

*Note: [15 Mar 2002] – The following is a consolidation of ASC Rule 41-501. It incorporates the amendments to this document that came into effect on March 15, 2002. This consolidation is provided for your convenience and should not be relied upon as authoritative.*

**ALBERTA SECURITIES COMMISSION RULE 41-501  
USE OF PROSPECTUS COMPLYING WITH  
ONTARIO SECURITIES COMMISSION REQUIREMENTS**

**PART 1 DEFINITIONS**

**1.1 Definition**

In this Rule, "OSC Rule 41-501" means Rule 41-501 *General Prospectus Requirements* of the Ontario Securities Commission, made effective December 31, 2000.

**PART 2 PROSPECTUS FORM AND CONTENT REQUIREMENTS**

**2.1 Alternative Prospectus Form and Content Requirements**

Notwithstanding Part 8 of the Alberta Securities Commission Rules ("ASC Rules"), and subject to sections 2.2, 2.3 and 2.4 of this Rule, the requirements under Part 8 [now Part 9] of the Act as to the form and content of a preliminary prospectus, a prospectus or an amendment to a prospectus, accompanying filings or deliveries to the Commission or Executive Director, and consents to extensions of time under subsection 92(2)(i) of the ASC Rules may be satisfied, in respect of

- (a) any distribution, other than by a mutual fund, by complying with the requirements under OSC Rule 41-501 as to form, content and accompanying filings or deliveries to the Commission or Executive Director applicable to a preliminary prospectus, a prospectus or an amendment to a prospectus, as the case may be; or
- (b) the initial public distribution by prospectus by a "capital pool company", as that term is defined in Policy 2.4 of the Canadian Venture Exchange Inc., by complying with the requirements, except section 6.4(1), under OSC Rule 41-501, as to form, content and accompanying filings or deliveries to the Commission or Executive Director applicable to a preliminary prospectus, a prospectus or an amendment to a prospectus, as the case may be.

**2.2 Interpretation and Variation of OSC Rule**

- (a) For the purpose of section 2.1, references in OSC Rule 41-501, or in the form referred to in section 1.1 of OSC Rule 41-501, to the provisions of securities

legislation of Ontario set out in column I of the table below shall be interpreted as references to the corresponding provisions of securities legislation of Alberta set out in column II of the table below.

<b>I</b>	<b>II</b>
<b><i>Securities Act (Ontario)</i></b>	<b><i>Securities Act (Alberta)</i></b>
subsection 57(1)	subsection 85(1) or 89(1) [now ss.114(1) or 115(1)], as the case may be
section 58	section 90 [now s.116]
subsection 58(1)	subsection 90(1) [now s.116(1)]
section 59	section 91 [now s.117]
subsection 61(2)	subsection 96(2) [now s.120(2)]
section 62	section 97 [now s.121]
subsection 65(1)	no equivalent
section 67	section 101 [now s.125]
<b>Forms</b>	<b>Forms</b>
Item 30 of former Form 12	Item 29A of Form 12 as varied by Commission Policy 7.1 <i>Conflicts of Interest</i>

- (b) For the purpose of section 2.1, Part 15 of OSC Rule 41-501 shall be varied by replacing or supplementing references to the "Director" under securities legislation of Ontario by references to the "Executive Director" under securities legislation of Alberta.
- (c) For the purpose of section 2.1, the form referred to in paragraph 13.2(2)2 of OSC Rule 41-501 shall be varied by replacing or supplementing
  - (i) references to the "Director" under securities legislation of Ontario by references to the "Executive Director" under securities legislation of Alberta, and
  - (ii) the information concerning the public official set out in paragraph (a)(iv) of the form by the following:

Executive Director  
 Alberta Securities Commission  
 4th Floor, 300 - 5th Avenue S.W.  
 Calgary, Alberta T2P 3C4  
 Telephone: (403) 297-6454

- (d) For the purposes of section 2.1, the forms referred to in paragraphs 13.3(1)2 and 3 of OSC Rule 41-501 shall be varied by replacing or supplementing references to "Ontario" and to "Ontario securities law" by references to "Alberta" and "Alberta securities laws", as the case may be.

### **2.3 Certification Requirements**

Except as they are supplemented by sections 12.1 and 12.2 of OSC Rule 41-501, this Rule does not affect the requirements of Part 8 [now Part 9] of the Act concerning the inclusion and content of certificates in a preliminary prospectus, a prospectus or an amendment to a prospectus.

### **2.4 Notification**

An issuer that intends to rely on this Rule in respect of a distribution shall state that intention in a covering letter filed prior to or concurrently with the filing of the preliminary prospectus for that distribution.

## **PART 3 EFFECTIVE DATE**

### **3.1 Effective Date**

This Rule comes into force on December 31, 2000.

*[as amended March 15, 2002]*