

**ALBERTA SECURITIES COMMISSION  
BLANKET ORDER 45-538**

**Citation: Self-Certified Investor Prospectus Exemption, 2021 ABASC 38     Date: 20210330**

**Definitions**

1. Terms defined in the *Securities Act* (Alberta) (the **Act**) or National Instrument 14-101 *Definitions* have the same meaning in this Blanket Order.

2. In this Blanket Order:

"Accredited Investor" has the meaning ascribed to it in National Instrument 45-106 *Prospectus Exemptions*;

"Acknowledgement" means a document in the form specified in Annex 2 *Acknowledgement* to this Blanket Order;

"Corresponding Exemption" means an order or ruling of another securities regulatory authority or securities regulator in Canada that provides an exemption from the prospectus requirement that is substantially similar to this Blanket Order;

"Listed Issuer Investment" means the distribution of a security where both of the following apply

- (a) the issuer has a class of equity security currently listed and posted for trading on the TSX Venture Exchange, the Toronto Stock Exchange, the Canadian Securities Exchange or Neo Exchange Inc. and is not in default of the periodic and timely disclosure requirements applicable to it as a reporting issuer, and
- (b) the purchaser has received advice regarding the suitability of the investment from a person or company, registered under securities legislation in the jurisdiction of the purchaser, that is qualified in the circumstances to provide such advice;

"Participating Jurisdiction" means Alberta and Saskatchewan and each other jurisdiction of Canada that adopts a Corresponding Exemption;

"Private Issuer" has the meaning ascribed to it in National Instrument 45-106 *Prospectus Exemptions*;

"Qualifying Criteria" means the criteria specified in Schedule A *Qualifying Criteria* to Annex 2 *Acknowledgement* to this Blanket Order, as amended from time to time;

"Self-Certified Investor" means a person or company that has completed the Acknowledgement and has solemnly declared a Statutory Declaration, as contemplated in subsection 3(e) of this Blanket Order;

"Statutory Declaration" means a completed statutory declaration in the form specified in Annex 1 *Statutory Declaration* to this Blanket Order.

**Blanket Order**

3. The Commission orders under section 213 of the Act that the prospectus requirement in section 110 of the Act does not apply to a distribution of securities by an issuer provided all of the following apply:
  - (a) the head office of the issuer is located in a Participating Jurisdiction;
  - (b) except in the case of a Listed Issuer Investment,
    - (i) the aggregate acquisition cost of the securities of the issuer acquired by the purchaser under this Blanket Order or a Corresponding Exemption in the calendar year does not exceed \$10 000, and
    - (ii) the purchaser represents to the issuer in the subscription agreement that the aggregate acquisition cost of the securities of all issuers acquired by the purchaser in the calendar year under this Blanket Order or a Corresponding Exemption, other than a Listed Issuer Investment, does not exceed \$30 000;
  - (c) the distribution to the purchaser is made concurrently with a distribution to an Accredited Investor and the purchaser is provided access to substantially the same information about the securities being distributed as is provided to the Accredited Investor;
  - (d) the purchaser purchases as principal;
  - (e) at or before the time the purchaser signs the agreement to purchase the securities, the issuer obtains from the purchaser a completed Statutory Declaration, that is dated within 36 months of the distribution and to which is attached a completed Acknowledgement in which the purchaser has completed both
    - (i) Part A confirming that the purchaser meets the Qualifying Criteria, and
    - (ii) Part B confirming that the purchaser has read and understood each of the acknowledgements in that part;
  - (f) the issuer does not know and would not reasonably be expected to know that the statements made by the purchaser in the Acknowledgement or the representation referred to in section 3(b)(ii) of this Blanket Order are false;
  - (g) in the case of an issuer that is not a Private Issuer, the issuer, on or before the 10<sup>th</sup> day after the closing of the distribution, files a completed Form 45-106F1 *Report of Exempt Distribution*, together with the applicable fee;

- (h) the issuer retains a copy of the Statutory Declaration and Acknowledgement for 8 years after the distribution.

**Resale restrictions**

- 4. The Commission, considering that it would not be prejudicial to the public interest to do so, orders under section 144(2) of the Act that the first trade of a security acquired under section 3 is subject to section 2.5 of National Instrument 45-102 *Resale of Securities*.

**Executive Director authorization**

- 5. The Commission, under section 22(4) of the Act, hereby authorizes the Executive Director to amend from time to time Schedule A *Qualifying Criteria* to Annex 2 *Acknowledgement* of this Blanket Order to specify such other designations, education, experience and financial requirements that the Executive Director determines demonstrate financial or investment education and experience generally comparable to that specified by the Commission in this Blanket Order.

**Effective date and expiry date**

This Blanket Order comes into force on March 31, 2021 and expires on April 1, 2024.

**For the Commission:**

*"original signed by"*

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Tom Cotter  
Vice-Chair

*"original signed by"*

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Kari Horn  
Vice-Chair