

Notice No. 71

IN THE MATTER OF THE SECURITIES ACT,
R.S.N.S. 1989, CHAPTER 418, AS AMENDED

- AND -

IN THE MATTER OF
RULE 71-101
THE MULTIJURISDICTIONAL DISCLOSURE SYSTEM
AND NATIONAL POLICY STATEMENT NO. 45

NOTICE

WHEREAS:

1. On February 15, 2002, the Commission approved Rule 71-101 The Multijurisdictional Disclosure System (the "Rule") and declared in the Rule that it shall take effect on May 6, 2002, unless the Governor in Council disapproves the Rule or returns it to the Commission in accordance with subsection 150A(3) of the Act in which event the Rule shall not be effective until it is approved by the Governor in Council;
2. For the purpose of this notice, the effective date of the Rule (the "Effective Date") shall be May 6, 2002, if the Governor in Council does not disapprove the Rule or return it to the Commission ; otherwise, the effective date would be the date that the Rule is approved by the Governor in Council;
3. The Rule adopts as a rule National Instrument 71-101 The Multijurisdictional Disclosure System ("NI 71-101");
4. NI 71-101 replaces National Policy Statement No. 45 - Multijurisdictional Disclosure System ("NP 45"), which is no longer required and can be repealed; and
5. NI 71-101 contemplates exemptions from certain provisions of the Act and the regulations.

NOTICE IS HEREBY GIVEN THAT:

1. The Commission repeals NP 45 effective on the Effective Date; and

2. The Commission has issued Blanket Order No. 71-801, a copy of which is attached, which implements and supports certain provisions contained in the Rule.

DATED AT Halifax, Nova Scotia, this 15th day of February, 2002.

NOVA SCOTIA SECURITIES COMMISSION

“Robert B. MacLellan”

Robert B. MacLellan

“H. Leslie O’Brien”

H. Leslie O’Brien

Blanket Order No. 71-801

IN THE MATTER OF THE SECURITIES ACT,
R.S.N.S. 1989, CHAPTER 418, AS AMENDED

- AND -

IN THE MATTER OF
RULE 71-101
THE MULTIJURISDICTIONAL DISCLOSURE SYSTEM

ORDER
(Sections 151 and 151A of the Act)

WHEREAS:

1. On February 15, 2002, the Commission approved Rule 71-101 The Multijurisdictional Disclosure System (the "Rule") and declared in the Rule that it shall take effect on May 6, 2002, unless the Governor in Council disapproves the Rule or returns it to the Commission in accordance with subsection 150A(3) of the Act in which event the Rule shall not be effective until it is approved by the Governor in Council;
2. For the purpose of this order, the effective date of the Rule (the "Effective Date") shall be May 6, 2002, if the Governor in Council does not disapprove the Rule or return it to the Commission ; otherwise, the effective date would be the date that the Rule is approved by the Governor in Council;
3. Each term used in this order that is defined or interpreted in Part 1 of National Instrument 71-101 The Multijurisdictional Disclosure System ("NI 71-101") has the meaning ascribed to it in that Part;
4. The Rule adopts as a rule NI 71-101;
5. NI 71-101 replaces National Policy Statement No. 45 - Multijurisdictional Disclosure System ("NP 45");

6. Blanket Order Nos. 18 and 18A (the “Blanket Orders”) were issued by the Commission in connection with the implementation of NP 45. The Blanket Orders are no longer required and can be revoked;
7. NI 71-101 contemplates exemptions from certain provisions of the Act and the regulations;
8. Pursuant to section 151 of the Act, the Commission may, where in its opinion to do so would not be prejudicial to the public interest, make an order revoking any decision made under the Act;
9. Pursuant to subsection 151A(1) of the Act, where, in the opinion of the Commission, it is not prejudicial to the public interest, the Commission may on its own motion exempt any person or company or any trade or distribution from any of the provisions of the Act or the regulations; and
10. The Commission is of the opinion that to do so would not be prejudicial to the public interest.

A. REVOCATION OF THE BLANKET ORDERS

IT IS ORDERED pursuant to section 151 of the Act that the Blanket Orders are revoked.

B. MJDS PROSPECTUS DISTRIBUTIONS

IT IS ORDERED PURSUANT to subsection 151A(1) of the Act that:

1. The following provisions of the Act and regulations do not apply to a distribution of securities made by a MJDS prospectus in accordance with NI 71-101:
 - a) Subsection 62(1) of the Act, insofar as that subsection concerns the form, content and circumstances of filing of an amendment to a preliminary prospectus or prospectus;
 - b) Subsection 62(2) of the Act, insofar as that subsection specifies the time period that must elapse before the distribution of additional securities may be proceeded with;
 - c) Subsections 63(1) and 64(1) of the Act;
 - d) Section 67 of the Act, insofar as that section limits the duration of the distribution of securities under a MJDS prospectus in relation to a rule 415 offering; and

- e) Section 86 of the regulations.
2. Despite subsection 70(1) of the Act, the waiting period between the issuance by the Director of a receipt for a preliminary MJDS prospectus and the issuance by the Director of a receipt for a MJDS prospectus may be less than ten days.

C. BIDS FOR SECURITIES OF US ISSUERS

AND IT IS FURTHER ORDERED pursuant to subsection 151A(1) of the Act that:

1. A bid that is made in accordance with Part 12 of NI 71-101 is not subject to sections 100 to 104 and 106 of the Act except that:
- a) Subsection 100(5) of the Act applies if securityholders of the offeree issuer whose last address as shown on the books of the issuer is in Canada, as determined in accordance with subsections 12.1(2) through (4) of NI 71-101, hold twenty percent or more of a class of securities that is the subject of the bid;
 - b) Paragraph 1 of section 101 of the Act applies except the requirement that the offeror deliver the bid to all holders of securities that before the expiry of the bid are convertible into securities of the class that is subject to the bid who are in Nova Scotia;
 - c) Subsections 104(1), 104(3), 104(7) and 106(1) of the Act apply;
 - d) The requirement in subsection 104(2) of the Act to deliver a notice of change to every person or company to whom the circular was required to be delivered and whose securities were not taken up at the date of the occurrence of the change applies; and
 - e) The requirement in subsection 104(4) of the Act to deliver a notice of variation to every person or company to whom the circular was required to be delivered and whose securities were not taken up at the date of the variation applies.
2. The provisions of section 182 of the regulations that require a valuation of the offeree issuer in a MJDS take-over bid circular in respect of an insider bid or in a MJDS issuer bid circular do not apply unless securityholders of the offeree issuer whose last address as shown on the books of the issuer is in Canada as determined in accordance with subsections 12.1(2) through (4) of NI 71-101, hold twenty percent or more of a class

of securities that is the subject of the bid.

3. Directors and individual directors and officers of an offeree issuer, the securities of which are the subject of a take-over bid made in accordance with Part 12 of NI 71-101 are not subject to section 105, other than subsection 105(3), and section 106, other than subsection 106(2), of the Act except that:
 - a) Subsection 105(1) of the Act applies except the requirement that the board of directors of the offeree issuer deliver the directors' circular to all holders of securities that before the expiry of the bid are convertible into securities of the class that is subject to the bid who are in Nova Scotia;
 - b) The requirement in subsection 105(6) of the Act to deliver a notice of change to every person or company to whom the circular was required to be delivered and whose securities were not taken up at the date of the occurrence of the change applies; and
 - c) Subsection 105(7) of the Act applies except the requirement that the board of directors of the offeree issuer deliver the individual director's or officer's circular or notice of change thereto to all holders of securities that before the expiry of the bid are convertible into securities of the class that is subject to the bid who are in Nova Scotia.

D. FINANCIAL REPORTING

AND IT IS FURTHER ORDERED pursuant to subsection 151A(1) of the Act that the obligations under sections 83 and 84 of the Act to certify financial statements as required by the regulations do not apply to financial statements filed under section 15.1 of NI 71-101.

E. EFFECTIVE DATE

This order shall become effective on the Effective Date.

DATED AT Halifax, Nova Scotia, this 15th day of February, 2002.

NOVA SCOTIA SECURITIES COMMISSION

"Robert B. MacLellan"

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