



**Canadian Securities Administrators Staff Notice 11-316**  
*Notice of Local Amendments – British Columbia*

**April 13, 2012**

On May 6, 2011, we published CSA Staff Notice 11-314 indicating staff's intention to update rule consolidations where a local jurisdiction has amended a national or multilateral instrument to reflect changes that affect activity only in that local jurisdiction.

On October 3, 2011, the British Columbia Securities Commission made amendments to National Instrument 45-106 *Prospectus and Registration Exemptions*, principally by adopting a new exempt distribution form, Form 45-106F6 *British Columbia Report of Exempt Distribution* (the BC form). The BC form replaces Form 45-106F1 *Report of Exempt Distribution*, for distributions in British Columbia that occur on or after October 3, 2011. British Columbia is the only jurisdiction where the BC form applies. All other jurisdictions require reports of exempt distribution to be filed using Form 45-106F1 *Report of Exempt Distribution*. For more information about the BC form and associated documents, see [BCN 2011/26](#) and [BCN 2011/34](#).

Annex A to this notice sets out the text of the BC form and the related amendments. CSA members in other jurisdictions will update the text of consolidated NI 45-106 on their websites to reflect these local amendments.

You may direct any questions regarding this notice to:

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British Columbia Securities Commission  
Tel: (604) 899-6658  
sthomson@bcsc.bc.ca

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Ontario Securities Commission  
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**Annex A****Changes to be reflected in consolidations of National Instrument  
45-106 Prospectus and Registrations Exemptions as a result of BC Reg. 170/2011****1. Section 6.3 was amended****(a) by replacing subsection (1) with the following:**

(1) The required form of report under section 6.1 [*Report of exempt distribution*] is:

(a) Form 45-106F1 in all jurisdictions except British Columbia; and

(b) Form 45-106F6 in British Columbia.

**(b) in subsection (2) by adding “or, in British Columbia, Form 45-106F6” after “Form 45-106F1”.**

**2. The following section was added:****Use of information in Form 45-106F6 Schedule I**

**6.6** A person must not, directly or indirectly, use the information in Schedule I of a completed Form 45-106F6, in whole or in part, for any purpose other than research concerning the issuer for the person’s own investment purpose.

**3. Form 45-106F1 Report of Exempt Distribution was amended by replacing the first line with the following:**

“Except in British Columbia, this is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution. In British Columbia, the required form is Form 45-106F6.”

**4. Form 45-106F1 Report of Exempt Distribution was amended:**

**(a) in Instruction 2 by replacing “File” with “Except in British Columbia, file”;**

**(b) by adding the following Instruction:**

2.1 In British Columbia, file Form 45-106F6 and pay the applicable fee. If the distribution is made in British Columbia and one or more other jurisdictions, file Form 45-106F6 in British Columbia and file this form, following instruction 2, in the other applicable jurisdictions.

**5. Form 45-106F1 Report of Exempt Distribution was amended by deleting the following:****British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, British Columbia V7Y 1L2

Telephone: (604) 899-6500

Toll free in British Columbia and Alberta 1-800-373-6393

Facsimile: (604) 899-6506

**6. The following form was added.**

**Form 45-106F6**  
**British Columbia Report of Exempt Distribution**

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

**Issuer/underwriter information**

**Item 1: Issuer/underwriter name and contact information**

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;
- the issuer’s website address; and
- the address, telephone number and email address of the issuer’s head office.

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter’s website address; and
- the address, telephone number and email address of the underwriter’s head office.

**Item 2: Reporting issuer status**

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

**Item 3: Issuer’s industry**

Indicate the industry of the issuer by checking the appropriate box below.

- |  |  |
|--|--|
| <input type="checkbox"/> Bio-tech<br>Financial Services<br><input type="checkbox"/> investment companies and funds<br><input type="checkbox"/> mortgage investment companies<br><input type="checkbox"/> Forestry<br><input type="checkbox"/> Hi-tech<br><input type="checkbox"/> Industrial | Mining<br><input type="checkbox"/> exploration/development<br><input type="checkbox"/> production<br><input type="checkbox"/> Oil and gas<br><input type="checkbox"/> Real estate<br><input type="checkbox"/> Utilities<br><input type="checkbox"/> Other (describe) |
|--|--|

**Item 4: Insiders and promoters of non-reporting issuers**

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

<b>Information about insiders and promoters</b>			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date,	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities

		including any securities purchased under the distribution	purchased under the distribution (Canadian \$)

**Details of distribution**

**Item 5: Distribution date**

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

**Item 6: Number and type of securities**

For each security distributed:

- describe the type of security;
- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and
- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

**Item 7: Geographical information about purchasers**

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder’s fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Total number of Purchasers			
Total dollar value of distribution in all jurisdictions (Canadian \$)			

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

**Item 8: Information about purchasers**

*Instructions*

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder’s fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)

**Commissions and finder’s fees**

**Item 9: Commissions and finder’s fees**

*Instructions*

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	

**Certificate**

On behalf of the [issuer/underwriter], I certify that the statements made in this report are true.

Date: \_\_\_\_\_

\_\_\_\_\_  
Name of [issuer/underwriter] (please print)

\_\_\_\_\_  
Print name, title and telephone number of person signing

\_\_\_\_\_  
Signature

*Instruction*

*The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.*

**Item 10: Contact information**

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

**IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.**

**Notice - Collection and use of personal information**

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

**British Columbia Securities Commission**  
P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2  
Telephone: (604) 899-6500  
Toll free across Canada: 1-800-373-6393  
Facsimile: (604) 899-6581

**Schedule I  
Public information about purchasers who are individuals**

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete the following table or the table in Schedule II.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table and the table in Schedule II for each purchaser who is an individual, and
- the table in item 8 for each purchaser that is not an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter filing this report in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [TSX Venture Exchange offering] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column of the table in item 8 with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the following table or the table in Schedule II.

D. The information in the following table is available for public inspection at the British Columbia Securities Commission during normal business hours.

<b>Public information about purchasers who are individuals</b>				
<i>Unless exempted by the British Columbia Securities Commission, a person must not, directly or indirectly, use the information in this table, in whole or in part, for any purpose other than research concerning the issuer for the person's own investment purpose.</i>				
Full name of purchaser	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Date of distribution (yyyy-mm-dd)

**Schedule II**  
**Confidential information about purchasers who are individuals**

A. Complete the following table for each purchaser who is an individual. The information in this table must reconcile with the table in Schedule I.

B. The information in the following table will not be placed on the public file of the British Columbia Securities Commission.

<b>Confidential information about purchasers who are individuals</b>	
<b>Full name, residential address and telephone number of purchaser</b>	<b>Exemption relied on</b>