn.com/154085107/files/doc_news/ICE-Benchmark-Administration-to-Consult-On-Its-Intention-to-Cease-the-Publication-of-GBP-EUR-CHF-and-JPY-LIBOR-2020.pdf

- consider appropriate transition arrangements for any existing or legacy contracts that reference LIBOR and that will continue to be in force past 2021 (given that LIBOR is expected to be discontinued at the end of 2021).

ISDA IBOR fallbacks

On October 23, 2020, ISDA launched the IBOR fallbacks supplement (the **IBOR Fallbacks Supplement**) and IBOR fallbacks protocol (the **IBOR Fallbacks Protocol**).⁹

- The IBOR Fallbacks Supplement¹⁰ will amend ISDA's standard definitions for interest rate derivatives to incorporate fallbacks for derivatives linked to certain IBORs, with the changes coming into effect on January 25, 2021. From that date, all new cleared and non-cleared derivatives that reference the definitions will include the fallbacks.
- The IBOR Fallbacks Protocol¹¹ will enable market participants to incorporate the revisions into their legacy non-cleared derivatives trades with other counterparties that choose to adhere to the IBOR Fallbacks Protocol. The IBOR Fallbacks Protocol has been open for adherence since October 23, 2020 and will become effective on the same date as the IBOR Fallbacks Supplement (January 25, 2021).

The FSB previously indicated on October 9, 2020 that it strongly encourages widespread and early adherence to the IBOR Fallbacks Protocol.¹²

Questions

Please refer your questions to any of the following:

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⁹ A copy of the October 23, 2020 ISDA announcement is available at <https://www.isda.org/2020/10/23/isda-launches-ibor-fallbacks-supplement-and-protocol/>

¹⁰ A copy of the IBOR Fallbacks Supplement is available at <http://assets.isda.org/media/3062e7b4/23aa1658-pdf/>

¹¹ A copy of the IBOR Fallbacks Protocol is available at <http://assets.isda.org/media/3062e7b4/08268161-pdf/>

¹² A copy of the October 9, 2020 FSB announcement is available at <https://www.fsb.org/2020/10/fsb-encourages-broad-and-timely-adherence-to-the-isda-ibor-fallbacks-protocol/>

1.4 Notices from the Office of the Secretary

1.4.1 Solar Income Fund Inc. et al.

**FOR IMMEDIATE RELEASE
November 18, 2020**

**SOLAR INCOME FUND INC.,
ALLAN GROSSMAN,
CHARLES MAZZACATO, and
KENNETH KADONOFF,
File No. 2019-35**

TORONTO – Take notice an attendance in the above named matter is scheduled to be heard on December 7, 2020 at 9:00 a.m.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

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1.4.2 Epix Resource Finance Corporation

**FOR IMMEDIATE RELEASE
November 19, 2020**

**AN APPLICATION BY
EPIX RESOURCE FINANCE CORPORATION
REGARDING
ABERDEEN INTERNATIONAL INC.,
File No. 2020-29**

TORONTO – The Commission issued its Oral Reasons and Decision on Standing in the above named matter.

A copy of the Oral Reasons and Decision on Standing dated November 19, 2020 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

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For General Inquiries:

1-877-785-1555 (Toll Free)
inquiries@osc.gov.on.ca

1.4.3 First Global Data Ltd. et al.

**FOR IMMEDIATE RELEASE
November 20, 2020**

**FIRST GLOBAL DATA LTD.,
GLOBAL BIOENERGY RESOURCES INC.,
NAYEEM ALLI,
MAURICE AZIZ,
HARISH BAJAJ, AND
ANDRE ITWARU,
File No. 2019-22**

TORONTO – Take notice that the hearing in the above named matter scheduled to be heard on November 23, 2020 will not proceed as scheduled.

The hearing on the merits will continue on November 25, 2020 at 10:00 a.m.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 FT Portfolios Canada Co.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted to permit mutual fund to invest in related underlying US ETF whose securities do not meet the definition of index participation unit in NI 81-102 – mutual fund is the Canadian version of the underlying US ETF – relief is subject to certain conditions including that both funds have the same portfolio manager who is registered both under the OSA as well as with the SEC.

Applicable Legislative Provisions

National Instrument 81-102 Investment Funds, ss. 2.1(1), 2.5(2)(a), 2.5(2)(c), 19.1.

November 6, 2020

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF
APPLICATIONS
IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
FT PORTFOLIOS CANADA CO.
(the Filer)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer on behalf of the First Trust Senior Loan ETF (CAD Hedged) (the **Fund**), an exchange-traded mutual fund subject to National Instrument 81-102 *Investment Funds* (**NI 81-102**) for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for an exemption from:

- (a) subsection 2.1(1) of NI 81-102 to permit the Fund to purchase securities of the U.S. Underlying ETF (as defined below) even though, immediately after the

transaction, more than 10% of the Fund's net asset value (**NAV**) would be invested in it;

- (b) paragraph 2.5(2)(a) of NI 81-102 to permit the Fund to purchase securities of the U.S. Underlying ETF (as defined below) even though it is not subject to NI 81-102; and
- (c) paragraph 2.5(2)(c) of NI 81-102 to permit the Fund to purchase securities of the U.S. Underlying ETF (as defined below) even though it is not a reporting issuer in a Jurisdiction,

(collectively, the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- (a) the Ontario Securities Commission is the principal regulator for this application; and
- (b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in all of the provinces and territories of Canada other than the Jurisdiction (together with the Jurisdiction, the **Jurisdictions**).

Interpretation

Terms defined in National Instrument 14-101 *Definitions*, MI 11-102 and NI 81-102 have the same meaning if used in this decision, unless otherwise defined.

FT Funds means the Fund and the U.S. Underlying ETF.

U.S. means the United States of America.

U.S. Underlying ETF means the First Trust Senior Loan Fund, an exchange traded mutual fund whose securities are listed on The Nasdaq Stock Market LLC (the **Nasdaq**).

Representations

This decision is based on the following facts represented by the Filer:

The Filer

1. The Filer is a corporation formed by amalgamation pursuant to a certificate of amalgamation dated November 29, 2001 under the laws of the province of Nova Scotia.

2. The Filer is the investment fund manager of the Fund and is registered as an investment fund manager under the securities legislation in Ontario, Québec and Newfoundland and Labrador and is also registered in Ontario as a mutual fund dealer. The head office of the Filer is in Toronto, Ontario.
3. The Filer is not in default of the securities legislation in any of the Jurisdictions.

The FT Funds

4. The Fund is an actively managed exchange-traded open-ended mutual fund governed by the laws of the province of Ontario.
5. The U.S. Underlying ETF is an actively managed exchange-traded fund subject to the U.S. *Investment Company Act of 1940* (the **Investment Company Act**) and is an "investment fund" within the meaning of applicable Canadian securities legislation.
6. First Trust Advisors L.P. (**FTA**), an affiliate of the Filer, acts as the portfolio advisor for each FT Fund. FTA is registered under the *Securities Act* (Ontario) as a portfolio manager and is also registered with the U.S. Securities and Exchange Commission (the **SEC**) under the U.S. *Investment Advisers Act of 1940*.
7. The investment objective of the Fund is to provide its unitholders with a high level of current income by investing primarily in a diversified portfolio of Senior Loans (as defined below) and debt securities with capital appreciation as a secondary objective.
8. The primary investment objective of the U.S. Underlying ETF is to provide high current income and its secondary investment objective is preservation of capital.
9. Each FT Fund seeks to achieve its investment objectives by investing in a diversified portfolio of Senior Loans which are generally rated at or below BB+ by Standard & Poor's, or Bal or less by Moody's Investor Services, Inc. or a similar rating by a designated credit rating organization (as defined in NI 81-102) and debt securities.
10. Under normal market conditions, each FT Fund will invest at least 80% of its net asset value (**NAV**) in Senior Loans.
11. Each FT Fund seeks to achieve its investment objectives by investing at least 80% of its NAV in Senior Loans (as described below under the subheading "*Senior Loans*") which meet the liquidity thresholds of the Primary Index (as defined below) and/or Secondary Index (as defined below) at the time of investment.

12. Each FT Fund may also invest up to 20% of its NAV in (a) non-Senior Loan debt securities, which may be fixed-rate or floating-rate income-producing securities, (b) warrants, U.S. and non-U.S. equity and equity-like positions and interests and/or (c) securities of other investment funds or investment companies. In addition, the U.S. Underlying ETF may invest up to 15% of its net assets in Senior Loans and/or other floating rate loans that are distressed or in default.
13. The Fund generally seeks to hedge substantially all of its U.S. dollar currency exposure back to the Canadian dollar.
14. Each FT Fund may depart from its principal investment strategies and invest part or all of its assets in cash or cash equivalents for defensive purposes and during periods of high cash inflows or outflows.
15. The portfolio managers at FTA responsible for overseeing each FT Fund's portfolio and investments are the same.
16. FTA seeks to invest in Senior Loans for the Fund in the same manner as the U.S. Underlying ETF.
17. The Fund distributes its securities pursuant to a long form prospectus prepared pursuant to National Instrument 41-101 *General Prospectus Requirements* (**NI 41-101**) and Form 41-101F2 *Information Required in an Investment Fund Prospectus* (**Form 41-101F2**) and is governed by the applicable provisions of NI 81-102, subject to any exemptions therefrom that have been, or may in the future be, granted by the Canadian securities regulatory authorities.
18. Units of the Fund are listed and traded on the Toronto Stock Exchange (the **TSX**).
19. The Fund is a reporting issuer in each of the Jurisdictions.
20. The Fund is not in default of the securities legislation in any of the Jurisdictions.
21. Each of FTA and the U.S. Underlying ETF is regulated by the SEC. The regulatory oversight of FTA and the U.S. Underlying ETF by the SEC is functionally equivalent to that of the Filer and the Fund which are both primarily regulated by the OSC.
22. The Bank of New York Mellon, a sister company of CIBC Mellon Trust Company, the Fund's custodian, fund accountant and valuation agent, acts as the administrator, custodian and fund accountant and transfer agent for the U.S. Underlying ETF. The Bank of New York Mellon is also the securities lending agent for both the Fund and the U.S. Underlying ETF.

23. The U.S. Underlying ETF's primary performance benchmark is the S&P/LSTA U.S. Leveraged Loan 100 Index (the **Primary Index**). The Fund's performance benchmark, is the Canadian dollar hedged version of the Primary Index (S&P/LSTA Leveraged Loan 100 Index (CAD-Hedged)).
24. As at April 30, 2020, the total value of the U.S. Underlying ETF was \$1.37 billion and the U.S. Underlying ETF held 161 individual positions across 30 industries; the average size of transaction undertaken by the Fund being approximately \$7.7 million. As at April 30, 2020, the total value of the Fund was \$49 million and the Fund held 114 individual positions across 26 industries; the average size of transaction undertaken by the Fund being approximately \$376,000.
25. FTA seeks to invest on behalf of each FT Fund in Senior Loans or other debt of companies possessing some or all of the attributes below which it believes helps generate higher risk-adjusted total returns:
 - (a) Senior Loans or other debt of companies that have developed strong positions within their respective markets and exhibit the potential to maintain sufficient cash flows and profitability to service their obligations in a range of economic environments;
 - (b) Senior Loans or other debt of companies that possess advantages in scale, scope, customer loyalty, product pricing or product quality versus their competitors, thereby minimizing business risk and protecting profitability;
 - (c) Senior Loans or other debt of established companies that have demonstrated a record of profitability and cash flows over several economic cycles; and
 - (d) Senior Loans or other debt of a target company that has an experienced management team with an established track record of success.
26. FTA seeks to invest on behalf of each FT Fund in a portfolio of Senior Loans or other debt among various borrowers and industries, thereby potentially reducing the risk of a downturn in any one company or industry having a disproportionate impact on the value of the fund.
27. The U.S. Underlying ETF may invest up to 15% of its NAV in securities and other instruments that are, at the time of investment, illiquid (as determined using the SEC's standard applicable to investment companies). The Fund is subject to NI 81-102 which limits the extent to which the Fund may invest in illiquid assets to a similar degree.
28. Each FT Fund has, since its inception, invested sparingly in illiquid assets and FTA makes efforts to avoid the Fund from investing in illiquid assets to the extent possible.
29. Neither FT Fund employs leverage for the purposes of obtaining additional exposure to Senior Loans.
30. The portfolio holdings of the U.S. Underlying ETF are available on the U.S. Underlying ETF's website and are updated on a daily basis.
31. Securities of the U.S. Underlying ETF are offered in their primary market in a manner similar to the Fund pursuant to a prospectus filed with the SEC which discloses material facts, similar to the disclosure requirements under Form 41-101F2.
32. The U.S. Underlying ETF is required to prepare key investor information documents which provide disclosure that is substantially similar to the disclosure required to be included in the ETF facts document required by Form 41-101F4 *Information Required in an ETF Facts Document*.
33. The U.S. Underlying ETF is subject to continuous disclosure obligations which are substantially similar to the disclosure obligations under National Instrument 81-106 *Investment Fund Continuous Disclosure*.
34. The U.S. Underlying ETF is required to update information of material significance in its prospectus, to prepare management reports and an unaudited set of financial statements at least semi-annually, and to prepare management reports and an audited set of financial statements annually.
35. FTA is subject to a governance framework which sets out the duty of care and standard of care, which require FTA to act in the best interest of unitholders of the U.S. Underlying ETF.
36. The securities of the U.S. Underlying ETF are listed and traded on the Nasdaq (a recognized exchange in the United States). The listing requirements of the Nasdaq are consistent with the listing requirements of the TSX and NEO Exchange Inc. in Canada.
37. The market for securities of the U.S. Underlying ETF is liquid because it is a large fund with US\$1.37 billion in assets (as at April 30, 2020) and is traded on the Nasdaq (i.e. it is more liquid because of its size and its trading volume). In addition, it is supported by authorized participants (who are U.S. broker-dealers) which make the market for the securities of the U.S. Underlying ETF and are incentivized to do so because of the arbitrage opportunities inherent in making such

market. Accordingly, the Filer expects the Fund to be able to dispose of its securities of the U.S. Underlying ETF through market facilities in order to raise cash, including to fund the redemption requests of its unitholders from time to time.

Senior Loans

38. A first lien senior floating rate loan (a **Senior Loan**) is an advance or commitment of funds made by one or more banks or similar financial institutions to one or more corporations, partnerships or other business entities and typically pays interest at a floating or adjusting rate that is determined periodically at a designated premium above a base lending rate, most commonly, LIBOR, plus a premium. A Senior Loan is considered senior to all other unsecured claims against the borrower, senior to or equal with all other secured claims, meaning that in the event of a bankruptcy of the borrower the Senior Loan, together with other first lien claims, it is entitled to be the first to be repaid out of proceeds of the assets securing the loans, before other existing unsecured claims or interests receive repayment. However, in bankruptcy proceedings, there may be other claims, such as taxes or additional advances that take precedence.
39. Each FT Fund invests in Senior Loans made predominately to businesses operating in North America but may also invest in Senior Loans made to businesses operating outside of North America.
40. Each FT Fund may invest in Senior Loans directly, either from the borrower as part of a primary issuance or in the secondary market through assignments of portions of Senior Loans from third parties, or participations in Senior Loans, which are contractual relationships with an existing lender in a loan facility whereby the U.S. Underlying ETF purchases the right to receive principal and interest payments on a loan but the existing lender remains the recordholder of the loan.
41. When identifying prospective investment opportunities in Senior Loans for the FT Funds, FTA invests primarily in Senior Loans that are below investment grade quality at the time of investment, and relies on fundamental credit analysis in an effort to attempt to minimize the loss of each FT Fund's capital and to select assets that provide attractive relative value. Each FT Fund may also invest in unrated securities deemed by the investment advisor to be of comparable quality to those securities rated below investment grade. Each FT Fund may invest in securities of any rating. Securities rated below investment grade, commonly referred to as "junk" or "high yield" securities, include securities that are rated Ba1/BB+/BB+ or below by Moody's Investors

Service, Inc., Fitch Inc., or Standard & Poor's, Inc., respectively.

42. The size of the leveraged loan market in the U.S. is currently around US\$1.2 trillion. FTA believes that Senior Loans are an important and desirable asset class for investors given the asset's unique combination of relatively high yield potential and low duration and given that historically, Senior Loans have resulted in higher recovery rates than high yield bonds and higher long-term risk-adjusted returns than other major fixed income asset classes.
43. The Filer submits that Senior Loans typically have low historical correlation to other asset classes and accordingly, they provide investors with the opportunity to diversify their investment portfolio.
44. In order to get exposure to a Senior Loan, each FT Fund invests in "tranches". A "tranche" is a tradeable portion of debt within a Syndicated Loan. A "Syndicated Loan" is a commercial loan provided by a group of lenders which is structured, arranged and administered by one or more commercial or investment banks known as "arrangers". Tranches within a Syndicated Loan may have different risk and reward profiles (i.e. maturity, level of risk and yields or interest rates).
45. Given the size of the U.S. Underlying ETF, it is able to invest in a greater number of tranches of different Syndicated Loans whereas the Fund, given that it has significantly less assets than the U.S. Underlying ETF, invests in fewer tranches resulting in less diversification within its portfolio. In addition, because of its size, the U.S. Underlying ETF can purchase, hold and sell round lots of Syndicated Loans (i.e. loan participations of US\$1 million or more) ("**Round Lots**") which are typically more liquid and more easily valued than odd lots of Syndicated Loans (i.e. loan participations of less than US\$1 million) ("**Odd Lots**"). Generally, smaller Odd Lot positions are harder and more expensive to trade than Round Lots.
46. Given the benefits that the Fund can achieve by obtaining exposure to Senior Loans through direct investment in the U.S. Underlying ETF (being diversification, liquidity, access to greater tranche Senior Loan exposure and the ability to buy Round Lots), the Fund would like to invest up to 100% of its net assets in the U.S. Underlying ETF.

Reasons for Exemption Sought

47. Absent the Exemption Sought, an investment by the Fund of up to 100% of its NAV in securities of the U.S. Underlying ETF would be prohibited by:
 - (a) subsection 2.1(1) of NI 81-102 because more than 10% of the Fund's NAV would

- be invested in securities of the U.S. Underlying ETF;
- (b) paragraph 2.5(2)(a) of NI 81-102 because the U.S. Underlying ETF is not subject to NI 81-102; and
- (c) paragraph 2.5(2)(c) of NI 81-102 because the U.S. Underlying ETF is not a reporting issuer in a Jurisdiction.
48. An investment by the Fund in the U.S. Underlying ETF would not qualify for the exception in (a) subsection 2.1(2) or (b) paragraph 2.5(3)(a) of NI 81-102 because the securities of the U.S. Underlying ETF are not index participation units.
49. The Fund's investment objectives and investment strategies seek to provide its unitholders with exposure to a diversified portfolio of Senior Loans. The Filer submits that having the ability to invest up to 100% of the Fund's NAV in securities of the U.S. Underlying ETF will provide the Fund with access to investment opportunities that the Fund is currently unable to access due to its size, which will in turn allow the Fund to maintain a much more diversified portfolio.
50. The Filer believes that an investment in securities of the U.S. Underlying ETF by the Fund is an efficient and cost effective alternative to investing in Senior Loans directly.
51. The investment objectives, investment strategies, investment restrictions and risk factors applicable to the Fund and the U.S. Underlying ETF are substantially the same. The Fund is essentially the Canadian version of the U.S. Underlying ETF and is managed by affiliates and advised by the same portfolio advisor and portfolio management team. Accordingly, as FTA is the portfolio advisor for both funds, the Filer is in a position to ensure that the requirements of NI 81-102 are complied with.
52. The only material difference in the investment strategies utilized by the Fund and the U.S. Underlying ETF is that the Fund seeks to hedge substantially all of its U.S. dollar currency exposure back to the Canadian dollar.
53. The Fund will not pay any management or incentive fees in connection with an investment in securities of the U.S. Underlying ETF which to a reasonable person would duplicate a fee payable by the U.S. Underlying ETF for the same service.
54. Given the benefits that the Fund can achieve by obtaining exposure to Senior Loans through direct investment in the U.S. Underlying ETF (being diversification, liquidity, access to greater tranche Senior Loan exposure and the ability to buy Round Lots), the Fund would like to invest up to 100% of its net assets in the U.S. Underlying ETF.
55. Any risks associated with an investment in securities of the U.S. Underlying ETF are mitigated by the fact that:
- (a) the U.S. Underlying ETF will be subject to the Investment Company Act and FTA oversight of the SEC and
- (b) the U.S. Underlying ETF will comply with sections 2.1 (concentration restriction), 2.2 (control restrictions), 2.3 (restrictions concerning types of assets), 2.4 (restrictions concerning illiquid assets), 2.6 (restrictions on borrowing and other investment practices) and 2.6(1) (restrictions regarding short sales) of NI 81-102.
56. The amount of loss that could result from an investment by the Fund in securities of the U.S. Underlying ETF will be limited to the amount invested by the Fund in the U.S. Underlying ETF.
57. An investment by the Fund in securities of the U.S. Underlying ETF represents, or will represent, the business judgement of responsible persons uninfluenced by considerations other than the best interests of the Fund.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator is that the Exemption Sought is granted, provided that:

- (a) the investment by the Fund in securities of the U.S. Underlying ETF is in accordance with the investment objectives of the Fund;
- (b) the U.S. Underlying ETF is an investment company subject to the Investment Company Act in good standing with the SEC;
- (c) the portfolio manager of each FT Fund is FTA, or its successor, that is: (i) registered under the *Securities Act* (Ontario) as a portfolio manager and (ii) registered with the SEC under the *U.S. Investment Advisers Act of 1940*;
- (d) the U.S. Underlying ETF will not, at the time securities of the U.S. Underlying ETF are acquired by the Fund, hold more than 10% of its NAV in securities of any other mutual fund other than securities of a money market fund or a mutual fund that issues index participation units;

- (e) the aggregate amount of all borrowings of the U.S. Underlying ETF does not exceed 10% of its NAV at the time of borrowing; and
- (f) the prospectus of the Fund will disclose in the next renewal of its prospectus following the date of this decision, in the investment strategy section, the fact that the Fund has obtained the Exemption Sought to permit investments in the U.S. Underlying ETF on the terms described in this decision.

"Darren McKall"
Manager, Investment Funds and Structured Products
Branch
Ontario Securities Commission

2.1.2 Ninepoint Partners LP et al.

Headnote

Relief granted from the single custodian requirement to permit the use of more than one custodian, subject to conditions.

Applicable Legislative Provisions

National Instrument 81-102 Investment Funds, ss. 6.1(1), 19.1.

October 2, 2020

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)**

AND

**IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF
APPLICATIONS
IN MULTIPLE JURISDICTIONS**

AND

**IN THE MATTER OF
NINEPOINT PARTNERS LP
(Ninepoint)
OR
AN AFFILIATE
(collectively, the Filer)**

AND

**NINEPOINT ALTERNATIVE CREDIT
OPPORTUNITIES FUND,
NINEPOINT RETURN ADVANTAGED U.S. EQUITY
INDEX CLASS AND
ANY OTHER EXISTING OR FUTURE INVESTMENT
FUNDS
MANAGED BY THE FILER TO WHICH
NATIONAL INSTRUMENT 81-102 INVESTMENT FUNDS
(NI 81-102) APPLIES
(the Funds)**

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer on behalf of the Funds for a decision under the securities legislation of the Jurisdiction (the **Legislation**) exempting the Funds from the requirement in subsection 6.1(1) of NI 81-102, namely that all portfolio assets of an investment fund be held under the custodianship of one custodian that satisfies the requirements of section 6.2 of NI 81-102, solely to permit each Fund to appoint more than one custodian, each of which is qualified to be a custodian under section 6.2 of NI

81-102 and each of which is subject to all of the other requirements in Part 6 of NI 81-102 other than the prohibition against the Fund appointing more than one custodian in subsection 6.1(1) of NI 81-102 pursuant to this decision (the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- (a) the Ontario Securities Commission is the principal regulator for the application? and
- (b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11102 *Passport System* (**MI 11102**) is intended to be relied upon in all of the provinces and territories of Canada other than the Jurisdiction (together with the Jurisdiction, the **Jurisdictions**).

Interpretation

Terms defined in National Instrument 14101 *Definitions*, MI 11102 and NI 81-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

This decision is based on the following facts represented by the Filer:

The Filer and the Funds

1. Ninepoint is a limited partnership formed and organized under the laws of the province of Ontario. The general partner of Ninepoint is Ninepoint Partners GP Inc., a corporation incorporated under the laws of the province of Ontario. The head office of Ninepoint is located in Ontario.
2. Ninepoint is registered as (i) an investment fund manager in Ontario, Quebec and Newfoundland and Labrador, (ii) a portfolio manager in Ontario, British Columbia, Alberta, Saskatchewan, Manitoba, New Brunswick, Nova Scotia and Newfoundland and Labrador, and (iii) an exempt market dealer in the Jurisdictions listed in (ii) as well as Quebec.
3. The Filer is the manager of the existing Funds and will be the manager of the future Funds.
4. Each of Ninepoint Alternative Credit Opportunities Fund and Ninepoint Return Advantaged U.S. Equity Index Class is an alternative mutual fund governed by the laws of Canada or of one of the Jurisdictions. Each Fund is, or will be, a reporting issuer in one or more Jurisdictions.
5. Neither the Filer nor any of the existing Funds is in default of securities legislation in any of the Jurisdictions.

6. Securities of each existing Fund are, and it is expected that securities of each future Fund will be, qualified for distribution in some or all of the Jurisdictions under a simplified prospectus, annual information form, and fund facts and/or ETF facts prepared and filed in accordance with National Instrument 81-101 *Mutual Fund Prospectus Disclosure* or National Instrument 41-101 *General Prospectus Requirements*. Each Fund is, or will be, governed by NI 81102, subject to any relief therefrom granted by the securities regulatory authorities.

Reasons for the Exemption Sought

7. The Filer would like the flexibility for each Fund to engage prime brokers, which are entities that act as a lender or borrowing agent, as the case may be, to one or more investment funds, whether the investment fund is an alternative mutual fund or a conventional mutual fund (each, a **Prime Broker**), as custodians in addition to the Fund's custodian provided that such Prime Brokers are qualified to act as a custodian under subsection 6.2(3) of NI 81-102 (each, an **Additional Custodian**). The Filer and any Additional Custodians would be subject to all requirements applicable to custodians under Part 6 of NI 81-102, other than the requirement in subsection 6.1(1) of NI 81-102 that there only be one custodian.
8. The Filer has requested the Exemption Sought in order to provide additional flexibility for the Funds to engage in the short selling of securities under Section 6.8.1 of NI 81-102, as portfolio assets deposited with a borrowing agent that is the custodian or a sub-custodian of the Fund are not subject to the 10% and 25% of net asset value (**NAV**) limitations in subparagraph 6.8.1(1)(a) and 6.8.1(1)(b), respectively.
9. An important investment strategy for each Fund is or will be to enter into securities lending, repurchase or reverse repurchase transactions between the Fund, as lender of the securities, third party borrowers and the Fund's securities lending agent, as a means of generating additional revenues for the Fund and to enhance returns of its securityholders.
10. An Additional Custodian may also be appointed as a securities lending agent of the Funds and, in such circumstances, would provide the Funds with the opportunity to enter into a greater number of agreements which effect securities lending, repurchase or reverse repurchase transactions between a Fund, as lender of the securities, third party borrowers and the Fund's securities lending agent (**Securities Lending Agreements**) than would be the case with a single custodian and would therefore have the potential to increase revenues to the Funds from securities lending activities.

- 11 Prime Brokers are not widely appointed as sub-custodians by custodians under NI 81-102 as it can be both operationally challenging for the custodian and the Filer to appoint them to act in such capacity. This is especially true in circumstances where the custodian of a Fund is a Prime Broker.
- 12 If the Exemption Sought is granted, an Additional Custodian's responsibility for custody of the Funds' assets will apply only to the assets held by the Additional Custodian on behalf of the Funds (the **Relevant Assets**). The custodial arrangements between the Funds and each Additional Custodian will comply with the requirements of Part 6 of NI 81-102 other than subsection 6.1(1).
- 13 Any Additional Custodian will meet the requirements of NI 81-102 to act as a custodian for an investment fund and will have experience acting as custodian of the assets of public investment funds governed by NI 81-102. As custodian of the Relevant Assets, an Additional Custodian will comply with the standard of care applicable to qualified custodians under Section 6.6 of NI 81-102, will hold the Relevant Assets in the name of the applicable Fund in accordance with Section 6.5 of NI 81-102 and will include the provisions prescribed in Section 6.4 of NI 81-102 in its custody agreement with the Filer and the Funds. Each Additional Custodian will complete the review and provide compliance reports to the Filer as contemplated in Section 6.7 of NI 81-102.
- 14 The ability to terminate an Additional Custodian as custodian of the Relevant Assets of a Fund at any time without cause on written notice will ensure that the Filer maintains ultimate control over all of the portfolio assets of the Funds and can restore all assets to the custody of the Fund's custodian at any time if the Filer considers it to be in the best interests of the Funds and their respective unitholders to do so.
- 15 The appointment of an Additional Custodian should have no impact on the safety of the portfolio assets of the Funds while enhancing the Funds' abilities to engage in the short selling of securities under Section 6.8.1 of NI 81-102 and to enter into additional Securities Lending Agreements.
- 16 Disclosure regarding the Exemption Sought and particulars of the appointment of any Additional Custodian of the Funds with respect to the Relevant Assets will be included in the simplified prospectus and annual information form of the applicable Funds that is filed at the next annual renewal.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that a Fund may appoint one or more Additional Custodians if:

- (a) a single entity reconciles all the portfolio assets of the Fund and provides the Fund with valuation and unitholder recordkeeping services and will complete daily reconciliations amongst the custodians before striking a daily NAV;
- (b) the Filer maintains such operational systems and processes, as between two or more custodians and the single entity referred to in condition (a) above, in order to keep a proper reconciliation of all the portfolio assets that will move amongst the custodians, as appropriate; and
- (c) each Additional Custodian will act as custodian and securities lending agent only for the portion of portfolio assets of the Fund transferred to it.

"Darren McKall"
Manager
Investment Funds and Structured Products
Ontario Securities Commission

2.1.3 Denison Mines Corp. et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Application for exemptive relief to permit issuer and underwriter, acting as agent for the issuer, to enter into an equity distribution agreement to make “at the market” (ATM) distributions of common shares over the facilities of the TSX, the NYSE American, or other Canadian marketplace – ATM distributions to be made pursuant to shelf prospectus procedures in Part 9 of NI 44-102 Shelf Distributions – issuer will issue a press release and file agreements on SEDAR – application for relief from prospectus delivery requirement – delivery of prospectus not practicable in circumstances of an ATM distribution – relief from prospectus delivery requirement has effect of removing two-day right of withdrawal and remedies of rescission or damages for non-delivery of the prospectus – application for relief from certain prospectus form requirements – relief granted to permit modified forward-looking certificate language – relief granted on terms and conditions set out in decision document – decision will terminate 25 months after the issuance of a receipt for the shelf prospectus. Decision and application also held in confidence by decision makers until the earlier of a public announcement of an ATM offering, the entering into of an equity distribution agreement, waiver of confidentiality or 90 days from the date of the decision.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 71, 147.
National Instrument 44-101 Short Form Prospectus Distributions, Part 8 and Item 20 of Form 44-101F1.
National Instrument 44-102 Shelf Distributions, ss. 5.5, 6.3, 6.7, Part 9, ss. 2.1, 2.2 of Appendix A.
National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions.

August 28, 2020

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF
APPLICATIONS
IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
DENISON MINES CORP.
(THE ISSUER),
AND

CANTOR FITZGERALD CANADA,
CORPORATION
(CANTOR)
AND
CANTOR FITZGERALD & CO.
(CANTOR USA)
AND
SCOTIA CAPITAL INC.
(SCOTIA CAPITAL)
AND
SCOTIA CAPITAL (USA) INC.
(SCOTIA USA, AND
TOGETHER WITH CANTOR, CANTOR USA AND
SCOTIA CAPITAL,
THE AGENTS AND TOGETHER WITH THE ISSUER, THE
FILERS)

DECISION

Background

The Ontario Securities Commission (the **Decision Maker**), being the principal regulator in the Jurisdiction, has received an application (the **Application**) from the Filers for a decision under the securities legislation of the Jurisdiction (the **Legislation**) for the following relief (the **Exemptions Sought**):

- (a) that the requirement that a dealer, not acting as agent of the purchaser, who receives an order or subscription for a security offered in a distribution to which the prospectus requirement applies, send or deliver to the purchaser the latest prospectus (including the applicable prospectus supplement(s) in the case of a base shelf prospectus) and any amendment to the prospectus (the **Prospectus Delivery Requirement**) does not apply to the Agents or any other TSX participating organization or other marketplace participant acting as selling agent for the Agents (each, a **Selling Agent**) in connection with any at-the-market distribution (each, an **ATM Distribution** and collectively, the **ATM Offering**), as defined in National Instrument – 44-102 *Shelf Distributions* (**NI 44-102**) of common shares (**Common Shares**) of the Issuer in Canada and the United States (**U.S.**) pursuant to one or more substantially identical equity distribution agreements (each, an **Equity Distribution Agreement**) to be entered into between the Issuer and the Agents, subject to the satisfactory completion of such investigation and inquiry into the affairs of the Company as each Agent deems appropriate under the circumstances and to the receipt of all internal approvals of each Agent in connection with any ATM Offering; and

(b) that the requirements to include in a base shelf prospectus or prospectus supplement or an amendment thereto:

- (i) a forward-looking issuer certificate of the Issuer in the form specified in section 2.1 or section 2.4, as applicable, of Appendix A to NI 44-102;
- (ii) a forward-looking underwriter certificate in the form specified by section 2.2 or section 2.4, as applicable, of Appendix A to NI 44-102; and
- (iii) a statement respecting purchasers' statutory rights of withdrawal and remedies of rescission or damages in substantially the form prescribed in Item 20 of Form 44-101F1 – *Short Form Prospectus*;

(collectively, the **Prospectus Form Requirements**) do not apply to the Shelf Prospectus (as defined below), the Prospectus Supplement (as defined below) or an amendment thereto provided that the Issuer includes in the Prospectus Supplement or an amendment thereto the form of issuer certificate and form of underwriter certificate and include in the Prospectus Supplement or an amendment thereto the revised description of a purchaser's statutory rights of withdrawal and remedies for rescission or damages described below, in each case (other than with respect to the underwriter certificate) superseding and replacing the corresponding language in the Shelf Prospectus solely with regards to an ATM Offering.

The Decision Maker has also received a request from the Filers for a decision that the Application and this decision (together, the **Confidential Material**) be kept confidential and not be made public until the earliest of: (a) the date on which the Issuer publicly announces the ATM Offering; (b) the date on which any of the Filers first enter into an Equity Distribution Agreement; (c) the date any of the Filers advise the Decision Maker that there is no longer any need for the Confidential Material to remain confidential; and (d) the date that is 90 days after the date of this decision (the **Confidentiality Relief**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- (a) pursuant to subsection 3.6(3)(b) National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions*, as the Issuer's head office is located in Ontario, the Ontario Securities Commission is the principal regulator for the Application; and

(b) the Filers have provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System (MI 11-102)* is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Nunavut and the Northwest Territories (collectively and together with the Jurisdiction, the **Reporting Jurisdictions**).

Interpretation

Terms defined in National Instrument 14-101 – Definitions, National Instrument 13-101 – System for Electronic Document Analysis and Retrieval (SEDAR), in MI 11-102 or in NI 44-102 have the same meaning if used in this decision, unless otherwise defined herein. All dollar figures in this decision refer to Canadian dollars.

Representations

This decision is based on the following facts represented by the Filers:

The Issuer

1. The Issuer is a corporation existing under the *Business Corporations Act (Ontario)*. The head office of the Issuer is located in Toronto, Ontario.
2. The Issuer is a reporting issuer in each province and territory of Canada and is not in default of securities legislation in any jurisdiction of Canada.
3. The Common Shares are listed on the Toronto Stock Exchange (the **TSX**) under the symbol "DML" and on the NYSE American (the **NYSE American**) under the trading symbol "DNN".
4. The Issuer's common shares are registered and the Issuer is subject to reporting obligations under the *U.S. Securities Exchange Act of 1934*, as amended (the **U.S. Exchange Act**), and files its continuous disclosure documents with the Securities and Exchange Commission (the **SEC**) in the U.S. as a "foreign private issuer" under SEC rules.
5. The Issuer filed a short form base shelf prospectus (the **Shelf Prospectus**) in the Reporting Jurisdictions and a corresponding registration statement and base shelf prospectus under the U.S. Securities Act of 1933, as amended, on Form F-10 with the SEC on June 2, 2020 under the multi-jurisdictional disclosure system qualifying the distribution from time to time of Common Shares, subscription receipts, debt securities, share purchase contracts, warrants to purchase Common Shares, share purchase contracts or units (collectively, the **Securities**), and units comprised of some or all of the Securities having an aggregate offering price of up

to C\$175,000,000 (or the equivalent in Canadian dollars or other currencies).

6. The Ontario Securities Commission issued a receipt for the Shelf Prospectus on June 2, 2020, which receipt was deemed pursuant to MI 11-102 to have been issued by the securities regulatory authority in each of the other Reporting Jurisdictions.

The Agents

7. Cantor is a corporation incorporated under the laws of Nova Scotia with its head office in Toronto, Ontario.
8. Cantor is registered as an investment dealer under the securities legislation of each province and territory of Canada, is a member of the Investment Industry Regulatory Organization of Canada, and is a participating organization of the TSX.
9. Cantor USA is a New York general partnership registered in New York County with its head office in New York, NY.
10. Cantor USA is a broker-dealer registered with the SEC under the U.S. Exchange Act.
11. Scotia Capital is a corporation incorporated under the laws of Ontario with its head office in Toronto, Canada.
12. Scotia Capital is registered as an investment dealer under the securities legislation of each province and territory of Canada, is a member of the Investment Industry Regulatory Organization of Canada, and is a participating organization of the TSX.
13. Scotia USA is a corporation formed under the laws of the State of New York with its head office in New York, New York.
14. Scotia USA is a broker-dealer registered with the SEC under the U.S. Exchange Act.
15. None of the Agents are in default of any requirements under applicable securities legislation in any of the jurisdictions of Canada.

Proposed ATM Distribution

16. Subject to mutual agreement on terms and conditions, the Filers propose that the Issuer and any one or more of the Agents may enter into Equity Distribution Agreements for the purpose of ATM Offerings involving the periodic sale of Common Shares by the Issuer through the applicable Agents, as agents, under the shelf prospectus procedures prescribed by Part 9 of NI 44-102.

17. If an Equity Distribution Agreement is entered into, the Issuer will immediately do both of the following:

- (a) issue and file a news release pursuant to section 3.2 of NI 44-102 announcing the Equity Distribution Agreement and indicating that the Shelf Prospectus and the Prospectus Supplement (defined below) have been filed on SEDAR and specifying where and how purchasers of Common Shares under the applicable ATM Offering may obtain copies; and
- (b) file the Equity Distribution Agreement on SEDAR.

18. Prior to making an ATM Distribution, the Issuer will have filed, in each province and territory of Canada and with the SEC, a prospectus supplement describing the terms of the applicable ATM Offering, including the terms of the Equity Distribution Agreement, and otherwise supplementing the disclosure in the Shelf Prospectus (the **Prospectus Supplement**, and together with the Shelf Prospectus, as supplemented or amended and including any documents incorporated by reference therein (which shall include any Designated News Release) (as defined below), the **Prospectus**).

19. Under the proposed Equity Distribution Agreements, the Issuer may conduct one or more ATM Offerings subject to the 10% limitation set out in subsection 9.1(1) of NI 44-102.

20. The Issuer will conduct ATM Distributions through one or more of the Agents (as agent) directly or via a Selling Agent, and only through methods constituting "at-the-market distributions" within the meaning of NI 44-102, including sales made on (i) the TSX, (ii) the NYSE American, or (iii) another "marketplace" within the meaning of National Instrument 21-101 – *Marketplace Operation* upon which the Common Shares are listed, quoted or otherwise traded (each, a **Marketplace**).

21. Cantor and/or Scotia Capital will act as the Canadian agents of the Issuer in connection with an ATM Distribution directly or through one or more Selling Agents on a Canadian Marketplace, and will be paid an agency fee or commission by the Issuer in connection with such sales. If sales are effected through a Selling Agent, the Selling Agent will be paid a seller's commission for effecting the trades on behalf of the Canadian agents. The applicable Canadian agents will each sign an agent's certificate, in the form set out in paragraph 38 below, in the Prospectus Supplement.

22. A purchaser's rights and remedies under applicable securities legislation against the Canadian agents, as agents of an ATM

- Distribution through a Canadian Marketplace, will not be affected by a decision to effect the sale directly or through a Selling Agent.
23. The aggregate number of Common Shares sold on one or more Canadian Marketplaces pursuant to an ATM Distribution on any trading day will not exceed 25% of the trading volume of the Common Shares on all Canadian Marketplaces on that day.
24. Each Equity Distribution Agreement will provide that, at the time of each sale of Common Shares pursuant to an ATM Distribution, the Issuer will represent to the Agents that the Prospectus contains full, true and plain disclosure of all material facts relating to the Issuer and the Common Shares being distributed. The Issuer will, therefore, be unable to proceed with sales pursuant to an ATM Distribution when it is in possession of undisclosed information that would constitute a material fact or a material change in respect of the Issuer or the Common Shares.
25. During the period after the date of the Prospectus Supplement and before the termination of any ATM Distribution, if the Issuer disseminates a news release disclosing information that, in the Issuer's determination, constitutes a "material fact" (as such term is defined in the Legislation), the Issuer will identify such news release as a "designated news release" for the purposes of the Prospectus. This designation will be made on the face page of the version of such news release filed on SEDAR (any such news release, a **Designated News Release**). The Prospectus Supplement will provide that any such Designated News Release will be deemed to be incorporated by reference into the Prospectus. A Designated News Release will not be used to update disclosure in the Prospectus by the Issuer in the event of a "material change" (as such term is defined in the Legislation).
26. If, after the Issuer delivers a sell notice to the Agents directing the Agents to sell Common Shares on the Issuer's behalf pursuant to an Equity Distribution Agreement (a **Sell Notice**), the sale of the Common Shares specified in the Sell Notice, taking into consideration prior sales under previous ATM Distributions, would constitute a material fact or material change, the Issuer will suspend sales under the Equity Distribution Agreement until either: (a) it has filed a Designated News Release or material change report, as applicable, or amended the Prospectus; or (b) circumstances have changed such that a sale would no longer constitute a material fact or material change.
27. In determining whether the sale of the number of Common Shares specified in a Sell Notice would constitute a material fact or material change, the Issuer will take into account a number of factors, including, without limitation:
- (a) the parameters of the Sell Notice, including the number of Common Shares proposed to be sold and any price or timing restrictions that the Issuer may impose with respect to the particular ATM Distribution;
 - (b) the percentage of the outstanding Common Shares that the number of Common Shares proposed to be sold pursuant to the Sell Notice represents;
 - (c) sales under earlier Sell Notices;
 - (d) trading volume and volatility of the Common Shares;
 - (e) recent developments in the business, operations or capital of the Issuer; and
 - (f) prevailing market conditions generally.
28. It is in the interest of the Issuer and the Agents to minimize the market impact of sales under an ATM Distribution. Therefore, the Agents will closely monitor the market's reaction to trades made on any Marketplace pursuant to an ATM Distribution in order to evaluate the likely market impact of future trades. The Agents have experience and expertise in managing sell orders to limit downward pressure on trading prices. If the Agents have concerns as to whether a particular sell order placed by the Issuer may have a significant effect on the market price of the Common Shares, the Agents will recommend against effecting the trades pursuant to the applicable Sell Notice at that time.

Disclosure of Common Shares Sold in ATM Offerings

29. Within seven calendar days after the end of each calendar month during which the Issuer conducts an ATM Distribution, the Issuer will disclose in a report filed on SEDAR the number and average selling price of the Common Shares distributed through a Canadian Marketplace under the ATM Distribution, and the commission and gross and net proceeds for such sales. Furthermore, for each financial period in which the Issuer conducts an ATM Distribution, it will disclose in its annual and interim financial statements and related management discussion and analysis filed on SEDAR the number and average selling price of the Common Shares distributed pursuant to the ATM Distribution, and the commission and gross and net proceeds for such sales.

Prospectus Delivery Requirement

30. Pursuant to the Prospectus Delivery Requirement, a dealer effecting a trade of securities offered under a prospectus is required to deliver a copy of the prospectus (including the applicable prospectus supplement(s) in the case of a base

shelf prospectus) to the purchaser within prescribed time limits.

31. Delivery of a prospectus is not practicable in the circumstances of an ATM Distribution, because neither the Agents nor a Selling Agent effecting the trade will know the identity of the purchasers.
32. The Prospectus will be filed and readily available electronically via SEDAR to all purchasers under ATM Distributions. As stated in paragraph 17 above, the Issuer will issue a news release that specifies where and how copies of the Prospectus may be obtained.
33. The liability of an issuer or an underwriter (or others) for a misrepresentation in a prospectus pursuant to the civil liability provisions of the Legislation will not be affected by the grant of an exemption from the Prospectus Delivery Requirement because purchasers of securities offered by a prospectus during the period of distribution have a right of action for damages or rescission, without regard to whether or not the purchaser relied on the misrepresentation or in fact received a copy of the prospectus.

Withdrawal Right and Right of Action for Non-Delivery

34. Pursuant to the Legislation, an agreement to purchase a security in respect of a distribution to which the prospectus requirement applies is not binding on the purchaser if the dealer from whom the purchaser purchases the security receives, not later than midnight on the second day (exclusive of Saturdays, Sundays and holidays) after receipt by the purchaser of the latest prospectus or any amendment to the prospectus, a notice in writing evidencing the intention of the purchaser not to be bound by the agreement (the **Withdrawal Right**).
35. Pursuant to the Legislation, a purchaser of securities to whom a prospectus was required to be sent or delivered in compliance with the Prospectus Delivery Requirement, but was not so sent or delivered, has a right of action for rescission or damages against the dealer who did not comply with the Prospectus Delivery Requirement (the **Right of Action for Non-Delivery**).
36. Neither the Withdrawal Right nor the Right of Action for Non-Delivery is workable in the context of the ATM Offering because of the impracticability of delivering the Prospectus to a purchaser of Common Shares thereunder.

Modified Certificates and Statements

37. To reflect the fact that the ATM Offering is a continuous distribution, the Prospectus Supplement and any amendment thereto will include the following issuer certificate (with appropriate modifications in respect of the filing of

an amendment prescribed by section 2.4 of Appendix A to NI 44-102), such issuer certificate to supersede and replace the issuer certificate in the Shelf Prospectus solely with regard to the ATM Offering:

The short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, as of the date of a particular distribution of securities under the prospectus, will, as of that date, constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each of the provinces and territories of Canada.

38. The Prospectus Supplement and any amendment thereto will include the following underwriter certificate (with appropriate modifications in respect of the filing of an amendment prescribed by section 2.4 of Appendix A to NI 44-102):

To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, as of the date of a particular distribution of securities under the prospectus, will, as of that date, constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each of the provinces and territories of Canada.

39. A different statement of purchasers' rights than that required by the Legislation is necessary so that the Prospectus Supplement will accurately reflect the relief granted from the Prospectus Delivery Requirement. Accordingly, the Prospectus Supplement will state the following, with the date reference completed:

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities and with remedies for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplements relating to securities purchased by a purchaser and any amendment are not delivered to the purchaser, provided that the remedies are exercised by the purchaser within the time limit prescribed by securities legislation. However, purchasers of Common Shares under an at-the-market distribution by the Issuer will not have the right to withdraw from an agreement to purchase the Common Shares and will not have remedies of

rescission or, in some jurisdictions, revisions of the price, or damages for non-delivery of the prospectus supplement, the accompanying prospectus and any amendment thereto relating to Common Shares purchased by such purchaser because the prospectus supplement, the accompanying prospectus and any amendment thereto relating to the Common Shares purchased by such purchaser will not be delivered as permitted under a decision dated [●], 2020 and granted pursuant to National Policy 11-203 – Process for Exemptive Relief Applications in Multiple Jurisdictions.

Securities legislation in certain of the provinces of Canada further provides purchasers with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus, prospectus supplements relating to securities purchased by a purchaser and any amendment contains a misrepresentation, provided that the remedies are exercised by the purchaser within the time limit prescribed by securities legislation. Any remedies under securities legislation that a purchaser of Common Shares under an at-the-market distribution by the Issuer may have against the Issuer or the Agents for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus supplement, the accompanying prospectus and any amendment thereto relating to securities purchased by a purchaser and any amendment contain a misrepresentation will remain unaffected by the non-delivery and the decision referred to above.

A purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province and the decision referred to above for the particulars of these rights or consult with a legal adviser.

40. The Prospectus Supplement will disclose that, solely with regards to the ATM Offering, the statement prescribed in paragraph 39 above supersedes and replaces the statement of purchasers' rights contained in the Shelf Prospectus.

Decision

The Decision Maker is satisfied that this decision satisfies the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Maker under the Legislation is that the Exemptions Sought are granted, provided:

- (a) the Issuer complies with the disclosure requirements set out in paragraphs 29 and 37 through 40 above; and
- (b) the Issuer and the Agents respectively comply with the representations made in paragraphs 17, 20, 21 and 23 through 28 above.

This decision will terminate on the expiry or withdrawal of the Shelf Prospectus (currently expected to be July 2, 2022, being the date that is 25 months from the date of the receipt for the Shelf Prospectus).

The further decision of the Decision Maker is that the Confidentiality Relief in respect of the Exemptions Sought is granted.

As to the Exemptions Sought from the Prospectus Delivery Requirement and the Confidentiality Relief:

"Mary Anne De Monte-Whelan"
Commissioner
Ontario Securities Commission

"Lawrence Haber"
Commissioner
Ontario Securities Commission

As to the Exemptions Sought from the Prospectus Delivery Requirement, the Prospectus Form Requirements and the Confidentiality Relief:

"Michael Balter"
Manager, Corporate Finance
Ontario Securities Commission

2.1.4 Morningstar Associates Inc. and Portfolio Strategies Corporation

Headnote

National Policy 11-203 – Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted from the requirement in subsection 3.2.01(1) of NI 81-101 to deliver a fund facts document to investors for subsequent purchases of mutual fund securities made pursuant to a model portfolio program, subject to certain conditions – relief granted from the requirement in subsection 3C.2(2) of NI 41-101 to deliver an ETF facts document to investors for subsequent purchases of mutual fund securities made pursuant to a model portfolio program, subject to certain conditions – National Instrument 81-101 Mutual Fund Prospectus Disclosure, National Instrument 41-101 General Prospectus Requirements.

Applicable Legislative Provisions

National Instrument 81-101 Mutual Fund Prospectus Disclosure, ss. 3.2.01(1), 6.1.

National Instrument 41-101 General Prospectus Requirements, ss. 3C.2(2), 19.1.

November 5, 2020

IN THE MATTER OF THE SECURITIES LEGISLATION OF ONTARIO (the Jurisdiction)

AND

IN THE MATTER OF THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF MORNINGSTAR ASSOCIATES INC. (Morningstar)

AND

PORTFOLIO STRATEGIES CORPORATION (the Representative Dealer, and together with Morningstar, the Filers)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from Morningstar and the Representative Dealer for a decision under the securities legislation of the Jurisdiction (the **Legislation**) exempting each Dealer (as defined below) from the requirements in:

- (a) subsection 3.2.01(1) of National Instrument 81-101 *Mutual Fund Prospectus Disclosure* (**NI 81-101**) to deliver or send the most recently filed fund facts document (a **Fund Facts**) in the manner required under the Legislation (the **Fund Facts Delivery Requirement**); and
- (b) subsection 3C.2(2) of National Instrument 41-101 *General Prospectus Requirements* (**NI 41-101**) to deliver or send the most recently filed exchange-traded mutual fund (**ETF**) facts document (an **ETF Facts**) in the manner required under the Legislation (the **ETF Facts Delivery Requirement**, and together with the Fund Facts Delivery Requirement, the **Delivery Requirements**, and each individually, a **Delivery Requirement**);

in respect of purchases of securities of the funds that are part of the model portfolio service (the **Service**) offered by Morningstar (the **Funds**) that are made in connection with Increase Trades (as defined below) and Additional Investment Trades (as defined below) (the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- (a) the Ontario Securities Commission is the principal regulator for this application; and
- (b) the Filers have provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in all of the other provinces of Canada (the **Other Jurisdictions**, and together with Ontario, the **Canadian Jurisdictions**).

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

This decision is based on the following facts represented by the Filers:

Morningstar

1. Morningstar is a corporation incorporated under the laws of Ontario, with its head office located in Toronto, Ontario.
2. Morningstar is registered as a portfolio manager in each of the Canadian Jurisdictions.

3. Morningstar is not in default of securities legislation in any of the Canadian Jurisdictions.

The Funds

4. Each of the Funds is, or will be, an open-ended mutual fund established under the laws of a Canadian Jurisdiction.
5. Each of the Funds is, or will be, a reporting issuer in one or more of the Canadian Jurisdictions, and subject to the requirements of National Instrument 81-102 *Investment Funds* (NI 81-102).
6. The securities of each of the Funds are, or will be, qualified for distribution in one or more of the Canadian Jurisdictions pursuant to a: (a) simplified prospectus, annual information form and Fund Facts prepared and filed in accordance with NI 81-101, or (b) long form prospectus and ETF Facts prepared and filed in accordance with NI 41-101.
7. The securities of each Fund that is an ETF are, or will be, listed and traded on a recognized exchange.
8. Each of the Funds is currently managed by a third-party investment fund manager that is unaffiliated with Morningstar (each, an **Unaffiliated Fund Manager**), but in the future, each of the Funds may be managed by Morningstar, an affiliate of Morningstar, or an Unaffiliated Fund Manager (each, a **Fund Manager** and collectively, the **Fund Managers**).

The Dealers

9. Securities of each of the Funds are, or will be, distributed through third-party dealers that are unaffiliated with Morningstar, including the Representative Dealer (the **Dealers**, and each, a **Dealer**). No Dealer is currently affiliated with any of the Fund Managers, but the Dealers may, in the future, be affiliated with one or more Fund Managers.
10. The Representative Dealer is a corporation incorporated under the laws of Alberta, with its head office located in Calgary, Alberta.
11. The Representative Dealer is a member of the Mutual Fund Dealers Association of Canada (MFDA).
12. The Representative Dealer is registered as a mutual fund dealer and exempt market dealer in Alberta, British Columbia, Manitoba, Northwest Territories, Ontario, Quebec and Saskatchewan, and as an investment fund manager in Alberta and Ontario.
13. Each Dealer is, or will be: (a) registered in the applicable Canadian Jurisdiction(s) as a dealer in the category of mutual fund dealer, and a member of the MFDA; or (b) registered in the applicable

Canadian Jurisdiction(s) as a dealer in the category of investment dealer, and a member of the Investment Industry Regulatory Organization of Canada.

14. The Representative Dealer is not in default of securities legislation in any of the Canadian Jurisdictions.

The Service

15. The Service involves Morningstar using its valuation and selection methodologies to construct and maintain model investment portfolios for various stated investment objectives (the **Model Portfolios**, and each, a **Model Portfolio**), which will be offered to investors through the Dealers.
16. Each Model Portfolio will be comprised exclusively of the Funds, cash and cash equivalents, and will have investment guidelines governing the acceptable minimum and maximum allocation to various asset classes within the Model Portfolio (the **Permitted Ranges**, and each, a **Permitted Range**).
17. As part of the Service, provided that the Model Portfolio remains consistent with its stated investment objective at all times, Morningstar may, from time to time, use its discretion to make decisions regarding certain changes to the holdings of a Model Portfolio within the Permitted Ranges (the **Optimization Changes**).
18. As part of the Service, provided that the Client is given at least 60 days' advance written notice (the **Written Notice**) and the Model Portfolio remains consistent with its stated investment objective at all times, Morningstar may also, from time to time, use its discretion to make decisions regarding certain changes to the Permitted Ranges (the **Weighting Changes**).
19. The Optimization Changes and Weighting Changes will be effected by the relevant Dealer through the following types of trades:
 - a. purchase of securities to increase holdings of an existing Fund in a Model Portfolio (the **Increase Trades**);
 - b. sale of securities to decrease holdings of an existing Fund in a Model Portfolio (the **Decrease Trades**);
 - c. purchase of securities to add a new Fund to a Model Portfolio (the **New Fund Trades**); and
 - d. sale of securities to remove an existing Fund from a Model Portfolio (the **Fund Removal Trades**, and together with the Increase Trades, Decrease Trades and New Fund Trades, the **Service Trades**).

20. A Client may, from time to time, contribute additional funds to the Client's accounts with a Dealer for investment in the selected Model Portfolio through the Service. Such additional funds will be applied towards the purchase of additional securities of the Funds in accordance with the Permitted Ranges (the **Additional Investment Trades**).
21. The Written Notice will describe the proposed Weighting Change and specify that if the Client does not provide his or her objection to the proposed Weighting Change by a specified date, this non-objection will be deemed to be consent to make the appropriate Service Trades to the Client's Model Portfolio on the effective date.
22. The applicable Dealer will collect all of the relevant know-your-client (**KYC**) and suitability information for each client in the Service (each, a **Client**). Based on an assessment of the Client's KYC and suitability information, the Dealer's dealing representative will recommend a Model Portfolio for the Client.
23. The Client will discuss the recommended Model Portfolio and the Funds within the Model Portfolio with their Dealer's dealing representative, and the Client ultimately chooses the Model Portfolio. Model Portfolios are not changed or tailored for individual Clients.
24. Each Dealer has the option of imposing a minimum investment amount for Clients to participate in the Service, and the minimum investment amounts for different Dealers may vary. The Representative Dealer intends to impose a \$50,000 minimum investment amount.
25. If the Client decides to invest in a Model Portfolio, an agreement (the **Agreement**) is entered into between the Client, the Dealer and Morningstar that sets out, amongst other matters, the following:
 - a. the name, investment objective and Permitted Ranges of the selected Model Portfolio, and the names of the underlying Funds that form part of the selected Model Portfolio at the time that the Agreement is entered into;
 - b. the role, duties and responsibilities of Morningstar, including Morningstar's discretion to make Optimization Changes and Weighting Changes;
 - c. the role, duties and responsibilities of the Dealer;
 - d. information about any advance written notice and Fund Facts or ETF Facts that will be delivered to the Client in connection with certain Service Trades;
 - e. any fees and expenses payable by the Client in respect of the Model Portfolio (including any fees and expenses charged in respect of an investment in the Funds) and Service, including the Dealer's fees, and the statement that Morningstar's fee (which is paid by the Dealer) is calculated based on the aggregate amount of assets held in Model Portfolios by all the Dealer's Clients; and
 - f. how a Client may terminate the Service.
26. The Dealer will provide a copy of the Agreement to the Client and be responsible for ensuring that the Client understands the Service and the topics covered in the Agreement as described in paragraph 25 above.
27. All Service Trades and Additional Investment Trades will be effected by the relevant Dealer and not by Morningstar.
28. Dealers will not have discretionary authority to participate in the management of the Model Portfolios or to recommend Optimization Changes or Weighting Changes.
29. Clients will have no direct contact with Morningstar in connection with Morningstar's management of the Model Portfolios and will interact solely with their Dealer and approved persons of their Dealer in connection with Morningstar's management of the Model Portfolios and the Dealer's administration of its accounts.
30. The Dealer will be responsible for gathering and periodically updating KYC information, including any material changes, concerning the Client and confirming the suitability of the Model Portfolio for the Client.
31. Where a Dealer determines that, as a result of a change in the Client's information, a Model Portfolio is no longer appropriate or that a different Model Portfolio would be more appropriate for the client, this will be communicated to Morningstar and the Client by the Dealer, and the Dealer will take appropriate action. A change to a different Model Portfolio will not be made without the Client entering into a new Agreement in respect of the new Model Portfolio.
32. Securities of the Funds that comprise each Model Portfolio are either directly held by each Client in his/her own account(s) established with the Dealer, or in the case of nominee accounts, in the Dealer's name, in trust for the Client.
33. A Client may terminate the Service at any time by instructing the Dealer to redeem or switch the Client's investment out of the Funds.

34. Each Client pays the Dealer a negotiated fee for the Service that is calculated as a percentage of the market value of the Client's investment in the Service. Independent of the Service, each Client also negotiates a separate fee for the services of their Dealer's dealing representative.
35. The Model Portfolios will be comprised of institutional series units of Funds that are conventional mutual funds, and, if applicable, regular units of ETFs. The management fees for institutional series units of Funds that are conventional mutual funds will be charged outside the Funds and are negotiable with the applicable Fund Manager. The Dealer is responsible for negotiating the management fees for these Funds, and these management fees will be included in the negotiated service fee that each Client pays the Dealer. Certain institutional series of Funds that are conventional mutual funds have operating expenses that will be charged within the Funds. The management fees and operating expenses for ETFs will be charged within the ETFs.
36. There will be no duplication of any fees or charges as a result of a Client's decision to use the Model Portfolio service.
37. For Model Portfolios comprised of Funds that are not ETFs, there will be no separate fees, such as sales charges, redemption fees, switch fees or early trading fees, charged in connection with the Service Trades.
38. For Model Portfolios comprised of Funds that are ETFs, there will be no separate fees, such as sales charges, redemption fees, switch fees or early trading fees, charged in connection with the Service Trades except for brokerage fees (also known as trading or transaction fees) charged by the Dealer for each Service Trade, if any, which will be charged to each Client on a proportional basis.
39. The fees and expenses charged in respect of an investment in a Model Portfolio, including both those charged directly to a Client in respect of the Service and those charged in respect of an investment in the Funds, as described in paragraphs 34 to 38 above, are described in the Agreement. The fees and expenses charged in respect of an investment in the Funds (through the Service) are described, in the case of Funds that are not ETFs, in the simplified prospectus and Fund Facts of the Funds, and in the case of Funds that are ETFs, in the long form prospectus and ETF Facts of the Funds.
40. The following monitoring and oversight procedures will be carried out in connection with the Service:
 - a. The Dealer will, at least annually, and in writing, request each Client to notify the Dealer of any material changes in the

Client's information and, if any material changes are so identified, consider whether the changes would warrant the selection of another Model Portfolio; and

- b. There will be ongoing oversight of each Model Portfolio by Morningstar advising representatives to determine whether the composition of the Model Portfolio remains suitable for its stated investment objective, risk profile and Permitted Ranges, or whether any changes to the underlying Funds or Permitted Ranges would be appropriate.

Account Reporting

41. The Dealer will reflect the Service Trades and Additional Investment Trades in each Client's account(s) on the next business day following such trades, subject to technological limitations.
42. Clients will be able to access their accounts via Dealer online access on a daily basis.
43. All trade confirmations will be provided by the Dealer.
44. The Dealer will send all statements of account to each Client in the Service on a quarterly basis.
45. The Dealer will provide each Client in the Service with an annual tax reporting package.

The Exemption Sought

46. The Service Trades will result in redemptions and purchases of securities of one or more Funds in the Model Portfolio. The Additional Investment Trades will result in purchases of securities of one or more Funds in the Model Portfolio. Each such purchase is a "distribution" under the Legislation, which triggers the Fund Facts Delivery Requirement or ETF Facts Delivery Requirement, as applicable.
47. The Fund Facts Delivery Requirement requires that a dealer, unless it has previously done so, deliver or send to a purchaser of a security of a mutual fund the most recently filed Fund Facts for the applicable class or series of securities of the mutual fund before the dealer accepts an instruction from the purchaser for the purchase of the security.
48. The ETF Facts Delivery Requirement requires that a dealer acting as agent for a purchaser who receives an order for the purchase of a security of an ETF, unless it has previously done so, deliver or send to the purchaser the most recently filed ETF Facts for the applicable class or series of securities of the ETF not later than midnight on the second business day after entering into the purchase of the security.

49. As part of the initial set-up of a new Model Portfolio for a Client, the Dealer will send or deliver the Fund Facts and/or ETF Facts, as applicable, in respect of each Fund in the selected Model Portfolio to the Client, in accordance with the applicable Delivery Requirement.
50. With respect to New Fund Trades, the Dealer will deliver or send to the Client the most recently filed Fund Facts or ETF Facts, as applicable, for any new Funds that are added to the applicable Model Portfolio in accordance with the applicable Delivery Requirement.
51. In the absence of the Exemption Sought:
- a. in the case of a Fund that is not an ETF, unless the Dealer has previously done so, the Dealer would be required to deliver or send the most recently filed Fund Facts for each affected Fund in a Client's selected Model Portfolio prior to each Increase Trade and Additional Investment Trade; and
 - b. in the case of a Fund that is an ETF, unless the Dealer has previously done so, the Dealer would be required to deliver or send the most recently filed ETF Facts for each affected Fund in a Client's selected Model Portfolio not later than midnight on the second business day after effecting each Increase Trade and Additional Investment Trade.
- (iii) by mail or e-mail to a specified address or e-mail address;
- (iii) how to access the Fund Facts and ETF Facts, as applicable, for the Funds in the Model Portfolio electronically;
- (iv) that except for securities of new Funds that are purchased pursuant to New Fund Trades, the Client will not have a right of withdrawal under the Legislation for Increase Trades and Additional Investment Trades, but will continue to have a right of action if there is a misrepresentation in the prospectus or any document incorporated by reference into the prospectus; and
- (v) that the Client may terminate the Agreement at any time;
- (b) at least annually, the Client will be advised in writing of how they can request the most recently filed Fund Facts and ETF Facts, as applicable;
- (c) the most recently filed Fund Facts and ETF Facts, as applicable, are sent or delivered to the Client if the Client requests it;
- (d) Morningstar will provide to the principal regulator, on an annual basis, beginning 60 days after the date upon which the Exemption Sought is first relied upon by a Dealer, either:
- (i) a current list of all such Dealers that are relying on the Exemption Sought; or
 - (ii) an update to the list of such Dealers or confirmation that there has been no change to such list; and
- (e) prior to a Dealer relying on the Exemption Sought, Morningstar provides to the Dealer a disclosure statement informing the Dealer of the implications of this decision.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that:

- (a) each Client in a Model Portfolio is sent or delivered a notice that states:
 - (i) that except as provided for in paragraphs 49 and 50 above, the Client will not receive the Fund Facts and ETF Facts, as applicable, for the Funds in the Model Portfolio after the date of the notice, unless the Client specifically requests them;
 - (ii) that the Client is entitled to receive upon request, at no cost to the Client, the most recently filed Fund Facts and ETF Facts, as applicable, for the Funds in the Model Portfolio by calling a specified toll-free number, or by sending a request to the Dealer

"Stephen Paglia"
 Manager
 Investment Funds and Structured Products Branch
 Ontario Securities Commission

2.1.5 Eldorado Gold Corporation et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Application for exemptive relief to permit issuer and underwriters, acting as agent for the issuer, to enter into an equity distribution agreement to make "at the market" (ATM) distributions of common shares over the facilities of the TSX, NYSE or other marketplaces – ATM distributions to be made pursuant to shelf prospectus procedures in Part 9 of NI 44-102 Shelf Distributions – Issuer will issue a press release and file agreements on SEDAR – application for relief from delivery requirement – delivery of prospectus not practicable in circumstances of an ATM distribution – relief from delivery requirement has effect of removing two-day right of withdrawal and remedies of rescission or damages for non-delivery of the prospectus – application for relief from certain form requirements – relief granted to permit modified forward-looking certificate language – relief granted on terms and conditions set out in decision document – decision will terminate 25 months after the issuance of a receipt for the shelf prospectus. Decision and application also held in confidence by decision makers until the earlier of the entering into of an equity distribution agreement, waiver of confidentiality or 90 days from the date of the decision.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 71 and 147.

National Instrument 44-101 Short Form Prospectus Distributions, Part 8 and Item 20 of Form 44-101F1.

National Instrument 44-102 Shelf Distributions, ss. 5.5, 6.3 and 6.7, Part 9 and ss. 2.1 and 2.2 of Appendix A.

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions.

August 12, 2020

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA AND ONTARIO
(the Jurisdictions)**

AND

**IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS**

AND

**IN THE MATTER OF
ELDORADO GOLD CORPORATION
(the Issuer)**

AND

**BMO NESBITT BURNS INC. AND NATIONAL BANK FINANCIAL INC.
(together, the Canadian Agents)**

AND

**BMO CAPITAL MARKETS CORP. AND NATIONAL BANK OF CANADA FINANCIAL INC.
(together, the US Agents)
(together, the Agents and, collectively with the Issuer, the Filers)**

DECISION

Background

¶ 1 The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filers for a decision under the securities legislation of the Jurisdictions (the Legislation) for the following relief (the Exemption Sought):

- (a) that the requirement that a dealer, not acting as agent of the purchaser, who receives an order or subscription for a security offered in a distribution to which the prospectus requirement applies, send or deliver to the purchaser or its agent the latest prospectus (including the applicable prospectus supplement(s) in the case of a base shelf prospectus) and any amendment to the prospectus (the Prospectus Delivery Requirement) does not apply to the Agents or any other registered investment

dealer acting on behalf of the Agents as a selling agent (a Selling Agent) in connection with any at-the-market distribution of common shares (Common Shares) of the Issuer (an ATM Distribution) as defined in National Instrument 44-102 *Shelf Distributions* (NI 44-102) in Canada and the United States pursuant to one or more substantially identical equity distribution agreements to be entered into between the Issuer and the Agents (an Equity Distribution Agreement); and

- (b) that the requirements to include each of the following in a prospectus supplement, or in any amendment to a prospectus supplement, do not apply to a prospectus supplement of the Issuer (the Prospectus Supplement) or in any amendment thereto in respect of an ATM Distribution:
 - (i) a forward-looking issuer certificate of the Issuer in the form specified in sections 2.1 or 2.4, as applicable, of Appendix A to NI 44-102;
 - (ii) a forward-looking underwriter certificate in the form specified in sections 2.2 or 2.4, as applicable, of Appendix A to NI 44-102; and
 - (iii) a statement respecting purchasers' statutory rights of withdrawal and remedies for rescission or damages in substantially the form prescribed by Item 20 of Form 44-101F1 *Short Form Prospectus*,

(collectively, the Prospectus Form Requirements).

The Decision Makers have also received a request from the Filers for a decision that the application and this decision be kept confidential and not be made public until the earliest of (i) the date on which the Filers enter into the Equity Distribution Agreement, (ii) the date on which the Filers jointly advise the Decision Makers that there is no longer any need for the application and this decision to remain confidential, and (iii) the date that is 90 days after the date of this decision (the Confidentiality Relief).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

- (a) the British Columbia Securities Commission is the principal regulator for the Application;
- (b) the Filers have provided notice that section 4.7(1)(c) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador; and
- (c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

- ¶ 2 Terms defined in National Instrument 14-101 *Definitions* or MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

- ¶ 3 This decision is based on the following facts represented by the Filers:

The Issuer

1. the Issuer is a corporation incorporated under the *Canada Business Corporations Act*; the head office of the Issuer is located in Vancouver, British Columbia;
2. the Issuer is a reporting issuer or the equivalent under the securities legislation of each province of Canada and is in compliance with the requirements under applicable securities legislation and is not in default of securities legislation in any jurisdiction of Canada;
3. the Common Shares are listed on the Toronto Stock Exchange (the TSX) and the New York Stock Exchange (the NYSE);
4. the Issuer is subject to reporting obligations under the United States *Securities Exchange Act of 1934*, as amended (the US Exchange Act), and files its continuous disclosure documents with the Securities and Exchange Commission (the SEC) in the United States;

The Agents

5. each of the Canadian Agents is registered as an investment dealer under the securities legislation of each of the provinces and territories of Canada, is a member of the Investment Industry Regulatory Organization of Canada, and is a participating organization of the TSX;
6. each of the US Agents is a broker-dealer registered with the SEC under the US Exchange Act;
7. none of the Agents is in default of any requirements under applicable securities legislation in any of the jurisdictions of Canada;

Proposed ATM Distribution

8. subject to mutual agreement on terms and conditions, the Filers propose to enter into the Equity Distribution Agreement for the purpose of ATM Distributions involving the periodic sale of Common Shares by the Issuer through the Agents, as agents, under the base shelf prospectus procedures prescribed by Part 9 of NI 44-102;
9. the Issuer has filed a final base shelf prospectus dated August 26, 2019 (the Shelf Prospectus) in each of the provinces of Canada and with the SEC providing for the distribution from time to time of securities of the Issuer, including Common Shares, debt securities, convertible securities, warrants, rights, subscription receipts and units comprised of the foregoing; the Shelf Prospectus constitutes an “unallocated shelf” within the meaning of Part 3 of NI 44-102; the Issuer has included in the Shelf Prospectus a forward-looking certificate of the Issuer in the form prescribed by section 1.1 of Appendix A to NI 44-102;
10. prior to making an ATM Distribution, the Issuer will have filed the Prospectus Supplement in each of the provinces of Canada and with the SEC describing the terms of the ATM Distribution, including the terms of the Equity Distribution Agreement and otherwise supplementing the disclosure in the Shelf Prospectus;
11. upon entering into the Equity Distribution Agreement, the Issuer will immediately:
 - (a) issue and file a news release pursuant to section 3.2 of NI 44-102 to announce the Equity Distribution Agreement and that the Shelf Prospectus and the Prospectus Supplement have been filed on SEDAR and to disclose where and how purchasers may obtain copies; and
 - (b) file the Equity Distribution Agreement on SEDAR;
12. the Equity Distribution Agreement will limit the number of Common Shares that the Issuer may issue and sell pursuant to any ATM Distribution thereunder to an amount not to exceed 10% of the aggregate market value of the outstanding Common Shares calculated in accordance with Section 9.2 of NI 44-102;
13. the Issuer will conduct ATM Distributions through the Agents, as underwriters, directly or through a Selling Agent, through the facilities of the TSX, the NYSE, or any other “marketplace” (as defined in National Instrument 21-101 Marketplace Operation) in Canada or the United States (each, a Marketplace);
14. the Canadian Agents will act as the underwriters on behalf of the Issuer in connection with the sale of the Common Shares on the TSX or any other Marketplace in Canada (a Canadian Marketplace) pursuant to the Equity Distribution Agreement, directly by the Canadian Agents or through one or more Selling Agents, and will be paid an agency fee or commission by the Issuer in connection with such sales; the Canadian Agents will sign an underwriter’s certificate in the Prospectus Supplement filed on SEDAR in the form set out in section 30 below;
15. the Canadian Agents will effect the ATM Distribution on any Canadian Marketplace, either themselves or through one or more Selling Agents; if sales are effected through a Selling Agent, the Selling Agent will be paid a seller’s commission for effecting the trades on behalf of the Canadian Agents; a purchaser’s rights and remedies under Canadian securities legislation against the Agents, as underwriters of an ATM Distribution, will not be affected by a decision to effect the sale directly or through a Selling Agent;
16. the Equity Distribution Agreement will provide that, at the time of each sale of Common Shares pursuant to an ATM Distribution, the Issuer will represent to the Agents that the Shelf Prospectus, as supplemented by the Prospectus Supplement, including the documents incorporated by reference in the Shelf Prospectus and any applicable amendment or supplement to the Shelf Prospectus or the Prospectus Supplement (together, the Prospectus) contains full, true and plain disclosure of all material facts relating to the Issuer and Common Shares; the Issuer would, therefore, be unable to proceed with sales pursuant to an ATM Distribution when it is in possession of undisclosed information that would constitute a material fact or a material change in respect of the Issuer or the Common Shares;

17. after the date of the Prospectus Supplement and before the termination of any ATM Distribution, if the Issuer disseminates a news release disclosing information that, in the Issuer's determination, constitutes a "material fact" (as defined in the Legislation), the Issuer will identify such news release as a "designated news release" for the purposes of the Prospectus; this designation will be made on the face page of the version of such news release filed on SEDAR (any such news release, a Designated News Release); the Prospectus Supplement will provide that any such Designated News Release will be deemed to be incorporated by reference into the Prospectus; a Designated News Release will not be used to update disclosure in the Prospectus by the Issuer in the event of a "material change" (as defined in the Legislation);
18. if, after the Issuer delivers a sell notice to the Agents directing the Agents to sell Common Shares on the Issuer's behalf pursuant to the Equity Distribution Agreement (a Sell Notice), the sale of Common Shares specified in the Sell Notice, taking into consideration prior sales, would constitute a material fact or material change, the Issuer will suspend sales under the Equity Distribution Agreement until either (i) it has disseminated and filed a Designated News Release, in the case of a material fact, or has filed a material change report or amended the Prospectus, or (ii) circumstances have changed such that the sales would no longer constitute a material fact or material change;
19. in determining whether the sale of Common Shares specified in a Sell Notice would constitute a material fact or material change, the Issuer will take into account a number of factors, including, without limitation (i) the parameters of the Sell Notice, including the number of Common Shares proposed to be sold and any price or timing restrictions that the Issuer may impose with respect to the particular ATM Distribution, (ii) the percentage of the outstanding Common Shares that the number of Common Shares proposed to be sold pursuant to the Sell Notice represents, (iii) the trading volume and volatility of the Common Shares, (iv) sales under prior Sell Notices, (v) recent developments in the business, affairs and capital structure of the Issuer, and (vi) prevailing market conditions generally;
20. it is in the interest of the Issuer and the Agents to minimize the market impact of sales under an ATM Distribution; therefore, the Agents will monitor closely the market's reaction to trades made pursuant to the ATM Distribution in order to evaluate the likely market impact of future trades; the Agents have experience and expertise in managing sell orders to limit downward pressure on trading prices; if any of the Agents has concerns as to whether a particular sell order placed by the Issuer may have a significant effect on the market price of the Common Shares, that Agent will recommend against effecting the trade at that time;

Disclosure of Sales Monthly and in Annual and Interim Report

21. within seven calendar days after the end of any calendar month during which the Issuer conducts an ATM Distribution, it will file on SEDAR and make publicly available as a notice of proceeds, a report disclosing in respect of such ATM Distribution, the number and average price of Common Shares distributed, gross proceeds, commissions and net proceeds; for each financial period in which the Issuer conducts an ATM Distribution, it will disclose in each of its filed interim financial statements, annual financial statements and management discussion and analysis, for the interim period or year, as applicable, following the distribution the number and average price of the Common Shares distributed under the Prospectus and the aggregate gross and aggregate net proceeds raised and the aggregate commissions paid or payable, under the Prospectus during such annual or interim period, as applicable;

Prospectus Delivery Requirement

22. pursuant to the Prospectus Delivery Requirement, a dealer effecting a trade of securities offered under a prospectus is required to deliver a copy of the prospectus (including the applicable prospectus supplement(s) in the case of a base shelf prospectus) to the purchaser within prescribed time limits;
23. delivery of a prospectus is not practicable in the circumstances of an ATM Distribution as neither the Agents nor any Selling Agent, as applicable, effecting the trade will know the identity of the purchasers;
24. the Prospectus (together with all documents incorporated by reference therein) will be filed and readily available electronically via SEDAR to all purchasers under ATM Distributions; as stated in section 11 above, the Issuer will issue a news release that specifies where and how copies of the Prospectus can be obtained;
25. the liability of an issuer or an underwriter (or others) for a misrepresentation in a prospectus pursuant to the civil liability provisions of the Legislation will not be affected by the grant of an exemption from the Prospectus Delivery Requirement, as purchasers of securities offered under a prospectus during the period of distribution have a right of action for damages or rescission without regard to whether the purchaser relied on the misrepresentation or in fact received a copy of the prospectus;

Withdrawal Right and Right of Action for Non-Delivery

26. pursuant to the Legislation, an agreement to purchase securities in respect of a distribution to which the prospectus requirement applies is not binding on the purchaser if a dealer receives, not later than midnight on the second day exclusive of Saturdays, Sundays and holidays, after receipt by the purchaser of the latest prospectus or any amendment to the prospectus, a notice in writing that the purchaser does not intend to be bound by the agreement of purchase (the Withdrawal Right);
27. pursuant to the Legislation, a purchaser of securities to whom a prospectus was required to be sent or delivered in compliance with the Prospectus Delivery Requirement, but was not so sent or delivered, has a right of action for rescission or damages against a dealer who did not comply with the Prospectus Delivery Requirement (the Right of Action for Non-Delivery);
28. neither the Withdrawal Right nor the Right of Action for Non-Delivery is workable in the context of an ATM Distribution because of the impracticability of delivering the Prospectus to a purchaser of Common Shares thereunder;

Prospectus Form Requirements

29. to reflect the fact that an ATM Distribution is a continuous distribution, the Prospectus Supplement and any amendment thereto will include the following issuer certificate (with appropriate modifications in respect of the filing of an amendment prescribed by section 2.4 of Appendix A to NI 44-102), such issuer certificate to supersede and replace any issuer certificate included in the Shelf Prospectus solely with regard to the ATM Distribution:

The short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and the supplement as required by the securities legislation of each of the provinces of Canada.

30. to reflect the fact that an ATM Distribution is a continuous distribution, the Prospectus Supplement and any amendment thereto will include the following underwriter certificate (with appropriate modifications in respect of the filing of an amendment prescribed by section 2.4 of Appendix A to NI 44-102):

To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and the supplement as required by the securities legislation of each of the provinces of Canada.

31. a different statement of purchasers' rights than that required by the Legislation is necessary in order to allow the Prospectus to accurately reflect the relief granted from the Prospectus Delivery Requirement. Accordingly, the Prospectus Supplement will state the following, with the date reference completed:

Securities legislation in some provinces of Canada provides purchasers of securities with the right to withdraw from an agreement to purchase securities and with remedies for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser are not sent or delivered to the purchaser. However, purchasers of Common Shares distributed under an at-the-market distribution by Eldorado Gold Corporation do not have the right to withdraw from an agreement to purchase the Common Shares and do not have remedies of rescission or, in some jurisdictions, revisions of the price, or damages for non-delivery of the prospectus, prospectus supplement, and any amendment relating to Common Shares purchased by such purchaser because the prospectus, prospectus supplement, and any amendment relating to the Common Shares purchased by such purchaser will not be sent or delivered, as permitted under a decision document dated •, 2020 and granted pursuant to National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions or as permitted under Part 9 of National Instrument 44-102 Shelf Distributions, if applicable.

Securities legislation in some provinces of Canada further provides purchasers with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser contains a misrepresentation. Those remedies must be exercised by the purchaser within the time limit prescribed by securities legislation. Any remedies under securities legislation that a purchaser of Common Shares distributed under an at-the-market distribution by Eldorado Gold Corporation may

have against Eldorado Gold Corporation or its agents for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser contain a misrepresentation will remain unaffected by the non-delivery of the prospectus referred to above.

A purchaser should refer to applicable securities legislation for the particulars of these rights and should consult a legal adviser.

32. the Prospectus Supplement will disclose that, in respect of ATM Distributions under the Prospectus Supplement, the statement prescribed in section 31 above supersedes and replaces the statement of purchasers' rights contained in the Shelf Prospectus; and

Confidentiality

33. the Issuer has not yet publicly announced its intention to enter into the Equity Distribution Agreement; premature disclosure of this intention may have an adverse effect on the Issuer.

Decision

- ¶ 4 Each of the Decision Makers is satisfied that this decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemption Sought is granted, provided that:

- (a) the Issuer makes the disclosure described in sections 21, 29, 30, 31, and 32;
- (b) the Issuer complies with the representations in sections 2, 10, 11, 12, 13, 16, 17, 18 and 19; and
- (c) the Agents comply with the representations in sections 5, 6, 7, 12, 13, 14, 15, and 20.

This decision will terminate the earlier of (a) upon the amendments to NI 44-102 set out in the CSA Notice of Amendments to National Instrument 44-102 Shelf Distributions and Change to Companion Policy 44-102CP Shelf Distributions relating to At-the-Market Distributions published by the Canadian Securities Administrators on June 4, 2020 becoming effective; and (b) 25 months from the date of the receipt for the Shelf Prospectus.

The further decision of the Decision Makers is that the Confidentiality Relief is granted.

"John Hinze"
Director, Corporate Finance
British Columbia Securities Commission

2.1.6 IA Clarington Investments Inc. et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – approval of mutual fund mergers – approval required because certain mergers do not meet the criteria for pre-approved reorganizations and transfers in NI 81-102 – mergers not a “qualifying exchange” or a tax-deferred transaction under the Income Tax Act (Canada) – securityholders of terminating funds are provided with timely and adequate disclosure regarding the mergers.

Applicable Legislative Provisions

National Instrument 81-102 Investment Funds, ss. 5.5(1)(b) and 5.7(1)(b).

[TRANSLATION]

November 23, 2020

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
QUÉBEC AND ONTARIO
(the Jurisdictions)**

AND

**IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS**

AND

**IN THE MATTER OF
IA CLARINGTON INVESTMENTS INC.
(the Filer)**

AND

**IA CLARINGTON FOCUSED CANADIAN EQUITY CLASS
IA CLARINGTON NORTH AMERICAN OPPORTUNITIES CLASS
(each a Terminating Fund, and collectively, the Terminating Funds)**

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (the **Decision Makers**) has received an application from the Filer on behalf of the Terminating Funds for a decision under the securities legislation of the Jurisdictions (the **Legislation**) approving the proposed mergers (each a **Merger**, and collectively the **Mergers**) of each of the Terminating Funds into the Continuing Fund (as defined below) pursuant to paragraph 5.5(1)(b) of *Regulation 81-102 respecting Investment Funds*, CQLR c. V-1.1, r. 39, (**Regulation 81-102**) (the **Mergers Approval**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

- a) the Autorité des marchés financiers is the principal regulator for this application;
- b) the Filer has provided notice that section 4.7 (1) of *Regulation 11-102 respecting Passport System*, CQLR c. V-1.1, r. 1, (**Regulation 11-102**) is intended to be relied upon in the provinces and territories of Canada other than the Jurisdictions; and
- c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in *Regulation 14-101 respecting Definitions*, CQLR c. V-1.1, r. 3, *Regulation 11-102*, *Regulation 81-101 respecting Mutual Funds Prospectus Disclosure*, CQLR c. V-1.1, r. 38, (**Regulation 81-101**) and *Regulation 81-102* have the same meaning if used in this decision, unless otherwise defined.

CSFI means Clarington Sector Fund Inc., the holding entity of the Terminating Funds;

Continuing Fund means IA Clarington Canadian Small Cap Fund;

Fund or **Funds** means, individually or collectively, the Terminating Funds and the Continuing Fund;

Income Tax Act means the *Income Tax Act* (Canada), R.S.C. 1985, c. 1 (5th Supp.);

Representations

This decision is based on the following facts represented by the Filer:

The Filer and the Funds

1. The Filer is a corporation amalgamated under the laws of Canada. The Filer's head office is in Québec City, Québec.
2. The Filer is registered as an investment fund manager in Québec, Ontario and Newfoundland and Labrador, as an exempt market dealer in Québec and Ontario, and as a portfolio manager in all of the provinces of Canada.
3. The Filer acts as the manager of the Funds.
4. Each Fund is a mutual fund created under the laws of the Province of Ontario and is subject to the provisions of Regulation 81-102.
5. Each of the Terminating Funds is an open-ended mutual fund class of CSFI.
6. The Continuing Fund is an open-ended mutual fund trust governed by a declaration of trust.
7. Neither the Filer nor the Funds are in default of securities legislation in any of the Jurisdictions.
8. Each Fund is a reporting issuer or the equivalent in each of the Jurisdictions and is subject to the requirements of Regulation 81-101 and Regulation 81-102.
9. Each Fund currently distributes its securities in all Jurisdictions pursuant to a simplified prospectus and annual information form dated June 15, 2020, as amended by an amendment dated June 29, 2020.

Reasons for Mergers Approval

10. Regulatory approval of the Mergers is required because neither of the Mergers satisfies all of the criteria for pre-approved reorganizations and transfers set out in section 5.6 of Regulation 81-102. In particular, neither Merger will be a "qualifying exchange" within the meaning of section 132.2 of the Income Tax Act or a tax-deferred transaction under subsection 85(1), 85.1(1), 86(1) or 87(1) of the Income Tax Act.
11. Other than the criteria described in paragraph 10 above, each Merger meets all of the other criteria for pre-approved reorganizations and transfers under section 5.6 of Regulation 81-102.

The Proposed Mergers

12. The Filer intends to merge each Terminating Fund into the Continuing Fund as shown in the table below:

Terminating Fund	Continuing Fund
IA Clarington Focused Canadian Equity Class IA Clarington North American Opportunities Class	IA Clarington Canadian Small Cap Fund

13. The proposed Mergers were announced in each of which has been filed on the System for Electronic Document Analysis and Retrieval (SEDAR).
 - a) a press release dated June 29, 2020;
 - b) a material change report dated June 29, 2020; and
 - c) an amendment to the simplified prospectus for each of the Funds dated June 29, 2020,

14. Securityholders of the Terminating Funds [approved the Mergers at a meeting held on November 12], 2020 (the **Meeting**).
15. In accordance with section 5.3 of *Regulation 81-107 respecting Independent Review Committee for Investment Funds*, CQLR, c. V-1.1, r. 43, the Filer presented the terms of the proposed Mergers to the Independent Review Committee of the Funds (the **IRC**) for its recommendation during a meeting of the IRC held on June 23, 2020. The IRC provided its positive recommendation regarding the proposed Mergers on the basis that the Mergers, if implemented, would achieve a fair and reasonable result for the Funds.
16. The Filer has concluded that the Mergers are not material changes to the Continuing Fund, and accordingly, there is no intention to convene a meeting of securityholders of the Continuing Fund to approve the Mergers pursuant to paragraph 5.1(1)(g) of Regulation 81-102.
17. By way of order dated September 8, 2016, the Filer was granted relief from the requirement set out in paragraph 12.2(2)(a) of *Regulation 81-106 Investment Fund Continuous Disclosure*, CQLR, c. V-1.1, r. 42, to send printed management information circulars to securityholders while proxies are being solicited and, subject to certain conditions, instead allows a notice-and-access document to be sent to such securityholders (the **Notice-and-Access Relief**).
18. Pursuant to the requirements of the Notice-and-Access Relief, a Notice-and-Access document and applicable proxies in connection with the Meetings, along with the fund facts of the applicable series of the Continuing Fund, were mailed to securityholders of the Terminating Funds on October 6, 2020 and were filed via SEDAR on the same day. The management information circular (the **Circular**), which the notice-and-access document provides a link to, was also filed via SEDAR at the same time.
19. It is intended that the Mergers will occur after the close of business on or about November 27, 2020 (the **Effective Date**). The Filer therefore anticipates that each securityholder of a Terminating Fund will become a securityholder of its the Continuing Fund after the close of business on the Effective Date. Each Terminating Fund will be wound-up as soon as possible following its Merger.

Merger Steps

20. The specific steps to implement the Mergers are as follows:

Terminating Fund	Continuing Fund
IA Clarington Focused Canadian Equity Class IA Clarington North American Opportunities Class	IA Clarington Canadian Small Cap Fund

- a) Prior to the Merger, if required, CSFI will sell any securities in the portfolio of each Terminating Fund that do not meet the investment objective and investment strategies of the Continuing Fund. As a result, the portfolio of each Terminating Fund may temporarily hold cash or money market instruments and may not be fully invested in accordance with its investment objective for a brief period of time prior to the Merger begin effected.
- b) The value of each Terminating Fund's investment portfolio and other assets will be determined at the close of business on the Effective Date of the Mergers in accordance with the constating documents of the Terminating Funds.
- c) CSFI may declare, pay and automatically reinvest ordinary dividends or capital gains dividends to securityholders of the Terminating Funds, as determined by IA Clarington at the time of the Mergers.
- d) The Continuing Fund will acquire all of the portfolio assets and liabilities of the applicable Terminating Fund in consideration for an amount equal to the net asset value of the portfolio assets that the Continuing Fund is acquiring from the Terminating Fund (the "**Purchase Price**").
- e) The Continuing Fund will satisfy the Purchase Price by issuing to the applicable Terminating Fund the number of units of the Continuing Fund that have an aggregate net asset value equal to the Purchase Price of the assets of that Terminating Fund, and the units of the Continuing Fund will be issued at the net asset value per unit of the applicable series as of the close of business on the business day prior to the Effective Date of the Merger.
- f) Immediately thereafter, all of the shares of the applicable Terminating Fund will be redeemed and the redemption price therefor will be paid by delivering the applicable number of units of the Continuing Fund to the securityholders of that Terminating Fund based on the number of such shares of the applicable Terminating Fund then held.

- g) The Terminating Funds will be wound-up within 30 days following its Merger.
21. The tax implications of the Mergers as well as the differences between the investment objectives and other features of the Terminating Funds and the Continuing Fund and the IRC's recommendation of the Mergers are described in the Circular, so that securityholders could make an informed decision before voting on whether to approve a Mergers. The Circular also describes the various ways in which securityholders could obtain a copy of the simplified prospectus, annual information form and fund facts for the Continuing Fund and their most recent interim and annual financial statements and management reports of fund performance.
22. Securityholders of each Terminating Fund will continue to have the right to redeem securities of the applicable Terminating Fund at any time up to the close of business on the business day immediately preceding the Effective Date. Following each Merger, all optional plans (including pre-authorized purchase programs, automatic withdrawal plans, systematic switch programs and automatic rebalancing services) which were established with respect to the Terminating Funds will be re-established in comparable plans with respect to the Continuing Fund unless securityholders advise otherwise.
23. The costs of effecting the Mergers (consisting primarily of brokerage charges associated with the merger-related trades that occur both before and after the Effective Date and, proxy solicitation, printing, mailing and regulatory fees) will be borne by the Filer. The Funds will bear none of the costs and expenses associated with the transaction.
24. No sales charges, redemption fees or commissions will be payable by securityholders of the Funds in connection with the Mergers.
25. The investment portfolio and other assets of each Terminating Fund to be acquired by the Continuing Fund in order to effect the Mergers are currently, or will be, acceptable on or prior to the Effective Date, to the portfolio manager(s) of the Continuing Fund and are, or will be, consistent with the investment objective of the Continuing Fund.

Benefits of the Mergers

26. In the opinion of the Filer, the Mergers will be beneficial to securityholders of the Funds for the following reasons:
- a) the Mergers will eliminate similar fund offerings, which is expected to result in a more simplified product line-up that is easier for investors to understand;
 - b) generally, the historical performance of the Continuing Fund has been better than that of the applicable Terminating Fund;
 - c) the Continuing Fund will have a portfolio of greater value, allowing for increased portfolio diversification opportunities and a smaller proportion of assets set aside to fund redemptions. The ability to improve diversification may lead to potentially enhanced risk-adjusted returns; and
 - d) the combined management fee and administration fee with respect to each series of the Continuing Fund will be the same as, or lower than, the combined management fee and administration fee of the corresponding series of each Terminating Fund.
27. The Mergers Approval is not detrimental to the protection of investors.

Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Mergers Approval is granted.

"Frédéric Belleau"
Senior Director Investment Fund

2.2 Orders

2.2.1 Mercator Minerals Ltd. – s. 144(1)

Headnote

Section 144(1) – Application to vary a cease trade order – cease trade order varied to permit beneficial shareholders, who are not insiders or control persons, to sell securities outside of Canada, subject to conditions.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 127 and 144.

**IN THE MATTER OF
THE SECURITIES ACT
R.S.O. 1990, c. S.5, AS AMENDED
(the “Act”)**

AND

**IN THE MATTER OF
MERCATOR MINERALS LTD.**

**ORDER
(Section 144(1) of the Act)**

WHEREAS the securities of Mercator Minerals Ltd. (the **Issuer**) are subject to a temporary cease trade order issued by the Director on December 1, 2014 pursuant to paragraph 2 of subsection 127(1) and subsection 127(5) of the Act, as extended by a further cease trade order issued by the Director on December 12, 2014 pursuant to paragraph 2 of subsection 127(1) of the Act (the **Cease Trade Order**), directing that all trading in securities of the Issuer cease until further order by the Director;

AND WHEREAS a cease trade order with respect to the Issuer’s securities was also issued by the British Columbia Securities Commission on November 20, 2014, the Manitoba Securities Commission on December 18, 2014 and the Alberta Securities Commission on March 4, 2015;

AND WHEREAS the Issuer’s securities are not listed on and do not trade on any exchange in Canada;

AND WHEREAS as at October 22, 2020 the Issuer’s securities trade on the OTC Marketplace (the **OTC**);

AND WHEREAS a shareholder of the Issuer has made an application to the Commission pursuant to section 144(1) of the Act to vary the Cease Trade Order;

AND UPON the Director being satisfied that:

- a) the terms and conditions to the Cease Trade Order put Ontario resident shareholders of the Issuer at a disadvantage to certain shareholders who are free to trade their shares over the OTC; and

- b) it is not prejudicial to the public interest to vary the Cease Trade Order under section 144(1) of the Act;

IT IS ORDERED that, pursuant to section 144(1) of the Act, the Cease Trade Order be varied by including the following section:

Despite this order, a beneficial shareholder of Mercator Minerals Ltd. who is not, and was not as at December 1, 2014, an insider or control person of Mercator Minerals Ltd. may sell securities of Mercator Minerals Ltd. acquired before December 1, 2014, if:

1. the sale is made through a market outside of Canada; and
2. the sale is made through an investment dealer registered in Ontario.

DATED this 11th day of November, 2020.

“Jo-Anne Matear”
Manager, Corporate Finance Branch
Ontario Securities Commission

2.2.2 IPL Plastics Inc.

Headnote

Policy Statement 11-206 respecting Process for Cease to be a Reporting Issuer Applications – The issuer ceases to be a reporting issuer under securities legislation.

Application for an order that the issuer is not a reporting issuer under applicable securities laws – requested relief granted.

Applicable Legislative Provisions

Securities Act, CQLR, c. V-1.1, s. 69.
Securities Act, R.S.O. 1990, c. S.5, as am., s.1(10)(a)(ii).

[TRANSLATION]

DECISION N° 2020-IC00023

File N°: 41523

November 3, 2020

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
QUÉBEC AND ONTARIO
(the Jurisdictions)

AND

IN THE MATTER OF
THE PROCESS FOR CEASE TO BE
A REPORTING ISSUER APPLICATIONS

AND

IN THE MATTER OF
IPL PLASTICS INC.
(the Filer)

ORDER

Background

The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer for an order under the securities legislation of the Jurisdictions (the Legislation) that the Filer has ceased to be a reporting issuer in all jurisdictions of Canada in which it is a reporting issuer (the Order Sought).

Under the Process for Cease to be a Reporting Issuer Applications (for a dual application):

- (a) the Autorité des marchés financiers is the principal regulator for this application,
- (b) the Filer has provided notice that subsection 4C.5(1) of *Regulation 11-102 respecting Passport System* (Regulation 11-102) is intended to be

relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Newfoundland and Labrador, Prince Edward Island, New Brunswick, Nova Scotia, Yukon, Northwest Territories and Nunavut;

- (c) this order is the order of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in *Regulation 14-101 respecting Definitions*, in *Regulation 11-102* and, in *Regulation 14-501Q respecting Definitions* have the same meaning if used in this order, unless otherwise defined.

Representations

This order is based on the following facts represented by the Filer:

1. the Filer is not an OTC reporting issuer under *Regulation 51-105 respecting Issuers Quoted in the U.S. Over-the-Counter Markets*;
2. the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders in total worldwide;
3. no securities of the Filer, including debt securities, are traded in Canada or another country on a marketplace as defined in *Regulation 21-101 respecting Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported;
4. the Filer is applying for an order that the Filer has ceased to be a reporting issuer in all of the jurisdictions of Canada in which it is a reporting issuer; and
5. the Filer is not in default of securities legislation in any jurisdiction.

Order

Each of the Decision Makers is satisfied that the order meets the test set out in the Legislation for the Decision Maker to make the order.

The decision of the Decision Makers under the Legislation is that the Order Sought is granted.

“Marie-Claude Brunet-Ladrie”
Acting Director, Continuous Disclosure

2.4 Rulings

2.4.1 MR Group Investment US, Inc. et al. – ss. 74, 144

Headnote

Rulings under subsection 74(1) of the Securities Act (Ontario) (the Act) exempting three affiliated companies from the adviser registration requirement in subsection 25(3) where the companies act as an adviser to other affiliated companies, subject to certain terms and conditions – Decision providing for rulings also includes Orders under subsection 144(1) that revoke the following two prior rulings of the Commission that had provided exemptions from the adviser registration requirement for two of the three applicant companies: (i) the Ruling of the Commission dated December 14, 2012, In the Matter of MEAG New York Corporation, (2012), 35 OSCB 11510; and (ii) the Ruling of the Commission dated March 28, 2018, In the Matter of MEAG MUNICH ERGO Asset Management GmbH Corporation, (2018), 41 OSCB 2817.

Applicable Legislative Provisions

Securities Act, R.S.O., c. S.5, as am., ss. 25(3), 74(1).

Decisions Cited

Ruling of the Commission dated December 14, 2012, In the Matter of MEAG New York Corporation, (2012), 35 OSCB 11510.

Ruling of the Commission dated March 28, 2018, In the Matter of MEAG MUNICH ERGO Asset Management GmbH Corporation, (2018), 41 OSCB 2817.

**IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED
(THE ACT)**

AND

**IN THE MATTER OF
MR GROUP INVESTMENT US, INC.,
MEAG NEW YORK CORPORATION**

AND

MEAG MUNICH ERGO ASSET MANAGEMENT GMBH

**RULING and ORDER
(Section 74 and Section 144 of the Act)**

UPON the application (the **Application**) of **MR Group Investment US, Inc. (MR Group Investment)**, MEAG New York Corporation (**MEAG New York**), and MEAG MUNICH ERGO Asset Management GmbH (**MEAG Munich**) (collectively, the **Applicants**) to the Ontario Securities Commission (the **Commission**) for:

- (i) a ruling, pursuant to subsection 74(1) of the Act, that each Applicant not be subject to the registration requirement contained in subsection 25(3) of the Act (the **Adviser Registration Requirement**), where it acts an adviser to an Affiliated Company (as defined below) or, in the case of MEAG New York and MEAG Munich, where it acts as a sub-adviser to MR Group Investment, in the circumstances set out below;
- (ii) an order, pursuant to subsection 144(1) of the Act, revoking the ruling of the Commission dated December 14, 2012, *In the Matter of MEAG New York Corporation*, (2012) 35 OSCB 11510 (the **Prior MEAG New York Ruling**); and
- (iii) an order, pursuant to subsection 144(1) of the Act, revoking the ruling of the Commission dated March 28, 2018, *In the Matter of MEAG MUNICH ERGO Asset Management GmbH Corporation*, (2018), 41 OSCB 2817 (the **Prior MEAG Munich Ruling**) (the MEAG New York Ruling and the MEAG Munich Ruling are collectively referred to herein as the **Prior MEAG Rulings**);

AND UPON considering the Application and the recommendation of staff of the Commission;

AND UPON the Applicants having represented to the Commission as follows:

MR Group Investment

1. MR Group Investment is a corporation existing under the laws of Delaware that has its headquarters in the state of New Jersey, in the United States of America (the **U.S.A.**). It does not have any office or employees located in Canada.
2. MR Group Investment is, in all material respects, in compliance with the securities laws of the U.S.A.
3. MR Group Investment is not in default of any requirements of securities legislation in any jurisdiction of Canada.
4. MR Group Investment is a member of the Munich Re Group (defined below) and is assuming a central role in the investment advisory function of the Munich Re Group pursuant to the Reorganization (defined below).
5. MR Group Investment is not registered in any category of registration under the securities legislation of any jurisdiction of Canada.

The Munich Re Group

6. Münchener Rückversicherungs-Gesellschaft Aktiengesellschaft in München (**Munich Re**), is a global re-insurance company headquartered in Germany. Each of the Applicants is part of the corporate group of companies affiliated with Munich Re and collectively known as the '**Munich Re Group**'. Munich Re, Munich Reinsurance Company of Canada, Temple Insurance Company, The Boiler Inspection and Insurance Company of Canada, and Munich Reinsurance America, Inc. (collectively, the **Insurance Companies**) are insurance companies that carry on business in Canada as Canadian federally-licensed insurance companies with their Canadian head offices located in Ontario. Munich Holdings Ltd., a company established under the laws of Canada with its Canadian head office located in Ontario, is the holding company of Munich Reinsurance Company of Canada and Temple Insurance Company. Munich Holdings Ltd. and the Insurance Companies are collectively referred to herein as the **Affiliated Companies**. Each of the Affiliated Companies is a direct or indirect wholly owned subsidiary of Munich Re.
7. With respect to the above Affiliated Companies:
 - (a) Munich Re operates as an insurance company in Canada on a branch basis;
 - (b) Munich Reinsurance Company of Canada underwrites the following classes of business: property, accident and sickness, aircraft, automobile, boiler and machinery, credit, fidelity, hail, liability, surety and marine;
 - (c) Temple Insurance Company underwrites large industrial and commercial risk management accounts;
 - (d) The Boiler Inspection and Insurance Company of Canada offers equipment breakdown insurance and other specialty insurance and reinsurance coverages worldwide;
 - (e) Munich Reinsurance America, Inc. is a major provider of property and casualty reinsurance in the U.S.A., operating also through its branch in Canada; and
 - (f) Munich Holdings Ltd. is a holding company and does not conduct insurance operations in Canada.
8. Each of the Affiliated Companies is deemed to be an "affiliate" of each of the Applicants for the purposes of the Act, pursuant to subsection 1(2) of the Act. Each of the Affiliated Companies is also a "permitted client" as that term is defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**).

MEAG New York

9. MEAG New York is a corporation existing under the laws of the State of Delaware, U.S.A, that has its headquarters located in the state of New York, U.S.A. It does not have any office or employees located in Canada.
10. MEAG New York is, in all material respects, in compliance with the securities laws of the U.S.A.
11. MEAG New York is not in default of any requirements of securities legislation in any jurisdiction of Canada.
12. MEAG New York provides investment management services exclusively to entities affiliated with Munich Re, including the Affiliated Companies.

13. MEAG New York is not registered in any category of registration under the securities legislation of any jurisdiction of Canada.
14. Pursuant to the Prior MEAG New York Ruling, MEAG New York obtained an exemption from the Adviser Registration Requirement permitting it to act as an adviser to Affiliated Companies, subject to certain terms and conditions.

MEAG Munich

15. MEAG Munich is a corporation existing under the laws of the Federal Republic of Germany (Germany), based in the City of Munich, Germany. It does not have any office or employees located in Canada.
16. MEAG Munich is exempt from the obligation to obtain the authorization of BaFin (the German Federal Financial Supervisory Authority) to provide financial services pursuant to the German Banking Act (*Kreditwesengesetz*) on the basis that it provides such services exclusively to affiliated entities.
17. MEAG Munich is, in all material respects, in compliance with the securities laws of Germany.
18. MEAG Munich is not in default of any requirements of securities legislation in any jurisdiction of Canada.
19. MEAG Munich provides investment management services exclusively to entities affiliated with Munich Re, including the Affiliated Companies.
20. MEAG Munich is not registered in any category of registration under the securities legislation of any jurisdiction of Canada.
21. Pursuant to the Prior MEAG Munich Ruling, MEAG Munich obtained an exemption from the Adviser Registration Requirement permitting it to act as an adviser to Affiliated Companies, subject to certain terms and conditions.

Adviser Activities

22. Currently, MEAG New York has a sub-adviser agreement with MEAG Munich. The sub-adviser agreement sub-delegates to MEAG Munich advisory responsibilities of MEAG New York to Affiliated Companies for certain portfolio management and asset investment services in respect of tradeable fixed income and money market investments, as well as cash/currencies and derivatives services. MEAG New York has responsibility for all such advice rendered by MEAG Munich, which MEAG Munich is fully qualified to render.
23. Each of the Applicants operates under an exemption from registration under the securities legislation of the jurisdiction in which its head office is located, which in turn permits each to carry on activities in that jurisdiction that registration as an adviser under the Act would permit it to carry on in Ontario.
24. None of the Applicants can rely on the exemption from the Adviser Registration Requirement set out in section 8.26 [international adviser] of NI 31-103 (the **International Adviser Exemption**) for advice it provides, or after the Reorganization will provide, to an Affiliated Company, because the advice includes, or will include, advice in respect of a security that is not a "foreign security" as defined in subsection 8.26(2), and such advice is not, or will not, be incidental to advice provided on a foreign security.

Reorganization

25. The Munich Re Group is planning a reorganization (the **Reorganization**) that will have the effect of centralizing various aspects of group operations, including investment advisory services. The impetus for the Reorganization as it relates to investment advisory services is to coordinate investment directions and respond to insurance risk allocation needs on a group-wide basis in real time.
26. Pursuant to the Reorganization, it is proposed that MR Group Investment will become the central investment advisory services hub in the Canadian and United States markets for the Munich Re Group, with MEAG Munich and MEAG New York becoming sub-advisers to MR Group Investment, with MR Group Investment to provide a group overlay to the global investment management performed by MEAG Munich and MEAG New York for Munich Re Group affiliates around the world, including the Affiliated Companies.
27. The roles of MEAG New York and MEAG Munich are proposed to be modified as a result of the Reorganization: MEAG New York will transfer all direct contractual advisory relationships with the Affiliated Companies over to MR Group Investment, which will in turn enter into sub-advisory arrangements with MEAG New York and MEAG Munich, ensuring continuity with the investment advisory teams at MEAG New York and MEAG Munich, as MEAG New York and MEAG

Munich will continue to handle the bulk of the investment advisory services for the Affiliated Companies, as before the Reorganization, but will do so on a sub-advisory basis through, and coordinated by, MR Group Investment.

28. Following the Reorganization, the portfolio assets of the Affiliated Companies will continue to be beneficially owned by each of the respective Affiliated Companies. There will also continue to be no external stakeholders (including, for example, holders of variable annuity contracts or segregated/separate accounts for policyholders) that have any direct or indirect interest in the performance of such portfolios. There will continue to be no stakeholders in Ontario or elsewhere, other than the Affiliated Companies and Munich Re (as the direct or indirect owner of the Affiliated Companies), that will be directly affected by the results of the investment advice and portfolio management services to be provided by any of the Applicants to an Affiliated Company, in accordance with the exemptions from the Adviser Registration Requirement set out in this Ruling.
29. Employees of a corporation do not trigger the Adviser Registration Requirement if the employee provides investment advice to their corporate employer with respect to the portfolio assets of their corporate employer. The Affiliated Companies do not currently employ individuals to provide investment advice with respect to their respective portfolio assets. Even though the Affiliated Companies have outsourced such services to MEAG New York, MEAG Munich and, upon completion of the Reorganization, to MR Group Investment, the individuals who provide, or will provide, such services will continue to be employees of affiliates of the Affiliated Companies (*i.e.*, as employees of MR Group Investment, MEAG New York or MEAG Munich). Accordingly, the outsourced adviser function stays within the Munich Re Group and, in any event, is, and will after the Reorganization continue to be, performed by employees of affiliates of the Affiliated Companies, substantially reflecting the circumstances that prevent the employees of a corporation from triggering the Adviser Registration Requirement, with this outsourcing of the investment advisory function permitted under applicable federal or provincial insurance company legislation.

Revocation of Prior MEAG Rulings

30. To reflect the Reorganization, MEAG New York and MEAG Munich have requested: (i) a restatement in this Ruling of substantially similar exemptive relief to that previously made available to them under, respectively, the MEAG New York Ruling and the MEAG Munich Ruling; and (ii) a revocation of the corresponding Prior MEAG Ruling as a part of this restatement.

AND WHEREAS section 74 of the Act provides that the Commission may, upon the application of an interested person or company make a ruling that a person or company is not subject to section 25 of the Act, subject to such terms and conditions as the Commission considers necessary, where the Commission is satisfied that to do so would not be prejudicial to the public interest;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS RULED, pursuant to section 74 of the Act, that each of the Applicants is not subject to the Adviser Registration Requirement in respect of that Applicant acting as an adviser to an Affiliated Company, or, in the case of MEAG New York and MEAG Munich, where such Applicant acts as sub-adviser to MR Group Investment, provided that:

- (a) the Affiliated Company is:
 - (i) licensed or otherwise duly permitted or authorized to carry on the business of an insurance company in Canada or the business of a branch of a foreign insurance company in Canada; or
 - (ii) a holding company that has as its principal business activity holding securities of one or more affiliates that are in each case licensed or otherwise duly permitted or authorized to carry on business as an insurance company in Canada;
- (b) in the case of MEAG New York and MEAG Munich, where such Applicant acts as a sub-adviser to MR Group Investment, the sub-advised advice is only provided to an Affiliated Company referred to in paragraph (a)(i) or (a)(ii), above;
- (c) with respect to any advice to an Affiliated Company referred to in paragraph (a) or paragraph (b), above, the advice or sub-advised advice is provided only so long as:
 - (i) the Affiliated Company remains deemed to be an “affiliate” of the Applicant pursuant to subsection 1(2) of the Act;
 - (ii) the Affiliated Company remains a “permitted client” as defined in section 1.1 of NI 31-103; and

- (iii) the beneficial ownership of the portfolio assets of the Affiliated Company and the affected stakeholders continues to be as set out in paragraph 28, above;
- (d) with respect to any sub-advised advice referred to in paragraph (b), above, the sub-advised advice is provided only so long as MR Group Investment remains deemed to be an “affiliate” of the Applicant pursuant to subsection 1(2) of the Act;
- (e) the Applicant notifies the Commission of any regulatory action initiated after the date of this Ruling in respect of the Applicant or, to the best of that Applicant’s knowledge and after reasonable inquiry, in respect of any “predecessor” or “specified affiliate” of the Applicant (as those terms are defined in Form 33-109F6 to National Instrument 33-109 *Registration Information*), by completing and filing with the Commission Appendix “A” hereto within 10 days of the commencement of such regulatory action, or in the case of a predecessor or specified affiliate of the Applicant, within 10 days of such knowledge;
- (f) the Applicant, in the course of its dealings with any Affiliated Company referred to in paragraph (a) or (b), above, acts fairly, honestly and in good faith;
- (g) the Applicant complies with, and remains in compliance with, any applicable adviser licensing or registration requirements under applicable securities legislation in the jurisdiction in which its head office is located; and
- (h) this Ruling will terminate on the date that is the earlier of:
 - (i) the date that is five years after the date of this Ruling; and
 - (ii) the date of the coming into force of a change in securities legislation in Ontario that exempts any of the Applicants from the Adviser Registration Requirement in connection with any advising activity the Applicant provides to an Affiliated Company, on terms and conditions other than those set out in this Ruling;

AND WHEREAS section 74 of the Act provides that the Commission may, upon the application of a person or company affected by the decision, make an order revoking or varying a decision of the Commission, if, in the Commission’s opinion, the order would not be prejudicial to the public interest;

AND UPON the Commission being of the opinion that to do so would not be prejudicial to the public interest;

IT IS ORDERED, pursuant to section 144 of the Act, that each of the Prior MEAG Rulings is hereby revoked.

DATED at Toronto, Ontario, this 20th day of November, 2020.

“Mary Anne De Monte-Whelan”
Commissioner
Ontario Securities Commission

“Raymond Kindiak”
Commissioner
Ontario Securities Commission

APPENDIX "A"

NOTICE OF REGULATORY ACTION

1. Settlement agreements

Has the firm, or any predecessors or specified affiliates¹ of the firm entered into a settlement agreement with any financial services regulator, securities or derivatives exchange, SRO or similar agreement with any financial services regulator, securities or derivatives exchange, SRO or similar organization?

Yes _____ No _____

If yes, provide the following information for each settlement agreement:

Name of entity
Regulator/organization
Date of settlement (yyyy/mm/dd)
Details of settlement
Jurisdiction

2. Disciplinary history

Has any financial services regulator, securities or derivatives exchange, SRO or similar organization:

	Yes	No
(a) Determined that the firm, or any predecessors or specified affiliates of the firm violated any securities regulations or any rules of a securities or derivatives exchange, SRO or similar organization?		
(b) Determined that the firm, or any predecessors or specified affiliates of the firm made a false statement or omission?		
(c) Issued a warning or requested an undertaking by the firm, or any predecessors or specified affiliates of the firm?		
(d) Suspended or terminated any registration, licensing or membership of the firm, or any predecessors or specified affiliates of the firm?		
(e) Imposed terms or conditions on any registration or membership of the firm, or predecessors or specified affiliates of the firm?		
(f) Conducted a proceeding or investigation involving the firm, or any predecessors or specified affiliates of the firm?		
(g) Issued an order (other than an exemption order) or a sanction to the firm, or any predecessors or specified affiliates of the firm for securities or derivatives-related activity (e.g. cease trade order)?		

¹ In this Appendix, the term "specified affiliate" has the meaning ascribed to that term in Form 33-109F6 to National Instrument 33-109 *Registration Information*.

Decisions, Orders and Rulings

If yes, provide the following information for each action:

Name of Entity	
Type of Action	
Regulator/organization	
Date of action (yyyy/mm/dd)	Reason for action
Jurisdiction	

3. Ongoing investigations

Is the firm aware of any ongoing investigation of which the firm or any of its specified affiliate is the subject?

Yes _____ No _____

If yes, provide the following information for each investigation:

Name of entity
Reason or purpose of investigation
Regulator/organization
Date investigation commenced (yyyy/mm/dd)
Jurisdiction

Authorized signing officer or partner

Name of firm
Name of firm's authorized signing officer or partner
Title of firm's authorized signing officer or partner
Signature
Date (yyyy/mm/dd)

Witness

The witness must be a lawyer, notary public or commissioner of oaths.

Name of witness
Title of witness
Signature
Date (yyyy/mm/dd)

This form is to be submitted through the Ontario Securities Commission's Electronic Filing Portal:

<https://www.osc.gov.on.ca/filings>

Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 OSC Decisions

3.1.1 Epix Resource Finance Corporation – s. 127

Citation: *Epix Resource Finance Corporation (Re)*, 2020 ONSEC 28

Date: 2020-11-19

File No. 2020-29

**IN THE MATTER OF
AN APPLICATION BY
EPIX RESOURCE FINANCE CORPORATION
REGARDING
ABERDEEN INTERNATIONAL INC.**

**ORAL REASONS AND DECISION ON STANDING
(Section 127 of the *Securities Act*, RSO 1990, c S.5)**

Hearing: November 19, 2020

Decision: November 19, 2020

Panel: Timothy Moseley Vice-Chair and Chair of the Panel
Lawrence P. Haber Commissioner
Frances Kordyback Commissioner

Appearances: David Hausman For Epix Resource Finance Corporation
Jonathan Wansbrough

Steven Sofer For Aberdeen International Inc.
Andrew Locatelli
Scott Kugler

Robert Gain For Staff of the Commission

ORAL REASONS AND DECISION ON STANDING

The following reasons have been prepared for publication in the Ontario Securities Commission Bulletin, based on the reasons delivered orally in the hearing as edited and approved by the panel, to provide a public record of the oral reasons.

- [1] Section 127 of the *Securities Act* empowers the Ontario Securities Commission to make various orders against a person or company, if the Commission determines that it is in the public interest to do so. Such orders typically result from a proceeding commenced by Staff of the Commission's Enforcement Branch. On rare occasions, they result from a proceeding commenced by a private party.
- [2] Epix Resource Finance Corporation seeks to make this one of those rare occasions. Epix applies to the Commission for an order under s. 127 against Aberdeen International Inc., of which Epix is a shareholder.
- [3] The purpose of today's hearing was to consider whether Epix should have standing to proceed with its application. We have concluded that Epix should not, for the following reasons.
- [4] Epix asserts, and Aberdeen denies, that Aberdeen is a non-redeemable investment fund, as that term is defined in Ontario securities law, and that Aberdeen has failed to comply with obligations that apply to non-redeemable investment funds, including by engaging in related party investments that violate applicable restrictions. Epix asks that the Commission order Aberdeen to revise its practices and procedures, and to amend and restate certain continuous disclosure documents.

- [5] Epix's request for standing presents one core issue. Is it in the public interest for Epix's concerns about Aberdeen to be addressed in a proceeding of this kind, instead of in some other way?
- [6] The question of whether an issuer is a non-redeemable investment fund is complex. Answering that question requires consideration of whether the issuer's primary purpose is to invest funds raised, rather than to deploy the funds for some other purpose. It also requires consideration of whether the issuer invests for the purpose of exercising control of, or being actively involved in the management of, the issuers in which it invests. These considerations raise important policy questions about the management of conflicts of interest, and about disclosure to investors.
- [7] Staff of the Commission works on an ongoing basis to promote compliance with Ontario securities law, including as it relates to non-redeemable investment funds. Staff has an array of tools available to it, including informal discussions with market participants, published guidance, compliance reviews, investigations (sometimes aided by powers of compulsion) and, in some cases, the right to commence proceedings before the Commission or a court. Staff is obligated to use these tools in a manner that is proportionate, and that is consistent with the Commission's mandate as set out in the *Securities Act*.
- [8] Why, then, might a private party apply to the Commission for an order against another private party? It is well established that an applicant may do so in the context of a pending or proposed merger or acquisition in which the applicant has a sufficient interest. The Commission has also held, in *Re MI Developments Inc.* (2009 ONSEC 47, (2010) 33 OSCB 126), and in subsequent decisions, that in limited circumstances outside the context of a merger or acquisition, an applicant may seek a s. 127 order.
- [9] For the purposes of the case before us, we need not discuss in detail the parties' submissions about the appropriate test. We need only focus on one part of that test that is indisputably central to the question of standing. That is, would it be in the public interest to permit the applicant to continue, even assuming that the applicant has satisfied all of the other criteria?
- [10] To the extent that Epix's own interests are at stake, rather than the public interest, Epix acknowledges that it could apply to the Superior Court for a declaration that Aberdeen is not complying with Ontario securities law. Epix claims, however, that the public interest favours Epix having its concerns addressed before the Commission rather than in a court. Epix's justification for that claim, namely that the Commission is a specialized tribunal, does not provide a sufficient connection to the public interest.
- [11] To the extent that Epix seeks the resolution of broader policy issues, we agree with Aberdeen's submission that Staff plays an important gatekeeper role in ensuring that Commission resources are allocated appropriately. For us, this is a fatal flaw in Epix's request for standing. Epix has adduced no evidence about what steps, if any, it has taken to persuade Staff to act on its concerns. Nor has Epix offered any compelling reason why it is in the public interest for its concerns to bypass Commission Staff's usual processes, thereby avoiding the nuanced and policy-based filtering, prioritization and tool selection that are an essential part of those processes.
- [12] In deciding that Epix should not have standing to proceed, we do not purport to modify in any way the existing test for standing on a s. 127 application. Instead, we apply that test, and we find that Epix has failed to meet it. Epix has identified no circumstance that makes this case an exception to the general rule. Because of our conclusion that Epix does not have standing to proceed, the application is dismissed.

Dated at Toronto this 19th day of November, 2020.

"Timothy Moseley"

"Lawrence P. Haber"

"Frances Kordyback"

Chapter 4

Cease Trading Orders

4.1.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders

Company Name	Date of Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/Revoke
THERE IS NOTHING TO REPORT THIS WEEK.				

Failure to File Cease Trade Orders

Company Name	Date of Order	Date of Revocation
Rapid Dose Therapeutics Corp.	August 19, 2020	November 18, 2020
Zargon Oil & Gas Ltd.	November 19, 2020	
General Moly, Inc.	November 20, 2020	

4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders

Company Name	Date of Order	Date of Lapse
THERE IS NOTHING TO REPORT THIS WEEK.		

4.2.2 Outstanding Management & Insider Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order
Performance Sports Group Ltd.	19 October 2016	31 October 2016	31 October 2016		

Company Name	Date of Order	Date of Lapse
Agrios Global Holdings Ltd.	September 17, 2020	

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Chapter 7

Insider Reporting

This chapter is available in the print version of the OSC Bulletin, as well as as in Carswell's internet service SecuritiesSource (see www.carswell.com).

This chapter contains a weekly summary of insider transactions of Ontario reporting issuers in the System for Electronic Disclosure by Insiders (SEDI). The weekly summary contains insider transactions reported during the seven days ending Sunday at 11:59 pm.

To obtain Insider Reporting information, please visit the SEDI website (www.sedi.ca).

Chapter 11

IPOs, New Issues and Secondary Financings

INVESTMENT FUNDS

Issuer Name:

Mackenzie Private Equity Replication Fund

Principal Regulator – Ontario

Type and Date:

Preliminary Simplified Prospectus dated Nov 18, 2020

NP 11-202 Final Receipt dated Nov 19, 2020

Offering Price and Description:

Series PWX units, Series A units, Series O units, Series FB units, Series PW units, Series PWFB units and Series F units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3100242

Issuer Name:

FÉRIQUE Global Innovation Equity Fund

FÉRIQUE Global Sustainable Development Bond Fund

FÉRIQUE Global Sustainable Development Equity Fund

Principal Regulator – Quebec

Type and Date:

Preliminary Simplified Prospectus dated Nov 19, 2020

NP 11-202 Preliminary Receipt dated Nov 23, 2020

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3137982

Issuer Name:

CI Gold Bullion Fund

Principal Regulator - Ontario

Type and Date:

Preliminary Long Form Prospectus dated Nov 23, 2020

NP 11-202 Preliminary Receipt dated Nov 23, 2020

Offering Price and Description:

ETF C\$ Hedged Series and ETF US\$ Series

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3139060

Issuer Name:

CI Emerging Markets Bond Fund

Principal Regulator – Ontario

Type and Date:

Preliminary Simplified Prospectus dated Nov 20, 2020

NP 11-202 Preliminary Receipt dated Nov 20, 2020

Offering Price and Description:

Series I units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3138330

Issuer Name:

Accelerate OneChoice Alternative Model Portfolio ETF (formerly named Accelerate Multi-Strategy Alternative Allocation Fund)

Principal Regulator - Alberta

Type and Date:

Amendment #1 to Final Long Form Prospectus dated

November 12, 2020

NP 11-202 Final Receipt dated Nov 23, 2020

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #2998293

Issuer Name:

iShares Gold Bullion ETF

iShares Silver Bullion ETF

Principal Regulator - Ontario

Type and Date:

Amendment #1 to Final Long Form Prospectus dated

November 13, 2020

NP 11-202 Final Receipt dated Nov 17, 2020

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3118154

Issuer Name:

Mawer Global Equity Fund
Principal Regulator - Alberta

Type and Date:

Amendment #2 to Final Annual Information Form dated
November 16, 2020

NP 11-202 Final Receipt dated Nov 19, 2020

Offering Price and Description:

Series A and Series O Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3044384

NON-INVESTMENT FUNDS

Issuer Name:

AcuityAds Holdings Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated November 19, 2020

NP 11-202 Preliminary Receipt dated November 19, 2020

Offering Price and Description:

\$20,008,000.00
3,280,000 Common Shares
\$6.10 per Common Share

Underwriter(s) or Distributor(s):

TD SECURITIES INC.
CANACCORD GENUITY CORP.
ECHELON WEALTH PARTNERS
EIGHT CAPITAL
PARADIGM CAPITAL INC.
CORMARK SECURITIES INC.
HAYWOOD SECURITIES INC.
INFOR FINANCIAL INC.

Promoter(s):

-

Project #3136326

Issuer Name:

Bright Minds Biosciences Inc.
Principal Regulator - British Columbia

Type and Date:

Preliminary Long Form Prospectus dated November 18, 2020

NP 11-202 Preliminary Receipt dated November 19, 2020

Offering Price and Description:

18,300 Common Shares issuable on deemed exercise of
45,750 Special Warrants at a price of \$0.50 per Special
Warrant

Underwriter(s) or Distributor(s):

-

Promoter(s):

Ian McDonald

Project #3137851

Issuer Name:

Fire & Flower Holdings Corp. (formerly Cinaport Acquisition
Corp. II)

Principal Regulator - Ontario

Type and Date:

Preliminary Shelf Prospectus dated November 19, 2020

NP 11-202 Preliminary Receipt dated November 19, 2020

Offering Price and Description:

\$200,000,000.00
COMMON SHARES
WARRANTS
UNITSSUBSCRIPTION RECEIPTS
DEBT SECURITIES

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2950423

Issuer Name:

First Cobalt Corp.
Principal Regulator - Ontario

Type and Date:

Preliminary Shelf Prospectus dated November 18, 2020

NP 11-202 Preliminary Receipt dated November 23, 2020

Offering Price and Description:

\$20,000,000.00
Common Shares
Warrants
Subscription Receipts
Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3138680

Issuer Name:

Gold Hunter Resources Inc.
Principal Regulator - British Columbia

Type and Date:

Preliminary Long Form Prospectus dated November 17, 2020

NP 11-202 Preliminary Receipt dated November 18, 2020

Offering Price and Description:

5,000,000 Common Shares
Price: \$0.15

Underwriter(s) or Distributor(s):

LEEDE JONES GABLE INC.

Promoter(s):

RICHARD MACEY

Project #3137411

Issuer Name:

IGM Financial Inc.
Principal Regulator - Manitoba

Type and Date:

Preliminary Shelf Prospectus dated November 18, 2020
NP 11-202 Preliminary Receipt dated November 18, 2020

Offering Price and Description:

\$3,000,000,000.00
Debt Securities (unsecured)
First Preferred Shares
Common Shares
Subscription Receipts

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3137099

Issuer Name:

Marimaca Copper Corp. (formerly, Coro Mining Corp.)
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated November 17, 2020
NP 11-202 Preliminary Receipt dated November 17, 2020

Offering Price and Description:

\$*
* Units
PRICE: \$* PER UNIT

Underwriter(s) or Distributor(s):

CANACCORD GENUITY CORP.
BMO NESBITT BURNS INC.
PARADIGM CAPITAL INC.

Promoter(s):

-

Project #3136707

Issuer Name:

Marimaca Copper Corp. (formerly, Coro Mining Corp.)
Principal Regulator - Ontario

Type and Date:

Amendment dated November 18, 2020 to Preliminary Short Form Prospectus dated November 17, 2020
NP 11-202 Preliminary Receipt dated November 19, 2020

Offering Price and Description:

\$25,200,000.00
8,000,000 Units
PRICE: \$3.15 PER UNIT

Underwriter(s) or Distributor(s):

CANACCORD GENUITY CORP.
BMO NESBITT BURNS INC.
PARADIGM CAPITAL INC.

Promoter(s):

-

Project #3136707

Issuer Name:

NorthWest Healthcare Properties Real Estate Investment Trust

Principal Regulator - Ontario

Type and Date:

Preliminary Shelf Prospectus dated November 20, 2020
NP 11-202 Preliminary Receipt dated November 20, 2020

Offering Price and Description:

C\$1,000,000,000.00
Units
Debt Securities
Warrants
Subscription Receipts

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3138464

Issuer Name:

Power Corporation of Canada
Principal Regulator - Quebec

Type and Date:

Preliminary Shelf Prospectus dated November 16, 2020
NP 11-202 Preliminary Receipt dated November 17, 2020

Offering Price and Description:

\$5,000,000,000.00
Debt Securities (unsecured)
Subordinate Voting Shares
First Preferred Shares
Subscription Receipts

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3136391

Issuer Name:

Power Financial Corporation
Principal Regulator - Quebec

Type and Date:

Preliminary Shelf Prospectus dated November 16, 2020
NP 11-202 Preliminary Receipt dated November 17, 2020

Offering Price and Description:

\$3,000,000,000.00
Debt Securities (unsecured)
First Preferred Shares

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3136407

Issuer Name:

The Green Organic Dutchman Holdings Ltd.
Principal Regulator - Ontario

Type and Date:

Preliminary Shelf Prospectus dated November 18, 2020
NP 11-202 Preliminary Receipt dated November 18, 2020

Offering Price and Description:

\$50,000,000.00 - Common Shares Debt Securities
Subscription Receipts Warrants Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3137170

Issuer Name:

The Very Good Food Company Inc. (formerly The Very Good Butchers Inc.)
Principal Regulator - British Columbia

Type and Date:

Preliminary Short Form Prospectus dated November 18, 2020
NP 11-202 Preliminary Receipt dated November 18, 2020

Offering Price and Description:

\$11,501,000.00
3,286,000 Units
Price: \$3.50 per Unit

Underwriter(s) or Distributor(s):

Canaccord Genuity Corp.

Promoter(s):

Mitchell Scott
James Davison

Project #3136461

Issuer Name:

Vireo Health International, Inc. (formerly Darien Business Development Corp.)
Principal Regulator - British Columbia

Type and Date:

Preliminary Shelf Prospectus dated November 23, 2020
NP 11-202 Preliminary Receipt dated November 23, 2020

Offering Price and Description:

\$200,000,000.00
Subordinate Voting Shares
Multiple Voting Shares
Debt Securities
Subscription Receipts
Warrants
Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

Kyle Kingsley
Project #3138726

Issuer Name:

ViveRE Communities Inc.
Principal Regulator - Nova Scotia

Type and Date:

Preliminary Short Form Prospectus dated November 16, 2020
NP 11-202 Preliminary Receipt dated November 17, 2020

Offering Price and Description:

\$7,500,000.00
37,500,000 Common Shares
Price: \$0.20 per Common Share
Agents Warrants

Underwriter(s) or Distributor(s):

Echelon Wealth Partners Inc.,
Canaccord Genuity Corp,
Laurentian Bank Securities Inc

Promoter(s):

-

Project #3136440

Issuer Name:

4Front Ventures Corp.
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated November 17, 2020
NP 11-202 Receipt dated November 18, 2020

Offering Price and Description:

\$15,001,000.00
21,430,000 Units
Price: \$0.70 per Unit

Underwriter(s) or Distributor(s):

BEACON SECURITIES LIMITED
CANACCORD GENUITY CORP.
HAYWOOD SECURITIES INC.

Promoter(s):

-

Project #3124685

Issuer Name:

Aphria Inc. (formerly, Black Sparrow Capital Corp.)
Principal Regulator - Ontario

Type and Date:

Amendment dated November 13, 2020 to Final Shelf
Prospectus dated November 22, 2019
NP 11-202 Receipt dated November 19, 2020

Offering Price and Description:

US\$550,000,000.00
COMMON SHARES
WARRANTS
SUBSCRIPTION RECEIPTS
DEBT SECURITIES
CONVERTIBLE SECURITIES
UNITS

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2955437

Issuer Name:

Dye & Durham Limited
Principal Regulator - Ontario

Type and Date:

Final Shelf Prospectus dated November 18, 2020
NP 11-202 Receipt dated November 19, 2020

Offering Price and Description:

\$1,000,000,000.00
Common Shares
Debt Securities
Subscription Receipts
Warrants
Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

PLANTRO LTD.
SEASTONE INVEST LIMITED
Project #3133975

Issuer Name:

Firm Capital Mortgage Investment Corporation
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated November 23, 2020
NP 11-202 Receipt dated November 23, 2020

Offering Price and Description:

\$22,506,000.00
1,860,000 Common Shares
Offering Price: \$12.10 per Offered Share

Underwriter(s) or Distributor(s):

TD SECURITIES INC.
CIBC WORLD MARKETS INC.
NATIONAL BANK FINANCIAL INC.
SCOTIA CAPITAL INC.
CANACCORD GENUITY CORP.
DESJARDINS SECURITIES INC.
RBC DOMINION SECURITIES INC.
ECHELON WEALTH PARTNERS INC.
INDUSTRIAL ALLIANCE SECURITIES INC.
RAYMOND JAMES LTD.

Promoter(s):

-

Project #3133439

Issuer Name:

Khiron Life Sciences Corp.
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated November 23, 2020
NP 11-202 Receipt dated November 23, 2020

Offering Price and Description:

\$12,600,000.00
28,000,000 UNITS
Price: \$0.45 per Unit

Underwriter(s) or Distributor(s):

CANACCORD GENUITY CORP.
ATB CAPITAL MARKETS INC.
LEEDE JONES GABLE INC.

Promoter(s):

-

Project #3135245

Issuer Name:

Lithium Americas Corp.
Principal Regulator - British Columbia

Type and Date:

Final Shelf Prospectus dated October 19, 2020
NP 11-202 Receipt dated November 19, 2020

Offering Price and Description:

US\$500,000,000.00 - Common Shares Preferred Shares
Debt Securities Subscription Receipts Warrants Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3116823

Issuer Name:

VIQ Solutions Inc.
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated November 20, 2020
NP 11-202 Receipt dated November 20, 2020

Offering Price and Description:

\$20,000,075.00
4,705,900 Common Shares
Price: \$4.25 per Common Share

Underwriter(s) or Distributor(s):

PARADIGM CAPITAL INC.
ACUMEN CAPITAL FINANCE PARTNERS LIMITED

Promoter(s):

-

Project #3131410

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Amalgamation	CWB Wealth Management Ltd. and CWB Private Investment Counsel Ltd. To form: CWB Wealth Management Ltd.	Investment Fund Manager, Exempt Market Dealer and Portfolio Manager	November 1, 2020
New Registration	Redplug Inc.	Exempt Market Dealer	November 19, 2020
Change in Registration Category	Lionridge Capital Management Inc.	From: Portfolio Manager To: Investment Fund Manager, Exempt Market Dealer and Portfolio Manager	November 23, 2020
Voluntary Surrender	Lemaitre Capital Management Inc.	Commodity Trading Manager	November 20, 2020

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Chapter 13

SROs, Marketplaces, Clearing Agencies and Trade Repositories

13.2 Marketplaces

13.2.1 Nasdaq CXC Limited – Proposed Public Interest Rule Change – Notice of Withdrawal

NASDAQ CXC LIMITED

NOTICE OF WITHDRAWAL

PROPOSED PUBLIC INTEREST RULE CHANGE

In accordance with the Process for the Review and Approval of Rules and Information Contained in Form 21-101F1 and the Exhibits thereto (the “Protocol”) in Schedule 4 of the Ontario Securities Commission recognition order recognizing Nasdaq CXC Limited (Nasdaq Canada) as an exchange, Nasdaq Canada has withdrawn its proposal to change the reference price for auto-execution fills for odd lot trading from the Protected National Best Bid and Offer to the Consolidated National Best Bid and Offer published for comment on October 1st, 2020. To the extent that Nasdaq Canada decides to pursue the proposal again, it will be published for comment in accordance with the requirements of the Protocol.

APPENDIX A
TEXT OF AMENDMENTS TO THE TRADING RULES AND POLICIES

1.1 Definitions and Interpretation

Consolidated National Best Bid and Offer or "CNBBO"	The best bid and best offer of at least one Board lot displayed on all marketplaces.
Consolidated National Best Bid or "CNBB"	The best bid of at least one Board Lot displayed on all marketplaces.
Consolidated National Best Offer or "CNBO"	The best offer of at least one Board Lot displayed on all marketplaces.

5.11 Odd Lot Trading

Each Nasdaq Canada Trading Book provides Members with guaranteed fills at the CNBBO for Odd Lot IOC marketable orders. Odd Lot trading has the following features:

1. Odd Lot orders that are not IOC or immediately marketable are canceled back.
2. Odd Lot execution is available between 9:30 am and 4:00 pm ET or as otherwise determined by the Exchange.
3. The Exchange System will accept either Mixed Lots or Odd Lots that are marked IOC.
4. Odd Lot executions will be filled at the NBBO if the CNBBO for a security is in a locked or crossed condition.
5. Odd Lot execution is not allowed when the NBBO for a security is in a locked or crossed market condition.
6. Members are not permitted to send two or more orders that would trigger auto-execution by Odd Lot Members as this would violate the just and equitable principles imposed by UMIR Policy 2.1. This would include, for example, shredding a Board Lot order.
7. Members may not enter the Odd Lot portion of a Mixed Lot order immediately prior to entering the Board Lot portion.
8. Odd Lot trading is subject to the policies imposed by UMIR prohibiting unfair trading practices, including but not limited to the following activities:
 - a. Effecting pre-arranged wash sales in Odd Lots, which are trades in which an offer to buy is coupled with an offer to sell back at the same or advanced price (or vice versa).
 - b. Entering orders for the purpose of affecting the execution price of the Odd Lot trades.
9. If a Member is engaged in Odd Lot trading activity that is unfair, the Exchange may restrict the Member or suspend the Approved Trader from Odd Lot Activity or take other action that is appropriate under the circumstances.

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