

The Ontario Securities Commission

OSC Bulletin

February 4, 2021

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The Ontario Securities Commission administers the
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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Table of Contents

Chapter 1 Notices903	Chapter 12 Registrations..... 1019
1.1 Notices903	12.1.1 Registrants..... 1019
1.1.1 Notice of Agreement Between the Ontario Securities Commission and the CFA Institute.....903	
1.2 Notices of Hearing..... (nil)	Chapter 13 SROs, Marketplaces, Clearing Agencies and Trade Repositories 1021
1.3 Notices of Hearing with Related Statements of Allegations (nil)	13.1 SROs(nil)
1.4 Notices from the Office of the Secretary908	13.2 Marketplaces 1021
1.4.1 First Global Data Ltd. et al.908	13.2.1 Tradelogiq Markets Inc. – Lynx 2.0 – Notice of Withdrawal of Proposed Amendments to Lynx ATS 1021
1.4.2 Buffalo Grand Hotel Inc. et al.908	13.3 Clearing Agencies(nil)
1.4.3 Joseph Debus909	13.4 Trade Repositories(nil)
1.5 Notices from the Office of the Secretary with Related Statements of Allegations (nil)	Chapter 25 Other Information(nil)
Chapter 2 Decisions, Orders and Rulings911	Index 1023
2.1 Decisions911	
2.1.1 Blackrock Asset Management Canada Limited.....911	
2.1.2 Instinet Canada Cross Limited914	
2.1.3 GE Capital Canada Funding Company and General Electric Company.....916	
2.2 Orders.....919	
2.2.1 Buffalo Grand Hotel Inc. et al. – ss. 127(8), 127(1).....919	
2.2.2 Joseph Debus920	
2.2.3 Ontario Genomics Institute – s. 74(1).....920	
2.3 Orders with Related Settlement Agreements..... (nil)	
2.4 Rulings (nil)	
Chapter 3 Reasons: Decisions, Orders and Rulings (nil)	
3.1 OSC Decisions..... (nil)	
3.2 Director’s Decisions..... (nil)	
Chapter 4 Cease Trading Orders923	
4.1.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders923	
4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders923	
4.2.2 Outstanding Management & Insider Cease Trading Orders923	
Chapter 5 Rules and Policies..... (nil)	
Chapter 6 Request for Comments..... (nil)	
Chapter 7 Insider Reporting.....925	
Chapter 9 Legislation (nil)	
Chapter 11 IPOs, New Issues and Secondary Financings1009	

Chapter 1

Notices

1.1 Notices

1.1.1 Notice of Agreement Between the Ontario Securities Commission and the CFA Institute

**NOTICE OF AGREEMENT
BEWTEEN
THE ONTARIO SECURITIES COMMISSION
AND
THE CFA INSTITUTE**

February 4, 2021

The Ontario Securities Commission (**OSC**) is entering into an agreement with the CFA Institute to participate in the CFA Institute's scholarship program. The agreement is being published in accordance with the OSC's obligations under s. 143.10 of the *Securities Act* (Ontario) and was delivered to the Minister of Finance on February 2, 2021.

Questions may be referred to:

Krista Martin Gorelle
Associate General Counsel
Tel: 416-593-3689
E-mail: kgorelle@osc.gov.on.ca

SCHOLARSHIP AGREEMENT

This Scholarship Agreement together with its Schedule ("Agreement") is entered into by and between:

CFA Institute, a Virginia non-stock corporation, with its registered office at 915 East High Street, Charlottesville, Virginia 22902 USA ("CFA Institute")

and:

Ontario Securities Commission, an Ontario Crown agency and corporation without share capital, with its office at 20 Queen Street West, Toronto, Ontario M5H 3S8 Canada ("Sponsor")

CFA Institute and the Sponsor being hereafter sometimes referred to individually as a "Party" and collectively as the "Parties".

WHEREAS, CFA Institute is a global, not-for-profit association of investment professionals that sets the standard for excellence in the industry, developing and promoting the highest educational, ethical, and professional standards in the investment industry (the "Standards").

WHEREAS, CFA Institute is offering scholarships worldwide to contribute to its mission through encouraging professional learning opportunities for the staff of financial market regulators and central banks in order, ultimately, for the Sponsor more effectively to apply the Standards to its policy-making (the "Purpose"). CFA Institute has more than 150,000 members and about 150 affiliated professional societies around the world.

WHEREAS, Sponsor is a regulatory authority in Toronto, Ontario, Canada.

WHEREAS, Sponsor and CFA Institute have entered into discussions from time to time in relation to the Scholarship (as defined below). Sponsor acknowledges that such Scholarship would be beneficial to the recipients, in particular with regard to their role with the Sponsor. Therefore the Sponsor may assign, at its discretion, as a part of the other benefits offered by it, a specified number of scholarships to affiliated individuals employed by the Sponsor.

WHEREAS, Sponsor undertakes that the allocation of the Scholarship (as defined below) to the Eligible Sponsor Candidate (also defined below) is to benefit the Purpose.

NOW, THEREFORE, in consideration of the foregoing recitals, the mutual promises set forth below, and other good and valuable consideration, the receipt and sufficiency of which the Parties acknowledge, the Parties hereby agree as follows:

Article 1. Scholarship

- (i) CFA Institute agrees to waive enrolment fees and offer a reduced price on registration fees for a limited number of Eligible Sponsor Candidates to participate in CFA Institute formal educational programs, according to the terms, conditions and restrictions of this Agreement ("Scholarship"). This Scholarship may be made available by the Sponsor (subject to it having obtained its necessary internal approvals in this regard), at its sole discretion to a specified number of staff of the Sponsor ("Eligible Sponsor Candidate"). Each Eligible Sponsor Candidate must meet all of CFA Institute's eligibility requirements and must register prior to the final deadlines for each exam (this information can be found at <https://www.cfainstitute.org/>).
- (ii) Information on the applicable terms of the Scholarship and the reduced prices which forms part of the Scholarship can be found at Schedule 1 to this Agreement.
- (iii) Print copies, additional sample exams, mock exams or other preparatory materials are not included in the Scholarship but may be purchased by the Eligible Sponsor Candidate directly. Fees associated with shipping such as postal costs, import duties, customs fees and/or taxes shall be the Eligible Sponsor Candidate's additional responsibility.
- (iv) CFA Institute will facilitate the discounted registrations of Eligible Sponsor Candidates once notified of their identities and contact information including name and email address.
- (v) All fees are non-refundable, and registrations are non-transferable, even in the event a registrant or candidate withdraws from a program or decides not to complete a program.
- (vi) Scholarships may not be applied retroactively.
- (vii) Each Party will allow the other to review press releases or other promotional materials regarding this Agreement, including but not limited to the contents hereof and the Scholarship, prior to release of press releases or other such promotional materials.

Article 2. Term and Termination of the Agreement

- (i) The term of this Agreement shall begin 60 days after it is published in the Sponsor's Bulletin, provided that it is not rejected by the Ontario Minister of Finance, in accordance with the terms of the Sponsor's governing legislation. The Agreement will continue until a Party gives to the other Party 30 days written notice to terminate this Agreement ("Term").
- (ii) The rights and obligations of the Parties under this Agreement, which either expressly or by their nature survive the termination of this Agreement, shall not be extinguished by termination of this Agreement. Upon termination of this Agreement, the Parties shall be relieved and discharged from all obligations, liabilities or claims under this Agreement except for rights and liabilities accrued under this Agreement prior to the termination thereof or which expressly survive termination of this Agreement pursuant to Article 2 (iii).
- (iii) Article 3, Article 4, and Article 5 shall survive the termination of this Agreement.

Article 3. Conflict of interest

Sponsor agrees that no actual or potential conflicts of interest may affect the distribution of the Scholarships. Any actual or potential conflicts of interest must be disclosed in writing and approved by CFA Institute.

Article 4. Compliance with applicable laws

- (i) Each Party agrees to be subject to any and all Applicable Laws of any Governmental Authority: (a) to which such Party may be subject; or (b) which are or may become applicable to that Party's operations covered by or arising out of the performance of this Agreement.

For the purpose of this Agreement:

"Applicable Law" means (a) all applicable statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, bye-laws, regulations, listing agreements, notifications, guidelines or policies of any applicable country and/or jurisdiction, (b) administrative interpretation, writ, injunction, directions, directives, judgment, arbitral award, decree, orders or governmental approvals of, or agreements with, any governmental authority or recognized stock exchange, and (c) international treaties, conventions and protocols, as may be in force from time to time;

"Governmental Authority" means any nation or government or any province, state or any other political sub-division thereof, any entity, authority or body exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government, including any government authority, agency, department, board, commission or instrumentality of Canada or other country, as applicable, or any political subdivision thereof or any other applicable jurisdiction; any court, tribunal or arbitrator and any securities exchange or body or authority regulating such securities exchange;

- (ii) In particular, both Parties shall comply with any and all Applicable Laws relating to anti-corruption, anti-money laundering and/or anti-bribery (as amended from time to time including the rules, regulations, or guidelines issued by the relevant Governmental Authority under Applicable Law and other laws that regulate the subject) in each of the jurisdictions to which the Parties hereto or the arrangement contemplated hereunder may be subject to and as applicable to the Parties ("Anti-Corruption Laws").
- (iii) Each Party hereby further commit themselves, their partners, administrators, employees (including the Eligible Sponsor Candidates) and / or contracted third parties, from engaging in any activity that constitutes a violation of the provisions of these Anti-Corruption Laws.
- (iv) The recipients of the Scholarship shall be chosen at the sole discretion of the Sponsor (after having obtained necessary internal approvals in this regard) and neither Party is directly nor indirectly, paying, offering, giving, or promising to pay or give, any portion of the Scholarship to (i) a public official, (ii) a member of a political party or candidate for public office, or (iii) a family member of either of the foregoing, for the purpose of influencing any official act of a public official or securing an improper advantage, or otherwise in violation of Applicable Laws including Anti-Corruption Laws.

Article 5 – General

- (i) Nothing in this Agreement shall confer, nor is it intended to confer, any enforceable right on any third party.

Notices

- (ii) All notices and other communications related to this Agreement shall be in writing and shall be deemed effective upon deposit with a recognized courier mail, postage prepaid, addressed to the Party entitled thereto at the address in the signature blocks below, provided that either Party shall have the right to change its address or facsimile number by written notice to the other Party given in the manner stated above. Additionally, both parties will send a copy of all communications by email upon depositing them in written form with a recognized courier. The email contact information for the OSC is: HRInfo@osc.gov.on.ca to the attention of the Talent Management Specialist. For CFA Institute the email contact information is: scholarships@cfainstitute.org.
- (iii) Nothing contained in this Agreement shall constitute or be deemed to constitute a partnership between the Parties, and no Party shall hold itself out as an agent for the other Party, except with the express prior written consent of the other Party.
- (iv) This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.
- (v) This Agreement will not be assignable or otherwise transferable by any Party, without the prior written consent of the other Party hereto.
- (vi) No amendment or modification of any provision of this Agreement shall be effective unless the same shall be in writing and signed by each of the Parties.
- (vii) To the extent that there is any inconsistency between this Agreement and any official rules relating to scholarships as provided by CFA Institute to the Sponsor regarding the choice of Eligible Sponsor Candidate, this Agreement shall prevail. For the avoidance of doubt, it is reiterated that the recipients of the Scholarship shall be chosen at the sole discretion of the Sponsor (after having obtained necessary internal approvals in this regard).

IN WITNESS WHEREOF, this Agreement is effective as of the date referred to in Article 2, above.

Agreed:

"Caroline Winters"
Director, Business Management
CFA Institute

Address:

Date: 2021-01-28

Agreed:

"Kim Buote"
Manager, Organizational Development
Ontario Securities Commission

22nd Floor
20 Queen Street West
Toronto, Ontario M5H 3S8
Canada

Date: January 27, 2021

Schedule 1

Name of Sponsor: Ontario Securities Commission

Address of Sponsor: 22nd Floor
20 Queen Street West
Toronto, Ontario M5H 3S8
Canada

Date:

The applicable terms of the Scholarship are:

CFA Program	Scholarships Available	Award Amount
Allocation may be used across any exam date and any level of the CFA Program. Please note one scholarship place equates to one exam registration.	20 per calendar year	See CFA Institute website for current fees and commercial terms for Scholarships. These may be amended from time to time at the discretion of CFA Institute.

CIPM Program	Scholarships Available	Award Amount
Allocation may be used across any exam date and any level of the CIPM Program. Please note one scholarship place equates to one exam registration.	20 per calendar year	See CFA Institute website for current fees and commercial terms for Scholarships. These may be amended from time to time at the discretion of CFA Institute.

1.4 Notices from the Office of the Secretary

1.4.1 First Global Data Ltd. et al.

**FOR IMMEDIATE RELEASE
January 27, 2021**

**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 an attendance in the above-named matter is scheduled to be heard on April 6, 2021 at 9:00 a.m.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

For Media Inquiries:

media_inquiries@osc.gov.on.ca

For General Inquiries:

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

1.4.2 Buffalo Grand Hotel Inc. et al.

**FOR IMMEDIATE RELEASE
January 29, 2021**

**BUFFALO GRAND HOTEL INC.,
STINSON HOSPITALITY MANAGEMENT INC.,
STINSON HOSPITALITY CORP.,
RESTORATION FUNDING CORPORATION, AND
HARRY STINSON,
File No. 2020-11**

TORONTO – The Commission issued an Order in the above named matter.

A copy of the Order dated January 29, 2021 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

For Media Inquiries:

media_inquiries@osc.gov.on.ca

For General Inquiries:

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

1.4.3 Joseph Debus

**FOR IMMEDIATE RELEASE
January 29, 2021**

**JOSEPH DEBUS,
File No. 2019-16**

TORONTO – The Commission issued an Order in the above named matter.

A copy of the Order dated January 28, 2021 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

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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Blackrock Asset Management Canada Limited

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – relief granted under subsection 62(5) of the Securities Act to permit extension of funds' prospectus lapse date by 92 days to facilitate consolidation with the manager's primary prospectus – no conditions.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 62(5).

January 21, 2021

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
BLACKROCK ASSET MANAGEMENT CANADA
LIMITED
(the Filer)

AND

THE EXCHANGE-TRADED MUTUAL FUNDS
SET OUT IN SCHEDULE "A"
(the ETFs)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer on behalf of the ETFs for a decision under the securities legislation of the Jurisdiction (the **Legislation**) that the time limits for the renewal of the prospectus of the ETFs dated March 26, 2020 be extended to the time limits that would be applicable as if the lapse date of the prospectus of the ETFs was June 26, 2021 (the **Requested Relief**).

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 subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in each of the other provinces and territories of Canada (together with the Jurisdiction, the **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 Filer:

1. The Filer is a corporation amalgamated under the laws of Ontario, with its head office located in Toronto, Ontario.
2. The Filer is registered as: (i) an investment fund manager in each of the Jurisdictions; (ii) a commodity trading manager in Ontario; (iii) an adviser in Manitoba; (iv) a portfolio manager in each of the Jurisdictions; and (v) an exempt market dealer in each of the Jurisdictions.
3. The Filer is the investment fund manager and trustee of each ETF.
4. Neither the Filer nor any ETF is in default of securities legislation in any of the Jurisdictions.
5. Each ETF is an exchange-traded mutual fund established as a trust under the laws of Ontario and a reporting issuer in each of the Jurisdictions.
6. Securities of each ETF are currently qualified for distribution in each of the Jurisdictions under the long form prospectus dated March 26, 2020 (the **Current Prospectus**).
7. Each ETF is in continuous distribution and the securities of each ETF are listed on the Toronto Stock Exchange or another marketplace in Canada.
8. In addition to the ETFs, the Filer is the investment fund manager of certain other exchange-traded mutual funds, including 119 exchange-traded mutual funds (the **iShares Funds**), and together with the ETFs, the **Funds** offered under a separate long form prospectus dated June 26, 2020 (the **iShares Funds Prospectus**).

9. The lapse dates for the Current Prospectus and the iShares Funds Prospectus are March 26, 2021 (the **Current Lapse Date**) and June 26, 2021 respectively.
10. Accordingly, under the Legislation, the distribution of securities of each ETF would have to cease on the Current Lapse Date unless: (i) the ETF files a pro forma prospectus at least 30 days prior to the Current Lapse Date; (ii) the final prospectus is filed no later than 10 days after the Current Lapse Date; and (iii) a receipt for the final prospectus is obtained within 20 days after the Current Lapse Date.
11. The Filer wishes to combine the Current Prospectus with the iShares Funds Prospectus in order to reduce renewal, printing and related costs. Offering both the ETFs and the iShares Funds under the same renewal prospectus would facilitate the distribution of the Funds in the Jurisdictions under the same prospectus and will ensure that the Filer can make the operational and administrative features of the Funds consistent with each other, if necessary.
12. The Filer desires to extend the lapse date of the Current Prospectus in order to move the renewal timeframe of the ETFs to a more administratively beneficial date. Establishing a uniform disclosure timeframe for the Funds will permit the Filer to streamline operations and disclosure across the Filer's ETF platform.
13. If the Requested Relief is not granted, it will be necessary to renew two sets of prospectus documents for the ETFs twice within a short period of time in order to consolidate the Current Prospectus with the iShares Funds Prospectus and establish a uniform filing timeline for the Funds, and it would be unreasonable for the Filer to incur the costs and expenses associated therewith, given investors would not be prejudiced by the Requested Relief.
14. There have been no material changes in the affairs of the ETFs since the date of the Current Prospectus, other than as amended. Accordingly, the Current Prospectus continues to provide accurate information regarding the ETFs.
15. Given the disclosure obligations of the Filer and the ETFs, should any material change in the business, operations or affairs of the ETFs occur, the Current Prospectus and current ETF Facts document(s) of the applicable ETF(s) will be amended as required under the Legislation.
16. New investors of the ETFs will receive delivery of the most recently filed ETF Facts document(s) of the applicable ETF(s). The Current Prospectus of the ETFs will remain available to investors upon request.
17. The Requested Relief will not affect the accuracy of the information contained in the Current Prospectus or the respective ETF Facts document(s) of each ETF and will therefore not be prejudicial to the public interest.

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 Requested Relief is granted.

"Darren McKall"
Manager
Investment Funds and Structured Products
ONTARIO SECURITIES COMMISSION

SCHEDULE A

The ETFs

iShares ESG Advanced MSCI Canada Index ETF

iShares ESG Advanced MSCI USA Index ETF

iShares ESG Advanced MSCI EAFE ETF

2.1.2 Instinet Canada Cross Limited

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – relief from the requirement to engage one or more qualified external auditors to conduct an independent systems review and prepare a report in accordance with established audit standards and best industry practices – relief subject to systems reviews similar in scope to that which would have applied to an independent systems review – National Instrument 21-101 Marketplace Operation.

Applicable Legislation

National Instrument 21-101 Marketplace Operation, ss. 12.2, 15.1.

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA,
ALBERTA,
MANITOBA,
QUÉBEC AND
ONTARIO
(the Jurisdictions)

AND

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

AND

IN THE MATTER OF
INSTINET CANADA CROSS LIMITED
(the Filer)

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (**Decision Maker**) has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) for relief from the requirements in the Legislation that the Filer, on a reasonably frequent basis and, in any event, at least annually, engage one or more qualified external auditors to conduct an independent systems review and prepare a report in accordance with established audit standards and best industry practices (collectively, an "**ISR**") for each year from 2020 to 2021 inclusive (the **Exemptive Relief Sought**).

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

- (a) the Ontario Securities Commission ("**Commission**") is the principal regulator for this application, and
- (b) the decision is the decision of the principal regulator and evidences the decision of each other Decision Maker.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* 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:

1. Instinet Canada Cross Limited ("**ICX**") is a corporation established under the laws of Canada and its principal business is to operate an alternative trading system ("**ATS**") as defined in National Instrument 21-101 *Marketplace Operation*;
2. The head office of ICX is located in Toronto, Ontario;
3. ICX is a member of the Investment Industry Regulatory Organization of Canada, the Canadian Investor Protection Fund and is registered in each of the Jurisdictions in the category of investment dealer;
4. The ICX System is an ATS offering three order types – VWAP Cross, Conditional Orders and Continuous Block Cross – that do not affect the national best protected bid and best protected offer for the security traded¹;

¹ "Protected bid" and "protected offer" are defined in National Instrument 23-101 *Trading Rules*.

5. The ICX System is not connected to any other marketplace, and cannot affect another marketplace or be affected by another marketplace;
6. For each of its systems that supports order entry, order routing, execution, trade reporting, trade comparison, data feeds, market surveillance and trade clearing, ICX has developed and maintains:
 - reasonable business continuity and disaster recovery plans;
 - adequate internal controls over those systems; and
 - adequate information technology general controls, including without limitation, controls relating to information systems operations, information security, cyber resilience, change management, problem management, network support and system software support.
7. In accordance with prudent business practice, on a reasonably frequent basis and, in any event, at least annually, ICX:
 - makes reasonable current and future capacity estimates;
 - conducts capacity stress tests to determine the processing capability of those systems to perform in an accurate, timely and efficient manner;
 - tests its business continuity and disaster recovery plans; and
 - reviews the vulnerability of the ICX System and data centre operations to internal and external threats including physical hazards, and natural disasters;
8. ICX's current trading and order entry volumes in the ICX System are substantially less than 1% of the current design and peak capacity of the ICX System and ICX has not experienced any failure of the ICX System;
9. ICX's current trade volume is currently substantially less than 1% of total market activity on Canadian equities marketplaces;
10. The estimated cost to ICX of an annual independent systems review by a qualified external auditor would represent a material impairment to ICX's business on an annual basis;
11. The ICX System is monitored 24 hours a day, 7 days a week to ensure that all components continue to operate and remain secure;
12. ICX shall promptly notify the Commission of any failure to comply with the representations set out herein; and
13. The cost of an ISR is prejudicial to ICX and represents a disproportionate impact on ICX's revenue.

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 Exemptive Relief Sought is granted provided that:

1. ICX shall promptly notify the Commission of any material changes to the representations set out herein, including any material changes to ICX's annual net income or to the market share or daily transaction volume of the ICX System; and
2. ICX shall, in each year from 2020 to 2021 inclusive, cause Instinet Incorporated to complete a review of the ICX System and of its controls, similar in scope to that which would have applied had ICX undergone an independent systems review and in a manner and form acceptable to the Commission, for ensuring it continues to comply with the representations set out herein and prepare written reports, of its reviews which shall be filed with staff of the Commission no later than (i) 30 days after the report is provided to ICX's board of directors or audit committee or (ii) the 60th day after the calendar year end.

DATED this 29th day of January, 2021.

"Tracey Stern"
Manager, Market Regulation
Ontario Securities Commission

2.1.3 GE Capital Canada Funding Company and General Electric Company

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Issuer does not satisfy conditions of exemption in section 13.4 of NI 51-102 – Credit supporter's accounting systems will not allow it to compile consolidated summary financial information for non-credit supporter subsidiaries that represent more than 3% of consolidated operations – Issuer exempt from certain continuous disclosure, certification, audit committee, and corporate governance requirements, subject to conditions.

Applicable Legislative Provisions

National Instrument 51-102 Continuous Disclosure Obligations, ss. 13.1 and 13.4.

National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, s. 8.6.

National Instrument 52-110 Audit Committees, s. 8.1.

National Instrument 58-101 Corporate Governance Practices, s. 3.1.

January 6, 2021

**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
GE CAPITAL CANADA FUNDING COMPANY
(GE Canada) AND
GENERAL ELECTRIC COMPANY
(GE and together with GE Canada, the Filers)**

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filers for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for an exemption from the following requirements contained in the Legislation:

- (a) the requirement under the Legislation that GE Canada comply with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations* (**NI 51-102**) (the **Continuous Disclosure Relief**);

- (b) the requirement under the Legislation that GE Canada comply with the requirements of National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings* (the **Certification Relief**);
- (c) the requirements under the Legislation that GE Canada comply with requirements of National Instrument 52-110 – *Audit Committees* (the **Audit Committee Relief**); and
- (d) the requirement under the Legislation that GE Canada comply with requirements of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (the **Corporate Governance Relief**).

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 (the **Principal Regulator**); 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 Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland and Labrador, Nova Scotia, Prince Edward Island, Québec, and Saskatchewan.

Interpretation

Defined terms contained in National Instrument 14-101 – *Definitions* have the same meaning in this decision unless otherwise set forth herein.

Representations

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

1. GE is a company governed by the State of New York.
2. GE's principal executive offices are located at 5 Necco Street, Boston, Massachusetts, USA, 02210.
3. GE is the indirect beneficial owner of all of the outstanding voting securities of GE Canada and GE Capital International Holdings Limited (**GE Holdings**).
4. GE is a high-tech industrial company that operates worldwide through its four industrial segments, Power, Renewable Energy, Aviation and Healthcare, and its financial services segment, Capital. GE serves customers in approximately 170 countries and employs approximately 205,000 people worldwide.

5. The common shares of GE are registered under Section 12(b) of the United States Securities Exchange Act of 1934 (the **1934 Act**) and are listed on the New York Stock Exchange (which is its principal market), the Nasdaq OMX BX (formerly the Boston Stock Exchange) and certain non-U.S. exchanges including the London Stock Exchange and the EuroNext.
6. GE has filed with the United States Securities and Exchange Commission (the **SEC**) all filings required to be made with the SEC under the 1934 Act, including without limitation, any required during the last 12 calendar months.
7. GE complies with U.S. laws and the requirements of any U.S. marketplace on which its securities are listed or quoted in respect of making public disclosure of material information on a timely basis.
8. GE immediately issues in Canada and files any news release that discloses a material change in its affairs.
9. GE is not a reporting issuer or equivalent in any of the Provinces or Territories.
10. GE and GE Holdings have, jointly and severally, fully and unconditionally guaranteed GE Canada's obligations under the non-convertible medium term notes (the **Notes**) issued by GE Canada and no other person or company has provided such a guarantee or alternative credit support for the Notes.
11. GE Canada is an unlimited liability company incorporated under the laws of the Province of Nova Scotia. The head office of GE Canada is located at 1919 Minnesota Court, Suite 100, Mississauga, Ontario, L5N 0C9. The registered office of the GE Canada is 1741 Lower Water Street, Suite 600, Halifax, Nova Scotia, B3J 0J2.
12. GE Canada is primarily engaged in funding the operations of its Canadian affiliates, which it financed primarily by borrowing in the public markets until 2013 and has since financed primarily from its other affiliates.
13. The last tranche of Notes was issued by GE Canada on May 31, 2013 and the last short form base shelf prospectus was filed by GE Canada on September 10, 2013. As of the date of this decision, there are four tranches of Notes which remain outstanding with an aggregate principal amount of \$1,453,939,000. The Notes are not listed on any exchange or marketplace. GE Canada has no current intention to issue any additional Notes.
14. GE Canada is a reporting issuer or equivalent in each of the Provinces.
15. GE Canada is not in default of any applicable requirements of the Legislation.
16. GE Canada does not have any securities outstanding other than the types of securities listed in Section 13.4(2)(c) of NI 51-102.
17. GE Canada files in electronic format with the Principal Regulator copies of all documents that GE is required to file with the SEC under the 1934 Act, at the same time or as soon as practicable after the filing by GE of those documents with the SEC.
18. GE Canada will issue in Canada a news release and will file a material change report in accordance with Part 7 of NI 51-102 for all material changes in respect of the affairs of GE Canada that are not also material changes in the affairs of GE.
19. GE Canada meets the eligibility requirement of Section 13.4(2.2)(b) of NI 51-102 as it has minimal assets, operations, revenues or cash flows other than those related to the issuance, administration and repayment of the Notes and the other securities referred to in securities listed in Section 13.4(2)(c) of NI 51-102.
20. GE Canada is a "finance subsidiary" as defined in Rule 3-10(b) of Regulation S-X promulgated by the SEC and as defined in Item 13.1(c) of Form 44-101F1.
21. GE Canada meets the eligibility requirements set out in Section 13.4 (2) of NI 51-102 except that it is unable to prepare the table required by Section 13.4(2.1)(c)(iii). As a result of a recent SEC rule change, GE is no longer required to prepare such disclosure and continuing to do so would create an undue burden for GE, which is particularly onerous given the large size of GE's global corporate group with approximately 2,500 subsidiaries worldwide. The eligibility requirement set out in Section 13.4(2.2)(a) of NI 51-102 for combining the information of such other subsidiaries with the information of GE are not met.
22. GE Holdings is a "subsidiary credit supporter" as defined in Item 13.4 of NI 51-102.
23. GE Holdings is not a reporting issuer or equivalent in any of the Provinces or Territories.
24. GE Canada needs the Requested Relief because the Filers cannot satisfy the condition in paragraph 13.4(2.1)(c) of NI 51-102. Specifically, the presentation of the tabular disclosure required by these paragraphs does not align with how GE manages its business or reports its financial statement information and would require significant additional and manual effort not otherwise required beyond what is needed to prepare consolidated financial statements for GE and its subsidiaries.

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.

Continuous Disclosure Relief

THE DECISION of the Principal Regulator under the Legislation is that the Continuous Disclosure Relief is granted provided that:

- (a) GE Canada and GE continue to satisfy all the conditions set forth in Section 13.4(2) of NI 51-102, other than Section 13.4(2.1)(c), unless otherwise exempted therefrom;
- (b) GE discloses in each of its quarterly reports on Form 10-Q and each of its annual reports on Form 10-K filed with the SEC and the Principal Regulator, any significant restrictions on the ability of GE to obtain funds from its subsidiaries by dividend or loan;
- (c) GE discloses in each of its quarterly reports on Form 10-Q and each of its annual reports on Form 10-K filed with the SEC and the Principal Regulator: (i) the nature of any restrictions on the ability of consolidated subsidiaries and unconsolidated subsidiaries of GE to transfer funds to GE in the form of cash dividends, loans or advances (i.e., borrowing arrangements, regulatory constraints, foreign government, etc.) and (ii) the amount of "restricted net assets" (calculated in the manner specified in paragraph (d) below) for unconsolidated subsidiaries and consolidated subsidiaries of GE as of the end of its most recently completed fiscal year (with such amounts for unconsolidated subsidiaries and consolidated subsidiaries disclosed separately), provided that, the disclosure contemplated in paragraphs (c)(i) and (c)(ii) above are only required to be provided when the "restricted net assets" of consolidated and unconsolidated subsidiaries of GE, and GE's equity in undistributed earnings of 50% or less owned persons accounted for by the equity method, together exceed 25% of the consolidated net assets of GE as of the end of its most recently completed fiscal year;
- (d) "Restricted net assets" shall be calculated in the manner specified in this paragraph (d). "Restricted net assets" of subsidiaries shall mean that amount of GE's proportionate share of net assets (after intercompany eliminations) reflected in the balance sheets of its consolidated and unconsolidated subsidiaries as of the end of the most recent fiscal year which may not be transferred to GE in the form of loans, advances or cash dividends by the subsidiaries without the consent of a third

party (i.e., lender, regulatory agency, foreign government, etc.). Not all limitations on transferability of assets are considered to be restrictions for purposes of calculating "restricted net assets", which considers only specific third party restrictions on the ability of subsidiaries to transfer funds outside of the entity. For example, the presence of subsidiary debt which is secured by certain of the subsidiary's assets does not constitute a restriction for purposes of calculating "restricted net assets". However, if there are any loan provisions prohibiting dividend payments, loans or advances to GE by a subsidiary, these are considered restrictions for purposes of computing "restricted net assets". When a loan agreement requires that a subsidiary maintain certain working capital, net tangible asset, or net asset levels, or where formal compensating arrangements exist, there is considered to be a restriction because the lender's intent is normally to preclude the transfer by dividend or otherwise of funds to GE. Similarly, a provision which requires that a subsidiary reinvest all of its earnings is a restriction, since this precludes loans, advances or dividends in the amount of such undistributed earnings by the entity. Where restrictions on the amount of funds which may be loaned or advanced differ from the amount restricted as to transfer in the form of cash dividends, the amount least restrictive to the subsidiary shall be used. Redeemable preferred stocks and minority interests shall be deducted in computing net assets for purposes of these calculations.

- (e) GE Canada continues to have minimal or no assets, operations, revenues or cash flows other than those related to the issuance, administration and repayment of the Notes and the other securities referred to in securities listed in Section 13.4(2)(c) of NI 51-102; and
- (f) GE includes in each quarterly report on Form 10-Q and each annual report on Form 10-K, a statement that its financial statements consolidate all of its affiliates. GE Canada is an affiliate of GE and therefore the results of GE Canada are included in the consolidated financial results of GE.

Certification Relief

THE FURTHER DECISION of the Principal Regulator under the Legislation is that the Certification Relief is granted provided that the Filers continue to satisfy the conditions of the Continuous Disclosure Relief, above.

Audit Committee Relief

THE FURTHER DECISION of the Principal Regulator under the Legislation is that the Audit Committee Relief is granted provided that the Filers continue to satisfy the conditions of the Continuous Disclosure Relief, above.

Corporate Governance Relief

THE FURTHER DECISION of the Principal Regulator under the Legislation is that the Corporate Governance Relief is granted provided that the Filers continue to satisfy the conditions of the Continuous Disclosure Relief, above.

“Michael Balter”
Manager
Corporate Finance

2.2 Orders

2.2.1 Buffalo Grand Hotel Inc. et al. – ss. 127(8), 127(1)

File No. 2020-11

**IN THE MATTER OF
BUFFALO GRAND HOTEL INC.,
STINSON HOSPITALITY MANAGEMENT INC.,
STINSON HOSPITALITY CORP.,
RESTORATION FUNDING CORPORATION and
HARRY STINSON**

Timothy Moseley, Vice-Chair and Chair of the Panel

January 29, 2021

**ORDER
(Subsections 127(8) and 127(1) of
the *Securities Act*, RSO 1990 c S.5)**

WHEREAS the Ontario Securities Commission held a hearing in writing to consider a motion by Staff of the Commission (**Staff**) to extend a temporary order dated March 20, 2020 (the **Temporary Order**), against Buffalo Grand Hotel Inc., Stinson Hospitality Management Inc., Stinson Hospitality Corp., Restoration Funding Corporation and Harry Stinson (together, the **Respondents**);

ON READING the materials filed by Staff and on considering that the Respondents consent to an extension of the Temporary Order;

IT IS ORDERED:

1. pursuant to subsection 127(8) of the *Securities Act*, RSO 1990 c S.5 (the **Act**), and pursuant to paragraph 2 of subsection 127(1) of the Act, that until April 30, 2021, all trading in any securities by or of the Respondents or by any person on their behalf shall cease; and
2. pursuant to subsection 127(8) and paragraph 3 of subsection 127(1) of the Act, that until April 30, 2021, any exemptions contained in Ontario securities law do not apply to the Respondents.

“Timothy Moseley”

2.2.2 Joseph Debus

File No. 2019-16

**IN THE MATTER OF
JOSEPH DEBUS**

M. Cecilia Williams, Commissioner and Chair of the Panel

January 28, 2021

ORDER

WHEREAS on January 27 and 28, 2021, the Ontario Securities Commission held a hearing by videoconference in relation to the application brought by Joseph Debus (**Debus**) (the **Application**) to review the decisions of the Investment Industry Regulatory Organization of Canada (**IIROC**) dated March 18, 2019 and June 25, 2019;

ON HEARING the Application and on hearing the submissions of the representatives for Debus, IIROC Staff and Staff of the Commission;

IT IS ORDERED THAT:

1. Debus's reasonable apprehension of bias motion is scheduled for February 19, 2021 at 10:00 a.m., by videoconference, or on such other date or time as may be agreed to by the parties and set by the Office of the Secretary; and
2. the Parties shall adhere to the following timeline for the delivery of materials for the motion:
3. Debus shall serve and file the motion and motion record by 4:30 p.m. on February 9, 2021;
4. IIROC Staff and Staff of the Commission shall each serve and file any responding affidavits by 4:30 p.m. on February 12, 2021;
5. Debus shall serve and file any reply affidavits and a memorandum of fact and law by 4:30 p.m. on February 16, 2021; and
6. IIROC Staff and Staff of the Commission shall each serve and file a memorandum of fact and law by 12:00 p.m. on February 18, 2021.

"M. Cecilia Williams"

2.2.3 Ontario Genomics Institute – s. 74(1)

Headnote

Application by a not-for-profit corporation pursuant to subsection 74(1) of the Securities Act (Ontario) – Applicant's mandate relates to funding research and development projects based in genomics, engineering biology or associated technologies (Eligible Projects) – Applicant does not fall within any of the enumerated classes of "accredited investor" in section 73.3 of the Securities Act (Ontario) and National Instrument 45-106 Prospectus Exemptions – Applicant will only invest in securities of Eligible Projects (Eligible Project Securities) – Applicant's staff are experts in the field of genomics and related life sciences and are qualified to determine the quality and viability of the projects in which the Applicant invests – All investments and divestitures in Eligible Project Securities will be reviewed by the Applicant's Private Sector Advisory Committee, the members of which, individually and collectively, have significant knowledge and experience in investment matters – Order that the prospectus requirements in section 53 of the Securities Act (Ontario) of the do not apply in respect of a trade in Eligible Project Securities to the Applicant granted, subject to conditions – Order expires in two years.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 53, 73.3 and 74(1).
National Instrument 45-106 Prospectus Exemptions, ss. 1.1, 6.1.
Form 45-106F1 Report of Exempt Distribution.
National Instrument 45-102 Resale of Securities, s. 2.5.

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

AND

**IN THE MATTER OF
ONTARIO GENOMICS INSTITUTE**

**ORDER
(Subsection 74(1))**

WHEREAS Ontario Genomics Institute ("**OGI**") has filed an application (the "**Application**") with the Ontario Securities Commission (the "**Commission**") for recognition as an accredited investor for the purposes of securities legislation;

AND WHEREAS the Commission may, pursuant to subsection 74(1) of the Act, rule that any trade, intended trade, security, person or company is not subject to section 53 of the Act (the "**Prospectus Requirement**") where it is satisfied that to do so would not be prejudicial to the public interest;

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

AND UPON it being represented by OGI to the Commission that:

1. OGI was established by letters patent on October 18, 2000 under the *Canada Corporations Act* as a non-profit corporation and was continued under the *Canada Not-For-Profit Corporations Act* on October 31, 2013.
2. OGI's offices are located at 661 University Avenue, Suite 490, Toronto, Ontario, M5G 1M1.
3. OGI's mandate is to fund world-class research to create strategic genomics resources and accelerate Ontario's development of a globally-competitive life sciences sector.
4. OGI primarily receives its funding from Genome Canada (a not-for-profit corporation which is funded by Industry Canada) and from the Government of Ontario.
5. OGI receives separate funding for: (i) operation, administration and business development of OGI ("**Operations Funding**"), and (ii) investment in genomics research and development projects ("**Project Funding**").
6. In its most recently completed fiscal year (the fiscal year ended March 31, 2020), OGI received \$3.4 million of Operations Funding and \$22.9 million of Project Funding.
7. The business development mandate at OGI is to catalyze access to, and the impact of, genomics capacity and applicable resources. One of the ways that OGI does this is through early stage company investments, the principal purpose of which is to enhance progress towards the marketplace for genomics outcomes or genomics-related technologies and to thereby assist the relevant scientific founder in formative efforts to commercialize that early stage research.
8. OGI wishes to structure the funding of, and/or investments in, research and development projects based in genomics, engineering biology or associated technologies ("**Eligible Projects**") being conducted on a for-profit basis through an investment by OGI from its Operations Funding in the corporate entity undertaking each such Eligible Project and, in return for providing funding and other resources to such corporate entity, OGI would receive equity (or convertible debt) or other securities in the corporation ("**Eligible Project Securities**").
9. OGI only enters into funding arrangements in respect of Eligible Projects after careful research and consideration by experts in the industry and has designed its business development program to use the same careful analysis and metrics.

10. OGI staff are experts in the field of genomics and related life sciences and are qualified to determine the quality and viability of the projects in which OGI invests.
11. All investments in, and divestitures of, Eligible Project Securities by OGI will be reviewed by OGI's Private Sector Advisory Committee. The members of OGI's Private Sector Advisory Committee, individually and collectively, all have significant knowledge and experience in investment matters.
12. OGI does not fall within any of the enumerated classes of accredited investors set forth in the definition of "accredited investor" in section 73.3 of the *Securities Act* (Ontario) and in section 1.1 of National Instrument 45-106 *Prospectus Exemptions*.

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

NOW THEREFORE the Commission orders that the Prospectus Requirement does not apply in respect of a trade in Eligible Project Securities to OGI as if OGI were an accredited investor, provided that:

- (a) OGI purchases as principal;
- (b) if the trade is a distribution, the issuer of the Eligible Project Securities files a Form 45-106F1 - *Report of Exempt Distribution* in Ontario on or before the tenth day after the distribution;
- (c) the first trade in such Eligible Project Securities will be deemed to be a distribution that is subject to section 2.5 of National Instrument 45-102 *Resale of Securities*; and
- (d) this order expires two years from the date of this order, unless earlier renewed.

DATED at Toronto, Ontario on this 1st day of December, 2020.

"Garnet Fenn"
Commissioner
Ontario Securities Commission

"Cathy Singer"
Commissioner
Ontario Securities Commission

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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
EXMceuticals Inc.	January 7, 2021	January 26, 2021

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	
Greenbank Capital Inc.	December 1, 2020	
Nutritional High International Inc.	December 1, 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:

Bitcoin ETF
Principal Regulator - Ontario

Type and Date:

Preliminary Long Form Prospectus dated Jan 29, 2021
NP 11-202 Preliminary Receipt dated Jan 29, 2021

Offering Price and Description:

USD Units and CAD Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3166687

Issuer Name:

BlackRock - IG Low Volatility International Equity Pool
Principal Regulator – Manitoba

Type and Date:

Preliminary Simplified Prospectus dated Jan 21, 2021
NP 11-202 Final Receipt dated Jan 29, 2021

Offering Price and Description:

Series P Mutual Fund

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3139768

Issuer Name:

Franklin Innovation Fund
Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectus dated Jan 25, 2021
NP 11-202 Final Receipt dated Jan 26, 2021

Offering Price and Description:

Series F Units, Series FT Units, Series A Units, Series T Units, Series O Units and Series OT Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3139143

Issuer Name:

SmartBe Canadian Quantitative Momentum Index ETF
SmartBe Canadian Quantitative Value Index ETF
SmartBe U.S. Quantitative Momentum Index ETF
SmartBe U.S. Quantitative Value Index ETF
Principal Regulator – Alberta (ASC)

Type and Date:

Preliminary Long Form Prospectus dated Jan 27, 2021
NP 11-202 Final Receipt dated Jan 29, 2021

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3158759

Issuer Name:

Mackenzie Global Sustainable Bond Fund
Mackenzie Greenchip Global Balanced Fund
Principal Regulator – Ontario

Type and Date:

Preliminary Simplified Prospectus dated Jan 29, 2021
NP 11-202 Preliminary Receipt dated Feb 1, 2021

Offering Price and Description:

Series F5 units, Series T5 units, Series PWX units, Series D units, Series A units, Series PWFB5 units, Series O units, Series AR units, Series T8 units, Series FB5 units, Series F8 units, Series PWR units, Series SC units, Series FB units, Series PWX8 units, Series PW units, Series PWT8 units, Series PWT5 units, Series PWFB units and Series F units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3167143

Issuer Name:

NBI Active International Equity ETF
NBI Active U.S. Equity ETF
NBI Canadian Dividend Income ETF
NBI Sustainable Canadian Corporate Bond ETF
Principal Regulator – Quebec

Type and Date:

Preliminary Long Form Prospectus dated Jan 28, 2021
NP 11-202 Final Receipt dated Feb 1, 2021

Offering Price and Description:

Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3149796

Issuer Name:

First Trust JFL Fixed Income Core Plus ETF
First Trust JFL Global Equity ETF
Principal Regulator – Ontario

Type and Date:

Preliminary Long Form Prospectus dated Jan 21, 2021
NP 11-202 Final Receipt dated Jan 26, 2021

Offering Price and Description:

Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3126552

Issuer Name:

Picton Mahoney Fortified Arbitrage Alternative Fund
(formerly, Vertex Liquid Alternative Fund)
Picton Mahoney Fortified Arbitrage Plus Alternative Fund
(formerly, Vertex Liquid Alternative Fund Plus)
Principal Regulator – Ontario

Type and Date:

Combined Preliminary and Pro Forma Simplified
Prospectus dated Jan 22, 2021
NP 11-202 Final Receipt dated Jan 26, 2021

Offering Price and Description:

Class I Units, Class F Units and Class A Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3157006

Issuer Name:

Signature Global Infrastructure Fund
CI North American Dividend Fund
Principal Regulator - Ontario

Type and Date:

Amendment #2 to Final Simplified Prospectus dated
January 20, 2021
NP 11-202 Final Receipt dated Jan 26, 2021

Offering Price and Description:

Series A securities, Series AT6 securities, Series B
securities, Series B8 securities, Series D securities, Series
E securities, Series EF securities, Series F securities,
Series FT8 securities, Series I securities, Series O
securities,
Series P securities, Series PT8 securities and Series T8
securities

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3061704

Issuer Name:

Pender Small/Mid Cap Dividend Fund
Principal Regulator – British Columbia

Type and Date:

Amendment #1 to Final Annual Information Form dated
January 22, 2021
NP 11-202 Final Receipt dated Jan 27, 2021

Offering Price and Description:

Class A, Class D, Class E, Class F, Class H, Class I, Class
N and Class O Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3162939

Issuer Name:

Dynamic Active Core Bond Private Pool
Dynamic Conservative Yield Private Pool
Dynamic North American Dividend Private Pool
Marquis Institutional Balanced Portfolio
Marquis Institutional Bond Portfolio
Marquis Balanced Portfolio
Marquis Equity Portfolio
Marquis Growth Portfolio
Dynamic Global Equity Private Pool Class
Principal Regulator - Ontario

Type and Date:

Amendment #2 to Final Simplified Prospectus dated
January 29, 2021
NP 11-202 Final Receipt dated Feb 1, 2021

Offering Price and Description:

Series A securities, Series F securities, Series FH Units,
Series G securities, Series H Units, Series I securities,
Series O Units, Series T securities and Series V securities

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3120848

Issuer Name:

First Asset Canadian Convertible Bond Fund
First Asset REIT Income Fund
First Asset Utility Plus Fund
First Asset Canadian Dividend Opportunity Fund
Principal Regulator - Ontario

Type and Date:

Amendment #1 to Final Simplified Prospectus dated
January 20, 2021
NP 11-202 Final Receipt dated Jan 26, 2021

Offering Price and Description:

Class A Units and Class F Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #3041641

Issuer Name:

The Ether Fund

Principal Regulator - Ontario

Type and Date:

Preliminary Shelf Prospectus (NI 44-102) dated January 28, 2021

NP 11-202 Preliminary Receipt dated January 29, 2021

Offering Price and Description:

Maximum: US\$500,000,000 - Class A Units and Class F Units

Price: US\$24.97 and C\$32.01 - Class A Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

3iQ CORP.

Project #3166566

NON-INVESTMENT FUNDS

Issuer Name:

ABC Technologies Holdings Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Long Form Prospectus dated January 26, 2021
NP 11-202 Preliminary Receipt dated January 26, 2021

Offering Price and Description:

C\$255,000,000.00

[*] Common Shares

Underwriter(s) or Distributor(s):

SCOTIA CAPITAL INC.
BMO NESBITT BURNS INC.
J.P. MORGAN SECURITIES CANADA INC.
TD SECURITIES INC.
NATIONAL BANK FINANCIAL INC.
HSBC SECURITIES (CANADA) INC.
DESJARDINS SECURITIES INC.
LAURENTIAN BANK SECURITIES INC.

Promoter(s):

-

Project #3164177

Issuer Name:

ABC Technologies Holdings Inc.
Principal Regulator - Ontario

Type and Date:

Amendment dated January 28, 2021 to Preliminary Long Form Prospectus dated January 26, 2021
NP 11-202 Preliminary Receipt dated January 28, 2021

Offering Price and Description:

C\$255,000,000.00

[*] Common Shares

Underwriter(s) or Distributor(s):

SCOTIA CAPITAL INC.
BMO NESBITT BURNS INC.
J.P. MORGAN SECURITIES CANADA INC.
TD SECURITIES INC.
NATIONAL BANK FINANCIAL INC.
HSBC SECURITIES (CANADA) INC.
DESJARDINS SECURITIES INC.
LAURENTIAN BANK SECURITIES INC.

Promoter(s):

-

Project #3164177

Issuer Name:

AF2 Capital Corp.
Principal Regulator - Ontario

Type and Date:

Preliminary CPC Prospectus dated January 29, 2021
NP 11-202 Preliminary Receipt dated February 1, 2021

Offering Price and Description:

\$300,000.00 - (3,000,000 Common Shares) Price: \$0.10 per Common Share

Underwriter(s) or Distributor(s):

HAYWOOD SECURITIES INC.

Promoter(s):

-

Project #3167168

Issuer Name:

Alpha Lithium Corporation
Principal Regulator - British Columbia

Type and Date:

Preliminary Short Form Prospectus dated January 28, 2021
NP 11-202 Preliminary Receipt dated January 29, 2021

Offering Price and Description:

\$20,007,000.00

24,700,000 Units

Consisting of 24,700,000 Common Shares and 24,700,000 Warrants

Price: \$0.81 per Unit

Underwriter(s) or Distributor(s):

Echelon Wealth Partners Inc.
Leede Jones Gable Inc.

Promoter(s):

-

Project #3165945

Issuer Name:

Argonaut Gold Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated January 29, 2021
NP 11-202 Preliminary Receipt dated January 29, 2021

Offering Price and Description:

\$23,000,202.00

8,156,100 FLOW-THROUGH SHARES

Price: \$2.82 per Flow-Through Share

Underwriter(s) or Distributor(s):

CORMARK SECURITIES INC.
CANACCORD GENUITY CORP.
ECHELON WEALTH PARTNERS INC.
LAURENTIAN BANK SECURITIES INC.
PARADIGM CAPITAL INC.
BMO NESBITT BURNS INC.
SCOTIA CAPITAL INC.
STIFEL NICOLAUS CANADA INC.

Promoter(s):

-

Project #3163879

Issuer Name:

Auxly Cannabis Group Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated January 26, 2021
NP 11-202 Preliminary Receipt dated January 26, 2021

Offering Price and Description:

\$17,501,000.00
47,300,000 Units
\$0.37 per Unit

Underwriter(s) or Distributor(s):

ATB CAPITAL MARKETS INC.
CANTOR FITZGERALD CANADA CORPORATION
MACKIE RESEARCH CAPITAL CORPORATION
DESJARDINS SECURITIES INC.
RAYMOND JAMES LTD.

Promoter(s):

-

Project #3162987

Issuer Name:

Avivagen Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated February 1, 2021
NP 11-202 Preliminary Receipt dated February 1, 2021

Offering Price and Description:

\$7,500,000.00
15,000,000 Units
Price: \$0.50 per Unit

Underwriter(s) or Distributor(s):

Bloom Burton Securities Inc.

Promoter(s):

-

Project #3164360

Issuer Name:

Digihost Technology Inc. (formerly, HashChain Technology Inc.)
Principal Regulator - Ontario

Type and Date:

Preliminary Shelf Prospectus dated January 28, 2021
NP 11-202 Preliminary Receipt dated February 1, 2021

Offering Price and Description:

US\$125,000,000.00
Subordinate Voting Shares
Warrants
Subscription Receipts
Units
Debt Securities
Share Purchase Contracts

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3165655

Issuer Name:

DRI Healthcare Trust
Principal Regulator - Ontario

Type and Date:

Amendment dated January 27, 2021 to Preliminary Long Form Prospectus dated January 25, 2021
NP 11-202 Preliminary Receipt dated January 27, 2021

Offering Price and Description:

US\$ *
* Units

Underwriter(s) or Distributor(s):

SCOTIA CAPITAL INC.
UBS SECURITIES CANADA INC.
RBC DOMINION SECURITIES INC.
BMO NESBITT BURNS INC.
CIBC WORLD MARKETS INC.
NATIONAL BANK FINANCIAL INC.
CANACCORD GENUITY CORP.

Promoter(s):

DRI CAPITAL INC.

Project #3163453

Issuer Name:

Heritage Cannabis Holdings Corp. (formerly Umbral Energy Corp.)
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated February 1, 2021
NP 11-202 Preliminary Receipt dated February 1, 2021

Offering Price and Description:

\$*
* Units
\$* per Unit

Underwriter(s) or Distributor(s):

Cantor Fitzgerald Canada Corporation
Cormark Securities Inc.

Promoter(s):

-

Project #3168182

Issuer Name:

Hollister Biosciences Inc. (formerly, 1205600 BC Ltd.)
Principal Regulator - British Columbia

Type and Date:

Amendment dated January 26, 2021 to Preliminary Shelf
Prospectus dated October 27, 2020
NP 11-202 Preliminary Receipt dated January 27, 2021

Offering Price and Description:

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

Underwriter(s) or Distributor(s):

-

Promoter(s):

Carl Saling
Project #3126879

Issuer Name:

Logiq, Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Long Form Prospectus dated January 26, 2021
NP 11-202 Preliminary Receipt dated January 27, 2021

Offering Price and Description:

C\$[*] Minimum: C\$/* Units Maximum: C\$/* Units

Underwriter(s) or Distributor(s):

Mackie Research Capital Corporation

Promoter(s):

-

Project #3164318

Issuer Name:

Mednow Inc.
Principal Regulator - British Columbia

Type and Date:

Amendment dated January 27, 2021 to Preliminary Long
Form Prospectus dated December 9, 2020
NP 11-202 Preliminary Receipt dated January 29, 2021

Offering Price and Description:

Up to \$10,000,000 Up to [*] Units
Price: \$[*] per Unit

Underwriter(s) or Distributor(s):

-

Promoter(s):

Amir Ali Reyhany Bozorg
Project #3127139

Issuer Name:

Millennial Lithium Corp.
Principal Regulator - British Columbia

Type and Date:

Preliminary Short Form Prospectus dated January 27, 2021
NP 11-202 Preliminary Receipt dated January 27, 2021

Offering Price and Description:

\$30,000,000.00
7,500,000 UNITS
PRICE: \$4.00 PER UNIT

Underwriter(s) or Distributor(s):

CANTOR FITZGERALD CANADA CORPORATION
SPROTT CAPITAL PARTNERS
MACKIE RESEARCH CAPITAL CORPORATION

Promoter(s):

-

Project #3164084

Issuer Name:

Mind Cure Health Inc.
Principal Regulator - British Columbia

Type and Date:

Preliminary Short Form Prospectus dated January 27, 2021
NP 11-202 Preliminary Receipt dated January 27, 2021

Offering Price and Description:

\$20,000,400.00
33,334,000 Units
\$0.60 per Unit

Underwriter(s) or Distributor(s):

CANACCORD GENUITY CORP.
STIFEL NICOLAUS CANADA INC.

Promoter(s):

Philip Tapley
Project #3164260

Issuer Name:

NanoXplore Inc.
Principal Regulator - Quebec

Type and Date:

Preliminary Short Form Prospectus dated January 29, 2021
NP 11-202 Preliminary Receipt dated January 29, 2021

Offering Price and Description:

\$40,000,000.00
10,000,000 Common Shares
\$4.00 per Common Share

Underwriter(s) or Distributor(s):

ECHELON WEALTH PARTNERS INC.
NATIONAL BANK FINANCIAL INC.
PARADIGM CAPITAL INC.
RAYMOND JAMES LTD.
STIFEL GMP
BEACON SECURITIES LIMITED
CORMARK SECURITIES INC.

Promoter(s):

-

Project #3165839

Issuer Name:

Neo Performance Materials Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated January 29, 2021
NP 11-202 Preliminary Receipt dated January 29, 2021

Offering Price and Description:

C\$70,875,000
4,500,000 Common Shares
\$15.75 per Common Share.

Underwriter(s) or Distributor(s):

PARADIGM CAPITAL INC.
CANACCORD GENUITY CORP.
CORMARK SECURITIES INC.
RBC DOMINION SECURITIES INC.
STIFEL NICOLAUS CANADA INC.
CIBC WORLD MARKETS INC.
RAYMOND JAMES LTD.
SCOTIA CAPITAL INC.

Promoter(s):

-

Project #3164007

Issuer Name:

Palladium One Mining Inc.
Principal Regulator - British Columbia

Type and Date:

Preliminary Short Form Prospectus dated January 26, 2021
NP 11-202 Preliminary Receipt dated January 27, 2021

Offering Price and Description:

\$12,499,000.00
43,100,000 Units
Price: \$0.29 per Unit

Underwriter(s) or Distributor(s):

Sprott Capital Partners LP
Mackie Research Capital Corp.

Promoter(s):

-

Project #3163170

Issuer Name:

Prospect Ridge Resources Corp.
Principal Regulator - British Columbia

Type and Date:

Preliminary Long Form Prospectus dated January 25, 2021
NP 11-202 Preliminary Receipt dated January 26, 2021

Offering Price and Description:

Minimum Offering: C\$300,000.00 or 3,000,000 Common Shares
Maximum Offering: C\$500,000.00 or 5,000,000 Common Shares

Price: \$0.10 per Common Share and 455,000 Common Shares issuable upon exercise of 455,000 Seed Special Warrants 9,250,000 Common Shares issuable upon exercise of 9,250,000 Pre-IPO Special Warrants

Underwriter(s) or Distributor(s):

Mackie Research Capital Corp.

Promoter(s):

Liam Corcoran

Project #3163975

Issuer Name:

Revive Therapeutics Ltd.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated January 26, 2021
NP 11-202 Preliminary Receipt dated January 27, 2021

Offering Price and Description:

\$20,000,000.00
40,000,000 Units
Price: \$0.50 per Unit

Underwriter(s) or Distributor(s):

CANACCORD GENUITY CORP.
LEEDE JONES GABLE INC.

Promoter(s):

-

Project #3164481

Issuer Name:

Starlight U.S. Multi-Family (No. 2) Core Plus Fund
Principal Regulator - Ontario

Type and Date:

Preliminary Long Form Prospectus dated February 1, 2021
NP 11-202 Preliminary Receipt dated February 1, 2021

Offering Price and Description:

Maximum: US\$180,600,000 of Class A Units and/or Class C Units and/or Class D Units and/or Class E Units and/or Class F Units and/or Class G Units and/or Class U Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3167992

Issuer Name:

The Valens Company Inc. (formerly Valens Groworks Corp.)

Principal Regulator - Ontario

Type and Date:

Amendment dated January 27, 2021 to Preliminary Shelf Prospectus dated January 22, 2021

NP 11-202 Preliminary Receipt dated January 27, 2021

Offering Price and Description:

\$150,000,000.00

COMMON SHARES

DEBT SECURITIES

SUBSCRIPTION RECEIPTS

WARRANTS

UNITS

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3163125

Issuer Name:

VM Hotel Acquisition Corp.

Principal Regulator - Ontario

Type and Date:

Preliminary Long Form Prospectus dated January 25, 2021

NP 11-202 Preliminary Receipt dated January 26, 2021

Offering Price and Description:

U.S.\$100,000,000

10,000,000 Class A Restricted Voting Units

Underwriter(s) or Distributor(s):

ECHELON WEALTH PARTNERS INC.

STIFEL NICOLAUS CANADA INC.

Promoter(s):

VM HA SPONSOR CORP.

VM HA SPONSOR LP. by its general partner, 2796386

ONTARIO INC.

Project #3163731

Issuer Name:

Americas Gold and Silver Corporation

Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated January 26, 2021

NP 11-202 Receipt dated January 26, 2021

Offering Price and Description:

\$30,000,185.00

9,063,500 Common Shares at a price of \$3.31 per

Common Share

Underwriter(s) or Distributor(s):

DESJARDINS SECURITIES INC.

CORMARK SECURITIES INC.

STIFEL NICOLAUS CANADA INC.

CLARUS SECURITIES INC.

LAURENTIAN BANK SECURITIES INC.

Promoter(s):

-

Project #3160780

Issuer Name:

Americas Gold and Silver Corporation

Principal Regulator - Ontario

Type and Date:

Final Shelf Prospectus dated January 29, 2021

NP 11-202 Receipt dated January 29, 2021

Offering Price and Description:

C\$75,000,000.00

Common Shares

Subscription Receipts

Warrants

Debt Securities

Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3091413

Issuer Name:

AVINO SILVER & GOLD MINES LTD.

Principal Regulator - British Columbia

Type and Date:

Final Shelf Prospectus dated January 25, 2021

NP 11-202 Receipt dated January 26, 2021

Offering Price and Description:

US\$50,000,000.00

Common Shares

Warrants

Subscription Receipts

Debt Securities

Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3160982

Issuer Name:

BGP Acquisition Corp.

Principal Regulator - Ontario

Type and Date:

Final Long Form Prospectus dated January 28, 2021

NP 11-202 Receipt dated January 29, 2021

Offering Price and Description:

U.S.\$100,000,000.00

10,000,000 Class A Restricted Voting Units

Underwriter(s) or Distributor(s):

Echelon Wealth Partners Inc.

Promoter(s):

BGP ACQUISITION SPONSOR LP

RUTH EPSTEIN

Project #3160438

Issuer Name:

Cybin Inc. (formerly, Clarmin Explorations Inc.)
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated February 1, 2021
NP 11-202 Receipt dated February 1, 2021

Offering Price and Description:

\$30,015,000.00
13,340,000 Units
\$2.25 per Unit

Underwriter(s) or Distributor(s):

CANACCORD GENUITY CORP.
STIFEL NICOLAUS CANADA INC.
EIGHT CAPITAL
BLOOM BURTON SECURITIES INC.

Promoter(s):

-

Project #3161189

Issuer Name:

HIVE Blockchain Technologies Ltd.
Principal Regulator - British Columbia

Type and Date:

Final Shelf Prospectus dated January 27, 2021
NP 11-202 Receipt dated January 27, 2021

Offering Price and Description:

US\$100,000,000.00
Common Shares
Warrants
Subscription Receipts
Units
Debt Securities
Share Purchase Contracts
Rights

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3156289

Issuer Name:

Red Light Holland Corp. (formerly, Added Capital Inc.)
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated January 26, 2021
NP 11-202 Receipt dated January 26, 2021

Offering Price and Description:

\$8,500,170.00
33,334,000 Units
PRICE: \$0.255 PER UNIT

Underwriter(s) or Distributor(s):

Eight Capital

Promoter(s):

Todd Shaprio

Project #3160061

Issuer Name:

The Valens Company Inc. (formerly Valens Growworks Corp.)
Principal Regulator - Ontario

Type and Date:

Final Shelf Prospectus dated January 28, 2021
NP 11-202 Receipt dated January 28, 2021

Offering Price and Description:

\$150,000,000.00
COMMON SHARES
DEBT SECURITIES
SUBSCRIPTION RECEIPTS
WARRANTS
UNITS

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3163125

Issuer Name:

Trulieve Cannabis Corp. (formerly Schyan Exploration Inc.)
Principal Regulator - Ontario

Type and Date:

Final Shelf Prospectus dated January 29, 2021
NP 11-202 Receipt dated January 29, 2021

Offering Price and Description:

\$750,000,000.00
Subordinate Voting Shares
Debt Securities
Warrants
Subscription Receipts
Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #3159822

Issuer Name:

Wishpond Technologies Ltd. (formerly, Antera Ventures I Corp.)
Principal Regulator - British Columbia

Type and Date:

Final Short Form Prospectus dated February 1, 2021
NP 11-202 Receipt dated February 1, 2021

Offering Price and Description:

\$7 million
4 million Common Shares
\$1.75 per Common Share

Underwriter(s) or Distributor(s):

BEACON SECURITIES LIMITED
PI FINANCIAL CORP.
DESJARDINS SECURITIES INC.
HAYWOOD SECURITIES INC.
PARADIGM CAPITAL INC.

Promoter(s):

-

Project #3161984

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Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
New Registration	Zenison Financial Services Inc.	Portfolio Manager	January 27, 2021
New Registration	Canada-Israel Securities, Limited	Exempt Market Dealer	February 1, 2021
Voluntary Surrender	Neo-Criterion Capital Limited	Portfolio Manager	February 1, 2021
New Registration	Neo-Criterion Capital Singapore Pte. Ltd.	Portfolio Manager	February 1, 2021
Consent to Suspension (Pending Surrender)	MMCAP Management Inc.	Investment Fund Manager	January 25, 2021
New Registration	Bombardier Global Pension Asset Management Inc./Bombardier Gestion Mondiale d'Actifs Retraite Inc.	Investment Fund Manager and Portfolio Manager	January 26, 2021

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Chapter 13

SROs, Marketplaces, Clearing Agencies and Trade Repositories

13.2 Marketplaces

13.2.1 Tradelogiq Markets Inc. – Lynx 2.0 – Notice of Withdrawal of Proposed Amendments to Lynx ATS

TRADELOGIQ MARKETS INC.

NOTICE OF WITHDRAWAL OF PROPOSED AMENDMENTS TO LYNX ATS

LYNX 2.0

In accordance with the Process for the Review and Approval of Rules and the Information Contained in Form 21-101F2 and Exhibits Thereto (the **Protocol**), Tradelogiq Markets Inc. (**Tradelogiq**) has withdrawn the Notice of Proposed Changes and Request for Comments published on March 5, 2020 in relation to a latency-sensitive trader (**LST**) trader ID definition and the proposed limitation of LST trader IDs to post only orders. To the extent that Tradelogiq decides to pursue the proposal again, it will be published for comment in accordance with the requirements of the Protocol.

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Index

Agrios Global Holdings Ltd.		Neo-Criterion Capital Limited	
Cease Trading Order	923	Voluntary Surrender	1019
Alli, Nayeem		Neo-Criterion Capital Singapore Pte. Ltd.	
Notice from the Office of the Secretary	908	New Registration	1019
Aziz, Maurice		Nutritional High International Inc.	
Notice from the Office of the Secretary	908	Cease Trading Order	923
Bajaj, Harish		Ontario Genomics Institute	
Notice from the Office of the Secretary	908	Order – s. 74(1)	920
Blackrock Asset Management Canada Limited		Ontario Securities Commission	
Decision	911	Notice of Agreement	903
Bombardier Global Pension Asset Management Inc./Bombardier Gestion Mondiale d'Actifs Retraite Inc.		Performance Sports Group Ltd.	
New Registration	1019	Cease Trading Order	923
Buffalo Grand Hotel Inc.		Restoration Funding Corporation	
Notice from the Office of the Secretary	908	Notice from the Office of the Secretary	908
Order – ss. 127(8), 127(1)	919	Order – ss. 127(8), 127(1)	919
Canada-Israel Securities, Limited		Stinson Hospitality Corp.	
New Registration	1019	Notice from the Office of the Secretary	908
CFA Institute		Order – ss. 127(8), 127(1)	919
Notice of Agreement	903	Stinson Hospitality Management Inc.	
Debus, Joseph		Notice from the Office of the Secretary	908
Notice from the Office of the Secretary	909	Order – ss. 127(8), 127(1)	919
Order	920	Stinson, Harry	
EXMceuticals Inc.		Notice from the Office of the Secretary	908
Cease Trading Order	923	Order – ss. 127(8), 127(1)	919
First Global Data Ltd.		Tradelogiq Markets Inc.	
Notice from the Office of the Secretary	908	Marketplaces – Lynx 2.0 – Notice of Withdrawal of	
GE Capital Canada Funding Company		Proposed Amendments to Lynx ATS	1021
Decision	916	Zenison Financial Services Inc.	
General Electric Company		New Registration	1019
Decision	916		
Global Bioenergy Resources Inc.			
Notice from the Office of the Secretary	908		
Greenbank Capital Inc.			
Cease Trading Order	923		
Instinet Canada Cross Limited			
Decision	914		
Itwaru, Andre			
Notice from the Office of the Secretary	908		
MMCAP Management Inc.			
Consent to Suspension (Pending Surrender)	1019		

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