

For Immediate Release**December 8, 2022****CSA adopts changes to the offering memorandum prospectus exemption**

Calgary and Vancouver – The Canadian Securities Administrators (CSA) today published [changes to the offering memorandum prospectus exemption](#).

An offering memorandum is a disclosure document that describes a company’s business, includes financial statements, discusses relevant risks, and explains how the company will use the money it raises. The offering memorandum prospectus exemption allows an issuer to sell its securities to a wider range of people than typically allowed for private placements.

The amendments set out new disclosure requirements for issuers engaged in “real estate activities” and issuers that are “collective investment vehicles.” Many issuers using the offering memorandum exemption are issuers that meet these definitions, and some already provide disclosure that will meet the new requirements.

Several amendments also clarify or streamline parts of the instrument or improve disclosure for investors.

“The use of the offering memorandum prospectus exemption has changed over time, and larger issuers with complex structures and business models are using it,” said Stan Magidson, CSA Chair and Chair and CEO of the Alberta Securities Commission. “These amendments are expected to provide more certainty to issuers as to what they must disclose, better information for investors, and greater ease of use for all stakeholders.”

The [amendments to National Instrument 45-106 Prospectus Exemptions](#) can be found on the [websites](#) of CSA members.

Provided all necessary ministerial approvals are obtained, the amendments will come into force on March 8, 2023.

The CSA, the council of securities regulators of Canada’s provinces and territories, coordinates and harmonizes regulation for the Canadian capital markets.

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