

CSA Multilateral Notice and Request for Comment

Proposed Multilateral Instrument 45-111
Self-Certified Investor Prospectus Exemption and
Proposed Companion Policy 45-111
Self-Certified Investor Prospectus Exemption
and
Proposed Consequential Amendments to
National Instrument 45-106 *Prospectus Exemptions* and
National Instrument 45-102 *Resale of Securities*
and
Proposed Consequential Changes to
Companion Policy 45-106CP *Prospectus Exemptions*

September 25, 2025

Introduction

The securities regulatory authorities in Alberta, Manitoba, New Brunswick, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Nunavut, Ontario, Prince Edward Island, Saskatchewan, and Yukon (the **Participating Jurisdictions** or **we**) are publishing for a 90-day comment period proposed:

- Multilateral Instrument 45-111 *Self-Certified Investor Prospectus Exemption* (the **Proposed Instrument**); and
- Companion Policy 45-111 *Self-Certified Investor Prospectus Exemption* (the **Proposed Companion Policy**);

proposed related consequential amendments (collectively, the **Proposed Amendments**) to:

- National Instrument 45-106 *Prospectus Exemptions* (**NI 45-106**);
- National Instrument 45-102 *Resale of Securities* (**NI 45-102**); and

proposed related consequential changes to:

- Companion Policy 45-106CP *Prospectus Exemptions* (the **Proposed Changes**).

The public comment period will end on January 5, 2026.

The text of the Proposed Instrument, the Proposed Companion Policy, the Proposed Amendments and the Proposed Changes are contained in Annex A to Annex E of this notice and will also be available on the following websites of the Participating Jurisdictions:

www.asc.ca
www.fcaa.gov.sk.ca
www.fcnb.ca
www.mbsecurities.ca
nssc.novascotia.ca
www.osc.ca.

This is an initiative of only the Participating Jurisdictions. If adopted, the Proposed Instrument would be available only for distributions of securities in the Participating Jurisdictions. Our colleagues, the other securities regulatory authorities within the Canadian Securities Administrators (CSA), have expressed interest in being kept apprised of the comments we receive and information on the use of the Proposed Instrument and we anticipate sharing that information with them.

Substance and Purpose

If implemented, the Proposed Instrument would introduce a harmonized prospectus exemption that could provide a new source of capital for non-investment fund issuers that have their head office in Canada and increase investment opportunities for investors in the Participating Jurisdictions who, based on their education or experience, can adequately assess and understand the risk of investing but who may not meet the criteria for an accredited investor. The Proposed Instrument aims to promote capital formation by enabling a broader spectrum of investors to participate in financing opportunities while ensuring appropriate investor protection. If the Proposed Instrument is adopted, we plan to revoke the following self-certified investor prospectus exemptions:

- Alberta Securities Commission (ASC) Blanket Order 45-538 *Self-Certified Investor Prospectus Exemption* (the **ASC Blanket Order**),
- Financial and Consumer Affairs Authority of Saskatchewan (FCAA) General Order 45-538 *Self-Certified Investor Prospectus Exemption* (the **FCAA General Order**),
- Manitoba Securities Commission (MSC) Blanket Order 45-505 *Self-Certified Investor Prospectus Exemption* (the **MSC Blanket Order**), and
- Ontario Instrument 45-510 *Self-Certified Investor Prospectus Exemption (Interim Class Order)* (the **Ontario Interim Class Order**, and together with the ASC Blanket Order, the FCAA General Order, and the MSC Blanket Order, the **Current SCIFE Orders**).

The provincial governments of the Participating Jurisdictions are actively working to strengthen, adapt, and diversify their provincial economies. In our role as securities regulators, we support these initiatives by ensuring that securities legislation both protects investors and fosters a dynamic capital market that allows businesses to access the capital they need and provides investment opportunities to investors. Our aim is to strike the right balance by protecting investors without imposing unnecessary burdens on growing businesses. To achieve this, we are seeking comment

on the Proposed Instrument, the Proposed Companion Policy, the Proposed Amendments, and the Proposed Changes.

We anticipate that investors who qualify as accredited investors under the prospectus exemption in section 2.3 of NI 45-106 (**Accredited Investor Exemption**) will continue to invest under that exemption and this Proposed Instrument will be used by qualified investors who do not meet the criteria in the Accredited Investor Exemption. To mitigate the risk of loss for an investor under the Proposed Instrument who meets the criteria for a self-certified investor (**Self-Certified Investor**) we have proposed a maximum annual investment limit of \$50,000 per investor.

One of the goals of the Proposed Instrument is to allow Self-Certified Investors to invest alongside accredited investors¹ and to help facilitate the growth of the angel investor² ecosystem in the Participating Jurisdictions. The Proposed Instrument is intended to:

- **Expand Access:** Provide a prospectus exemption to allow investment by investors that certify their financial and investment education and experience.
- **Harmonize Regulation:** Replace multiple different provincial self-certified investor prospectus exemptions with a single harmonized exemption thereby reducing regulatory burden and facilitating capital raising across the Participating Jurisdictions.
- **Enhance Flexibility:** Allow issuers and existing security holders to distribute securities under a regime similar to the Accredited Investor Exemption, including through special purpose vehicles (**SPVs**) designed to pool investments.
- **Protect Investors:** Incorporate mandatory risk disclosures, investor certification requirements, filing and record-keeping obligations and investment limits to protect Self-Certified Investors and assist them in understanding the risks associated with prospectus-exempt securities.

Background

Over the past several years, there has been a growing demand from market participants – both issuers and investors – for a prospectus exemption that permits individuals with relevant education and/or investment experience to invest in prospectus-exempt securities. The thresholds in the Accredited Investor Exemption have limited the ability of many experienced, knowledgeable investors who do not meet the exemption’s financial criteria to invest. In response to consultations and feedback from market participants, the Participating Jurisdictions have worked collaboratively to design the Proposed Instrument to extend investor access without compromising investor protection.

¹ The term “accredited investor” is defined in NI 45-106 (and in Ontario in the *Securities Act* (Ontario) and NI 45-106) and includes various specified institutions and wealthy individuals. In the case of individuals, the definition contemplates annual net income in excess of \$200,000, net assets of at least \$5,000,000 or net realizable financial assets of at least \$1,000,000.

² Angel investors are typically high net worth or net income individuals that would qualify as “accredited investors”. They will often invest in early-stage businesses that are not yet at the stage of development to attract venture capital investment. They may invest individually or invest together with other angel investors through special purpose vehicles, e.g., corporations or limited partnerships.

The Current SCIE Orders are the result of initiatives across Alberta, Saskatchewan, Manitoba and Ontario, reflecting a shared commitment to fostering capital formation while protecting investors.

Alberta and Saskatchewan

In 2019, after extensive consultation with market participants about efforts that might be undertaken to create more vibrant public and private capital markets in Alberta and the feedback received in response to ASC Consultation Paper 11-701 *Energizing Alberta's Capital Market*³ the ASC undertook a number of new initiatives including efforts to create a prospectus exemption in Alberta that would enable experienced, knowledgeable investors to invest even if they did not meet the Accredited Investor Exemption financial thresholds.

The Saskatchewan FCAA expressed interest in also pursuing adoption of such an exemption and so the ASC and FCAA coordinated their efforts, culminating in March 2021, with implementation of the ASC Blanket Order and Saskatchewan FCAA General Order on an interim, three-year basis, to allow purchasers who did not meet the financial thresholds or other criteria required to qualify as an accredited investor to invest alongside accredited investors, provided they self-certified that they met other criteria intended to demonstrate their financial and investment knowledge.

Following further market engagement, including consultation with advisory committees, building on this pilot initiative, in July 2022, Alberta and Saskatchewan introduced amendments to broaden the exemption, notably, to allow the distribution of securities to an SPV, without subjecting the SPV to the same investment limits imposed on individuals and other non-individual entities, provided certain conditions are met. The ASC Blanket Order and the FCAA General Order were further amended in March 2024 to remove their April 2024 expiry dates.

Ontario

In February 2020, the Government of Ontario created the Capital Markets Modernization Taskforce (the **Taskforce**) to review and modernize Ontario's capital markets regulatory framework. In its final report (the **Taskforce Final Report**) dated January 22, 2021, the Taskforce made several recommendations to better support access to capital for early-stage businesses in Ontario through the lens of investor protection, including to expand the accredited investor definition to those individuals who have completed and passed relevant proficiency requirements indicating a high degree of understanding of investments and markets.⁴ Further, on April 27, 2021, the Ontario government amended the Ontario Securities Commission's (the **OSC**) legislative mandate to include fostering competitive capital markets and capital formation. This expanded mandate provides additional areas of focus for the OSC's operational and policy development activities, as well as its approach to regulatory decisions. As a result of these developments in Ontario, in 2022, the OSC introduced, for an 18-month period, Ontario Instrument 45-507 *Self-Certified Investor Prospectus Exemption (OI 45-507)*.

³ <https://www.asc.ca/securities-law-and-policy/regulatory-instruments/11-701>.

⁴ <https://files.ontario.ca/books/mof-capital-markets-modernization-taskforce-final-report-en-2021-01-22-v2.pdf>. See also CSA Press Release: https://www.securities-administrators.ca/uploadedFiles/General/pdfs/CSAResponse_CMMModernizationTaskforceFinalReport_eng.pdf.

OI 45-507 was later extended for an additional 18-month period by OSC Rule 45-508 *Extension to Ontario Instrument 45-507 Self-Certified Investor Prospectus Exemption*. The extension was part of a larger initiative (the **OSC TestLab Initiative**) to further support early-stage capital raising in Ontario within the OSC TestLab, an OSC program that uses testing to accelerate the evaluation of capital market innovations and new approaches to regulation to advance responsible innovation in Ontario's capital markets and economic growth for Ontario. The OSC TestLab Initiative also included an exemption from the distribution reporting requirement in OI 45-507 to permit alternative streamlined reporting of distributions (the **Self-Certified Investor Reporting Exemption**).⁵ OI 45-507 and the other exemptions comprising the TestLab Initiative, will expire on October 25, 2025. The OSC is introducing the Ontario Interim Class Order, which will be effective on October 25, 2025 for an 18-month period, unless extended by the OSC. The Ontario Interim Class Order provides the same self-certified investor prospectus exemptions that are contained in the Proposed Instrument.

As part of the OSC TestLab Initiative, the OSC, with assistance from its Office of Economic Growth & Innovation, has conducted extensive stakeholder outreach and engagement to obtain valuable feedback on OI 45-507 and the Self-Certified Investor Reporting Exemption.

Manitoba

In October 2024, the MSC created the MSC Blanket Order, a framework for a self-certified investor prospectus exemption that is modelled after the ASC Blanket Order and the FCAA General Order.

Summary of the Exemptions

The Participating Jurisdictions have used the insights gained from the Ontario TestLab Initiative, together with the feedback received from advisory committees and stakeholders in Alberta, Ontario and Saskatchewan on their respective orders, to develop the Proposed Instrument. A harmonized self-certified investor prospectus exemption in the Participating Jurisdictions will enable issuers to access capital from a broader pool of investors from across the Participating Jurisdictions.

The Proposed Instrument will facilitate distributions by sellers to purchasers in the Participating Jurisdictions provided, among other conditions, that:

- (i) after completion of the distribution, the combined acquisition cost of all securities acquired by the Self-Certified Investor, and their permitted designates, in a calendar year, does not exceed \$50,000, and
- (ii) the Self-Certified Investor has
 - a. certified that they meet at least one of the criteria to qualify to be a Self-Certified Investor (the **Qualifying Criteria**) in accordance with Form 45-111F1 *Confirmation of Qualifying Criteria (Form 45-111F1)*, and

⁵ The OSC TestLab Initiative further included a dealer registration exemption for not-for-profit angel investor groups, and a dealer registration exemption for eligible early-stage businesses.

- b. completed Form 45-111F2 *Acknowledgement of Risks* (**Form 45-111F2**) confirming that they understand the risks of the investment.

To qualify to be a Self-Certified Investor under the Proposed Instrument, the Self-Certified Investor must meet at least one of the Qualifying Criteria summarized below:

Qualifying Employment History

- a. The investor has a minimum of five years of management, engineering, product development, or other relevant operational experience at a business that operates in the same industry or sector as the issuer;
- b. The investor has, in the past five years, been an employee of a business that operates a venture capital fund or a private equity fund, or a business that invests in or provides financing to small or medium sized issuers, and has in that role participated in the investment decisions of the business for at least one year;
- c. The investor has, in the past five years, been the founder of a business or the director of an early-stage business that had in its most recently completed financial year annual revenues of at least \$500,000;

Qualifying Degree

- d. The investor has practiced law in a jurisdiction of Canada for at least 24 months and, as part of that practice, has provided advice in respect of financings involving distributions of securities, or mergers and acquisition transactions;
- e. The investor holds an accredited Master of Business Administration (MBA), Doctor of Business Administration, PhD or master's degree from a university, where the degree specializes in finance or economics;
- f. The investor holds an accredited undergraduate degree in finance, business, or commerce from a university, and has a minimum of three years of relevant employment experience;
- g. The investor holds an accredited degree from a university with a focus or specialization that directly relates to the industry or sector that the issuer operates in, and has a minimum of three years of relevant employment experience;

Qualifying Designation

- h. The investor holds a Chartered Financial Analyst (CFA) designation;
- i. The investor holds a Chartered Investment Manager (CIM) designation;
- j. The investor holds a Chartered Business Valuator (CBV) designation;

- k. The investor holds a Chartered Professional Accountant (CPA) designation;
- l. The investor holds a Certified International Wealth Manager (CIWM) designation;
- m. The investor holds a Certified Financial Planner (CFP) designation;
- n. The investor holds a Financial Planner or Financial Advisor credential, in good standing, from a credentialling body approved by the Financial Services Regulatory Authority of Ontario under the *Financial Professionals Title Protection Act*, 2019, or from a credentialing body comparable to FSRA under corresponding legislation in other participating jurisdictions, that permits the individual to use the Financial Planner or Financial Advisor title;

Qualifying Examination

- o. The investor has passed the Canadian Securities Course Exam administered by the Canadian Securities Institute;
- p. The investor has passed the Exempt Market Products Exam administered by the IFSE Institute Canada;
- q. The investor has passed both the Series 7 Exam administered by the Financial Industry Regulatory Authority in the United States of America and the New Entrants Course Exam administered by the Canadian Securities Institute.

The Proposed Instrument also provides a prospectus exemption to allow a distribution of securities to an SPV, provided that all of the owners of interests in the SPV, except the voting securities required by law to be owned by directors, are accredited investors or self-certified investors. While the SPV is not subject to an investment limit when investing under the Proposed Instrument, each self-certified investor investing in the SPV remains subject to the \$50,000 aggregate individual investment limit.

Consequential Amendments

We have heard feedback that some issuers are unwilling to rely on the Current SCIE Orders because of concerns that they will lose their status as a “private issuer” as defined in section 2.4 of NI 45-106 (the **Private Issuer Exemption**). We believe Self-Certified Investors should be treated in a similar fashion as accredited investors in the Private Issuer Exemption. As a result, we are proposing a consequential amendment to NI 45-106 to include Self-Certified Investors in the list of purchasers that can purchase under the Private Issuer Exemption.

We are also proposing a consequential amendment to NI 45-102 to provide that the first trade of a security acquired under the Proposed Instrument will be a distribution.

Local Matters

Annex F is being published in any local jurisdiction that is making related changes to local securities laws, including local notices or other policy instruments in that jurisdiction. It also includes any additional information that is relevant to that jurisdiction only.

Request for Comments and Questions

We invite comment on all aspects of the Proposed Instrument. In particular, we would like to receive feedback, and an explanation of your feedback, in respect of the following questions:

1. The FCAA received feedback in its July 2024 survey on the FCAA General Order that the annual investment limit of \$30,000 per investor under the FCAA General Order was too low. The OSC, as part of the OSC TestLab Initiative, received feedback that the annual investment limit of \$30,000 under OI 45-507 is too low and that the associated legal and compliance costs incurred by issuers are a disincentive for businesses to accept smaller cheques and for exempt market dealers to facilitate these transactions. We have proposed a higher investment limit under the Proposed Instrument. The Qualifying Criteria in the Proposed Instrument are intended to “demonstrate financial and investment knowledge” and in this way can be viewed as a form of investment sophistication and a rational extension from the Accredited Investor Exemption. However, in setting a limit on investment under the Proposed Instrument, we recognized that a policy rationale for the Accredited Investor Exemption is ability to withstand loss. Purchasers investing under the Proposed Instrument are likely not accredited investors and can be assumed to have annual income of less than \$200,000.
 - a. Is the aggregate annual investment limit of \$50,000 appropriate?
 - b. Are additional or alternative conditions necessary to specifically address an investor’s ability to withstand loss?
2. To rely on the Proposed Instrument, a purchaser will be required to provide a completed Form 45-111F2 confirming that they understand the risks of the investment. Form 45-111F2 is intended to provide a streamlined and plain language summary of those risks. Are there other material risks that an investor should confirm they understand before making an investment under the Proposed Instrument?
3. Form 45-111F3 *Information to Understand before Making an Investment (Form 45-111F3)* is intended to educate the purchaser on the risks of private market investments. This form does not require certification by the purchaser. Should we require an issuer to provide the purchaser with Form 45-111F3 prior to their investment, as a condition of the exemption? Is Form 45-111F3, which also acts as a plain language educational tool, a necessary addition in light of the inclusion of Form 45-111F2?
4. In consultations, some stakeholders suggested that we should include individuals with experience or education that is not of a financial or investment nature, but that is relevant to the industry of the issuer in which they propose to invest. This resulted in the addition

of proposed employment history criteria (a) to the Qualifying Criteria. For example, it was suggested that we allow a young professional with a computer science degree to invest in a software technology company or an individual with a petroleum engineering designation to invest in an oil and gas company. However, we have also heard concerns that those types of educational criteria would not adequately address investor protection concerns, because the investor may not appreciate the financial or investment considerations important to investing even if they understand the industry of the issuer.

- a. Do you agree with the addition of criteria (a) to the Qualifying Criteria?
 - b. Should the required five-year time frame for qualifying employment experience in criteria (a) be modified to better reflect the depth of experience needed to assess investment risk?
 - c. Are there other conditions to criteria (a) that might help to ameliorate the risks that the investor may not appreciate the financial and investment considerations of the investment?
5. Under the rules of the Financial Conduct Authority in the United Kingdom (**UK FCA**), “self-certified sophisticated investors” are permitted to certify that they meet certain criteria to gain access to offerings of unlisted securities, including:
- (i) Having worked, in the previous two years, in private equity or in the provision of financing for small and medium enterprises, and
 - (ii) Having been a director, in the previous two years, of a company with an annual turnover of at least £1 million.

The Participating Jurisdictions have proposed new Qualifying Criteria (b) and (c) based on the UK FCA self-certified sophisticated investor categories set out above.

- a. Do you agree that these proposed criteria are suitable for our markets?
 - b. Is \$500,000 an appropriate annual revenue benchmark for Qualifying Criteria (c)? If not, would \$1M or another amount be an appropriate minimum annual revenue for this criteria?
6. Qualifying Criteria Enhancements: In addition to the above, we seek further comment on Form 45-111F1:
- a. At least five years of employment experience is required for criteria (a) to (c). Meanwhile, at least two years of legal practice experience is required under criteria (d). Should the time frame or experience requirements differ between the lawyer category, under criteria (d), and individuals in the business categories, under criteria (a) to (c), or should a uniform standard be applied across the criteria?

- b. Criteria (d) applies to lawyers who have practiced law in a Canadian jurisdiction for at least 24 months where their practice has included providing advice in respect of financings involving distributions of securities, or mergers and acquisition transactions. Should different criteria be required (e.g., percentage of practice and/or years of practising)? If so, what minimum level of experience is appropriate?
 - c. With respect to criteria (g), the Proposed Instrument requires that an investor certify they hold an accredited degree with a focus or specialization directly related to the industry or sector in which the issuer operates, thereby demonstrating an ability to assess and understand the investment risk. Do you consider linking this educational qualification strictly to the issuer's industry or sector to be an effective measure of an investor's investment knowledge? Should the scope of acceptable degrees be broadened to include interdisciplinary or related fields, or are there alternative approaches we should consider to better capture the relevant expertise?
 - d. The Proposed Instrument contemplates that an individual who has passed the examinations set out in criteria (o), (p) or (q) can qualify to be a Self-Certified Investor. Should criteria (o), (p) and (q) also include a minimum income requirement or minimum period of employment for an individual to qualify to be a Self-Certified Investor?
 - e. Most of the Qualifying Criteria focus on financial and investment education and experience. Are there additional Qualifying Criteria that should be included under the Proposed Instrument? Are there other designations or courses that would provide an investor with relevant financial and investment education and should be included?
7. In Ontario, as part of the OSC TestLab Initiative, the OSC introduced the Self-Certified Investor Reporting Exemption, which allows issuers relying on OI 45-507 to report use of the prospectus exemption using an alternative streamlined report of exempt distribution (the **Alternative RED**). This alternative reporting mechanism was introduced, in part, because OI 45-507 requires that all issuers, including private issuers, report reliance on the Order. To date, no issuer that has relied on OI 45-507 has chosen to file the Alternative RED. The Participating Jurisdictions are not proposing to adopt the Alternative RED for two reasons. First, as a result of the proposed amendment to NI 45-106 to include Self-Certified Investors in the list of purchasers that can purchase under the Private Issuer Exemption, requiring an Alternative RED would mean that a private issuer that distributes securities to Self-Certified Investors would impose a new reporting obligation on the private issuer, which could be a disincentive to the private issuer to offer securities to Self-Certified Investors. Second, most issuers that relied on OI 45-507, also relied on other prospectus exemptions such as the Accredited Investor Exemption and the family, friends and business associates exemption in section 2.6.1 of NI 45-106. In these circumstances, issuers are required to report using Form 45-106F1 *Report of Exempt Distribution* and we observed that they reported the distributions to Self-Certified Investors on those forms.

Is there any practical value in allowing issuers to use the Alternate RED if issuers are required to report reliance on other prospectus exemptions using Form 45-501F1? Is the Alternative RED a potential source of confusion for issuers?

Submitting Comments

We welcome your comments in writing on or before January 5, 2026.

Please send your comments by email in Microsoft Word format. Please address your submission to all of the Participating Jurisdictions as follows:

Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Financial and Consumer Services Commission of New Brunswick
Manitoba Securities Commission
Nova Scotia Securities Commission
Ontario Securities Commission
Financial and Consumer Services Division, Department of Justice and Public Safety, Prince Edward Island
Office of the Superintendent of Securities, Newfoundland and Labrador
Office of the Superintendent of Securities, Northwest Territories
Office of the Superintendent of Securities, Nunavut
Office of the Yukon Superintendent of Securities

Please deliver your comments only to the address below. Your comments will be distributed to the other Participating Jurisdictions.

The Secretary
Ontario Securities Commission
20 Queen Street West
22nd Floor, Box 55
Toronto, Ontario M5H 3S8
Fax: (416) 593-2318
E-mail: comments@osc.gov.on.ca

We cannot keep submissions confidential because securities legislation in certain provinces requires publication of the written comments received during the comment period. All comments received will be posted on the websites of the Alberta Securities Commission at www.asc.ca and the Ontario Securities Commission at www.osc.gov.on.ca. Therefore, you should not include personal information directly in comments to be published. It is important that you state on whose behalf you are making the submission.

List of Annexes

Annex A: Proposed Multilateral Instrument 45-111 *Self-Certified Investor Prospectus Exemption*

- Annex B: Proposed Companion Policy 45-111 *Self-Certified Investor Prospectus Exemption*
- Annex C: Proposed Amendments to National Instrument 45-106 *Prospectus Exemptions*
- Annex D: Proposed Amendments to National Instrument 45-102 *Resale of Securities*
- Annex E: Proposed Changes to Companion Policy 45-106CP *Prospectus Exemptions*
- Annex F: Local Matters (if applicable)

Questions

If you have questions on the Proposed Instrument, please contact any of the following:

Alberta Securities Commission

Tonya Fleming
Manager, Private Markets & Innovation
(403) 355-9032
tonya.fleming@asc.ca

Gregory Radisic
Legal Counsel, Private Markets & Innovation
gregory.radisic@asc.ca

Financial and Consumer Affairs Authority of Saskatchewan

Heather Kuchuran
Director, Corporate Finance, Securities Division
(306) 787-1009
heather.kuchuran@gov.sk.ca

Mobolanle Depo-Fajumo
Legal Counsel, Securities Division
(306) 798-3381
mobolanle.depofajumo2@gov.sk.ca

Financial and Consumer Services Commission of New Brunswick

Ray Burke
Manager, Corporate Finance
(506) 643-7435
ray.burke@fcnb.ca

Moir Goodfellow
Senior Legal Counsel
(506) 444-2575
moira.goodfellow@fcnb.ca

Nova Scotia Securities Commission

Abel Lazarus
Director, Corporate Finance
(902) 424-6859
abel.lazarus@novascotia.ca

Manitoba Securities Commission

Kevin Sharma
Legal Counsel
(204) 945-5070
kevin.sharma@gov.mb.ca

Ontario Securities Commission

Erin O'Donovan
Associate Vice President, Corporate Finance
(416) 371-1341
eodonovan@osc.gov.on.ca

Samreen Beg
Senior Legal Counsel, Corporate Finance
(416) 597-7817
sbeg@osc.gov.on.ca

ANNEX A

PROPOSED MULTILATERAL INSTRUMENT 45-111 SELF-CERTIFIED INVESTOR PROSPECTUS EXEMPTION

PART 1 DEFINITIONS AND INTERPRETATION

Definitions

1. In this Instrument:

“acknowledgement of risks” means Form 45-111F2 *Acknowledgement of Risks*;

“confirmation of qualifying criteria” means Form 45-111F1 *Confirmation of Qualifying Criteria*;

“corresponding exemption” means any order or ruling of another securities regulatory authority or regulator in Canada that provides exemptions from the prospectus requirement that are substantially similar to the exemptions provided by this Instrument;

“holding entity” means a person or company that is controlled by an individual;

“participating jurisdiction” means Alberta, Manitoba, New Brunswick, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Nunavut, Ontario, Prince Edward Island, Saskatchewan, and Yukon, and each other jurisdiction of Canada that adopts a corresponding exemption;

“permitted designate” means, with respect to an individual,

- (a) a trustee, custodian or administrator acting on behalf of, or for the benefit of, the individual,
- (b) a holding entity of the individual,
- (c) a RRSP, RRIF, or TFSA of the individual,
- (d) a spouse of the individual,
- (e) a trustee, custodian, or administrator acting on behalf of, or for the benefit of, the spouse of the individual,
- (f) a holding entity of the spouse of the individual, or
- (g) a RRSP, RRIF, or TFSA of the spouse of the individual;

“qualifying criteria” means the criteria specified in the confirmation of qualifying criteria;

“self-certified investor” means an individual who certifies that they meet at least one of the qualifying criteria and acknowledges the investment risks by completing the confirmation of qualifying criteria and the acknowledgement of risks;

“SPV” means an entity formed for the purpose of investing in one or more other issuers, in which all of the owners of interests, direct, indirect or beneficial, are accredited investors or self-certified investors.

Interpretation

2. Unless otherwise defined herein, terms used in this Instrument have the respective meanings ascribed, or interpretation given, to those terms in National Instrument 45-106 *Prospectus Exemptions*.

PART 2 SELF-CERTIFIED INVESTOR PROSPECTUS EXEMPTION

Exemption from prospectus requirement - general

3. The prospectus requirement does not apply to a distribution of a security provided all of the following apply:
- (a) the issuer has its head office in Canada;
 - (b) the issuer is not an investment fund;
 - (c) the purchaser is a self-certified investor or a permitted designate of a self-certified investor;
 - (d) at or before the time the purchaser signs the agreement to purchase, the issuer provides the purchaser with Form 45-111F3 *Information to Understand before Making an Investment*;
 - (e) the purchaser represents in the agreement to purchase that, after completion of the distribution, the combined acquisition cost of all securities acquired by the self-certified investor, and their permitted designates, under this exemption in the calendar year does not exceed \$50,000;
 - (f) at or before the time the purchaser signs the agreement to purchase, the purchaser provides to the person or company distributing the security
 - (i) a confirmation of qualifying criteria completed by the self-certified investor, confirming that the self-certified investor meets the qualifying criteria and

- (ii) an acknowledgement of risks completed by the self-certified investor, confirming that the self-certified investor has read and understood each of the risks;
- (g) the person or company distributing the security does not know and would not reasonably be expected to know that the statements made by the self-certified investor in the confirmation of qualifying criteria, and the acknowledgement of risks are false or misleading;
- (h) the person or company distributing the security retains a copy of the acknowledgement of risks and confirmation of qualifying criteria for 8 years after the distribution.

Exemption from prospectus requirement - special purpose vehicle

4. The prospectus requirement does not apply to a distribution of a security to an SPV provided all of the following apply:
- (a) the SPV has its head office in Canada;
 - (b) the SPV is not an investment fund;
 - (c) each self-certified investor of the SPV represented in the agreement to purchase securities of the SPV that, after completion of the distribution, the combined acquisition cost of all securities acquired by the self-certified investor, and their permitted designates, under this Instrument in the calendar year did not exceed \$50,000;
 - (d) the issuer has its head office in Canada;
 - (e) the issuer of the security is not an investment fund;
 - (f) at or before the time the SPV signs the agreement to purchase, each self-certified investor of the SPV provides to the SPV
 - (i) a confirmation of qualifying criteria completed by the self-certified investor, confirming that the self-certified investor meets the qualifying criteria to invest in the issuer, and
 - (ii) an acknowledgement of risks, completed by the self-certified investor, confirming that the self-certified investor has read and understood each of the risks of an investment in the issuer;
 - (g) neither the person or company distributing the security, nor the SPV, knows or would reasonably be expected to know that the statements made by the self-certified investor in the confirmation of qualifying criteria, and the acknowledgement of risks are false or misleading; and

- (h) the SPV retains a copy of the acknowledgements of risks and confirmation of qualifying criteria for 8 years after the distribution.

Filing of distribution materials

- 5. An issuer that distributes a security of its own issue under this Instrument must, no later than the 30th day after the closing of the distribution, file with the securities regulatory authority or regulator in the jurisdiction in which the distribution occurred a completed report of exempt distribution prepared in accordance with Form 45-106F1 *Report of Exempt Distribution* of National Instrument 45-106 *Prospectus Exemptions*.

PART 3 EXEMPTION

Exemption

- 6.
 - (1) The securities regulatory authority or regulator may grant an exemption from this Instrument, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.
 - (2) Despite subsection (1), in Ontario, only the securities regulatory authority or regulator may grant an exemption.
 - (3) Except in Alberta and Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of National Instrument 14-101 *Definitions*, opposite the name of the local jurisdiction.

PART 4 DESIGNATION

Designation as a market participant in New Brunswick

- 7. The person or company distributing a security in reliance on a prospectus exemption in this Instrument is designated as a market participant under the New Brunswick *Securities Act*.

PART 5 EFFECTIVE DATE

Effective date

- 8.
 - (1) This Instrument comes into force on ●.
 - (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after ●, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

FORM 45-111F1
CONFIRMATION OF QUALIFYING CRITERIA
(Self-Certified Investor Information)

Instruction: If purchasing through a permitted designate, the individual self-certified investor must complete this form.

Qualifying Criteria:

To qualify as a self-certified investor under Multilateral Instrument 45-111 *Self-Certified Investor Prospectus Exemption*, you must meet at least one of the qualifying criteria listed below. Please initial all of the following that apply and provide the requested information, if any. When providing the required information for the criteria below, use an attachment, if necessary.

Qualifying Employment History

Initial	Criterion	Description
_____	(a)	<p>I am an individual who has a minimum of five years of experience in management, engineering, product development, or other relevant operational experience at a business that operates in the same industry or sector as the issuer and who, as a result of this experience, is able to adequately assess and understand the risk of investing in the issuer.</p> <p>If criteria (a) applies to you, please provide the following information about your experience:</p> <p>Industry or sector: _____</p> <p>Employer: _____</p> <p>Title or role: _____</p> <p>Number of years in role: _____</p>
_____	(b)	<p>I am an individual who has in the past 5 years been an employee of a business that operates a venture capital fund or a private equity fund, or a business that invests in or provides financing to small or medium sized issuers, and who, in connection with my regular functions and duties, has participated in the investment activities of the business for at least 1 year.</p> <p>If criteria (b) applies to you, please provide the following information about your employment:</p> <p>Name of business: _____</p> <p>Title or role: _____</p>

		Number of years in role: _____
_____	(c)	<p>I am an individual who has in the past 5 years been the founder of a business or the director of an early-stage business that had in its most recently completed financial year, annual revenues of at least \$500,000.</p> <p>If criteria (c) applies to you, please provide the following information about the business:</p> <p>Name of business: _____</p> <p>Title or role: _____</p> <p>Dates in role: _____</p>

Qualifying Degree

Initial	Criterion	Description
_____	(d)	<p>I am an individual who:</p> <ul style="list-style-type: none"> (i) has practised law in a jurisdiction of Canada for at least 2 years; and (ii) as part of that practice, provided advice in respect of financings involving distributions of securities, or mergers and acquisition transactions. <p>Name of firm: _____</p> <p>Dates in role: _____</p>
_____	(e)	<p>I am an individual who holds an accredited Master of Business Administration (MBA), Doctor of Business Administration, or a PhD or master's degree from a university, where the degree specializes in finance or economics.</p> <p>If criteria (e) applies to you, please provide the following information about your degree:</p> <p>Degree: _____</p> <p>University: _____</p>
_____	(f)	<p>I am an individual who holds an accredited undergraduate degree in finance, business, or commerce from a university, who has a minimum of 3 years of relevant employment experience and who, as a result of this experience, is able to adequately assess and understand the risk of investing in the issuer.</p>

		<p>If criteria (f) applies to you, please provide the following information about your degree and your employment:</p> <p>Degree: _____</p> <p>University: _____</p> <p>Name of employer: _____</p> <p>Title or role: _____</p> <p>Dates of employment: _____</p>
_____	(g)	<p>I am an individual who holds an accredited university degree with a focus or specialization that directly relates to the industry or sector that the issuer operates in, who has a minimum of 3 years of relevant employment experience and who, as a result of the knowledge they have obtained through their study, is able to adequately assess and understand the risk of investing in the issuer.</p> <p>If criteria (g) applies to you, please provide the following information about your degree and your employment:</p> <p>Degree: _____</p> <p>University: _____</p> <p>Name of employer: _____</p> <p>Title or role: _____</p> <p>Dates of employment: _____</p>

Qualifying Designation

Initial	Criterion	Description
_____	(h)	I am an individual who holds a Chartered Financial Analyst (CFA) from the CFA Institute or any predecessor or successor organization.
_____	(i)	I am an individual who holds a Chartered Investment Manager (CIM) designation from the Canadian Securities Institute, a Division of Moody's Analytics Global Education (Canada) Inc. or any predecessor or successor organization.
_____	(j)	I am an individual who holds a Chartered Business Valuator (CBV) designation from the CBV Institute or any predecessor or successor organization.
_____	(k)	I am an individual who holds a Chartered Professional Accountant (CPA) designation from a provincial or regional accounting body.

		Provincial or regional accounting body: _____
_____	(l)	I am an individual who holds a Certified International Wealth Manager (CIWM) designation from the Canadian Securities Institute, a Division of Moody's Analytics Global Education (Canada) Inc. or any predecessor or successor organization.
_____	(m)	I am an individual who holds a Certified Financial Planner (CFP) designation from FP Canada or any predecessor or successor organization.
_____	(n)	I am an individual who holds a Financial Planner or Financial Advisor credential, in good standing, from a credentialling body approved by the Financial Services Regulatory Authority of Ontario (FSRA) under the <i>Financial Professionals Title Protection Act</i> , 2019, or from a credentialing body comparable to FSRA under corresponding legislation in other participating jurisdictions, which permits the individual to use the Financial Planner or Financial Advisor title.

Qualifying Examination

Initial	Criterion	Description
_____	(o)	I am an individual who has passed the Canadian Securities Course Exam administered by the Canadian Securities Institute, a Division of Moody's Analytics Global Education (Canada) Inc., or any predecessor or successor organization.
_____	(p)	I am an individual who has passed the Exempt Market Products Exam administered by the IFSE Institute, Canada, or any predecessor or successor organization.

_____	(q)	I am an individual who has passed both the Series 7 Exam administered by the Financial Industry Regulatory Authority in the United States of America, or any predecessor or successor organization, and the New Entrants Course Exam administered by the Canadian Securities Institute, a Division of Moody's Analytics Global Education (Canada) Inc., or any predecessor or successor organization.
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By signing this document, I certify that I meet the qualifying criteria above where I have placed my initial.

Dated: _____

Name of individual

Signature of individual

FORM 45-111F2
ACKNOWLEDGEMENT OF RISKS

WARNING!

This investment is risky.

Don't invest unless you can afford to lose all the money you pay for this investment.

To qualify as a self-certified investor, you must read and select "YES" to the following questions. If you do not understand the risks of investing as described below, you do not qualify as a self-certified investor.

Have you read and understood the following information?	YES	NO
<p>1. You risk losing all the money you invested Investing in early-stage businesses is risky.</p> <ul style="list-style-type: none">• Many early-stage businesses fail, and you could lose all the money you invested• Even if the business succeeds, there may be limited opportunities to exit your investment (e.g., there may be no clear way to sell your investment and cash out)	<input type="checkbox"/>	<input type="checkbox"/>
<p>2. You will have limited protections because there is NO prospectus A prospectus:</p> <ul style="list-style-type: none">• is a detailed document that provides full disclosure about a business; and• gives investors special rights. <p>When investing under a prospectus, investors have the following special rights:</p> <ul style="list-style-type: none">• Cancellation Right: The right to cancel the investment within two days for any reason.• Statutory Protections: A statutory right to sue for damages if the prospectus contains a misrepresentation.• Accountability: The CEO, CFO, directors, and underwriters are legally accountable for the prospectus' accuracy. <p>A prospectus is not being provided to you because you are relying on the self-certified investor prospectus exemption to invest. As such, <u>these statutory protections will NOT apply to you.</u></p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>3. You will have to find out key information for yourself Since you are relying on the self-certified investor prospectus exemption, the business you are investing in is not required to provide you with ANY disclosure.</p> <ul style="list-style-type: none">• Disclosure (e.g., financial statements, financial projections, and other forward-looking information) may not be provided or may not be reliable (e.g., unaudited)• The business may have no obligation to provide you with any ongoing information	<input type="checkbox"/>	<input type="checkbox"/>

Request information from the business or seek out other sources of information to make sure you have enough information before investing.		
4. Unless you are investing with a registered dealer, you will have to assess for yourself whether the investment suits your financial goals and risk tolerance.	<input type="checkbox"/>	<input type="checkbox"/>
5. You may not be able to resell your securities (e.g., shares, units, etc.) <ul style="list-style-type: none">• If you buy securities of a public business under a prospectus exemption, you typically can resell them after 4 months• If you buy securities of a private business under a prospectus exemption, you typically CANNOT resell them, except under another prospectus exemption or under a prospectus	<input type="checkbox"/>	<input type="checkbox"/>
6. It will be difficult to value your investment Non-public businesses do not trade on a stock market, making it hard to determine a value for the business or the securities.	<input type="checkbox"/>	<input type="checkbox"/>
7. Some investment opportunities may be fraudulent Fraudsters can disappear with your money. It is important to protect your money by being alert to the signs of investment fraud and scams before you invest.	<input type="checkbox"/>	<input type="checkbox"/>
8. You understand that you cannot, <u>in aggregate</u>, invest more than \$50,000 annually under the self-certified investor exemption. This includes all businesses in which you invest by relying on the self-certified investor prospectus exemption.	<input type="checkbox"/>	<input type="checkbox"/>

Important Reminder

You could lose all the money you invest. Only invest what you can afford to lose. If you have any doubts, seek qualified investment advice or reconsider your investment. For more information visit <https://www.securities-administrators.ca/investor-tools/>.

By signing this document, I certify that I understand the risks associated with being a self-certified investor listed above.

Dated: _____

Name of individual

Signature of individual

FORM 45-111F3
INFORMATION TO UNDERSTAND BEFORE MAKING AN INVESTMENT

1. No Prospectus Protections

- You will not receive a prospectus.
- You will not have key rights associated with a prospectus, such as a two-day right to cancel your investment for any reason and a right to sue either to get your money back or for damages if there is a misrepresentation in the prospectus.

2. Limited Information Provided

- Issuers are not required to give you financial statements or business plans.
- Always ask for and review financial forecasts and business documents before you invest.

3. No Audit Guarantee

- You may not receive audited financial statements.
- Decide whether having an independent audit is important for your investment decision.

4. Be Wary of Projections

- If you see financial forecasts, check that they include assumptions, risk factors, and cautionary statements.
- Do not rely on these numbers without understanding how they were prepared.

5. Do Your Own Due Diligence

- Understand the security: Ask yourself questions like “What rights does this security carry?” and “How are these rights effected by the rights of holders of the business’ other classes of security?”
- Review the business: Look at key contracts, management credentials, governance, and internal controls.
- Identify risks: Common risks to assess include competitors, regulatory approvals, lawsuits, environmental liabilities, and debt.

6. No Dealer Advice

- If there is no registered dealer, you must determine if the investment is suitable for your goals and risk profile.
- Beware of anyone offering advice who is not licensed. You can check registration at www.aretheyregistered.ca.

7. Ongoing Reporting May Be Limited

- Public businesses, such as a publicly traded company, file quarterly and annual reports, but if this business is not a public issuer, it will have no such obligation.
- Negotiate any ongoing reporting you want before investing.

8. Exit Strategy Matters

- Even investments in successful private businesses can be hard to sell.

- Confirm there is a clear way to sell your investment (i.e., IPO, sale, buy-back) that aligns with your timeline.

9. Valuation Challenges

- Securities of private businesses do not trade on an exchange.
- You may have to rely on infrequent valuations or informal market checks.

10. Watch Out for Fraud

- Misleading statements and unfair practices are prohibited, but scams still happen.
- Be alert to high-pressure sales tactics and promises of “too good to be true” investment returns.

11. Investment Limits

- You cannot invest more than \$50,000 per calendar year under this exemption.

ANNEX B

PROPOSED COMPANION POLICY 45-111 *SELF-CERTIFIED INVESTOR PROSPECTUS EXEMPTION*

Introduction

Multilateral Instrument 45-111 *Self-Certified Investor Prospectus Exemption* (**MI 45-111** or the **Instrument**) provides a prospectus exemption for distributions to purchasers who certify their financial and investment education and experience, but who may not meet the accredited investor criteria.

The purpose of this Companion Policy is to help users understand how staff of the securities regulatory authorities interpret or apply certain provisions of MI 45-111.

Section 3 - Multi-jurisdictional distributions

MI 45-111 is available to issuers and selling securityholders in jurisdictions that have adopted MI 45-111, and each other jurisdiction of Canada that adopts a corresponding exemption (the **Participating Jurisdictions**) seeking to raise capital from investors within the Participating Jurisdictions.

Section 3 - Purchaser representations

To rely on the Instrument, the issuer or selling securityholder must ensure that the purchaser represents in the agreement to purchase that, after completing the purchase, the aggregate acquisition cost of all securities acquired by the purchaser under the Instrument in the calendar year does not exceed \$50,000. The issuer or selling securityholder must obtain a completed Form 45-111F1 *Confirmation of Qualifying Criteria* from the purchaser, in which the purchaser certifies that they meet at least one of the qualifying criteria required to invest, and a completed Form 45-111F2 *Acknowledgement of Risks*. Provided that the issuer or selling securityholder does not know and would not reasonably be expected to know that the statements made by the purchaser are false or misleading, no further verification is required.

Section 4 – Self-certified investors holding securities through a special purpose vehicle (SPV)

MI 45-111 provides a prospectus exemption that allows a distribution of securities to an SPV provided that all of the owners of interests in the SPV, except the voting securities required by law to be owned by directors, are accredited investors or self-certified investors. To rely on this exemption, the SPV must obtain a completed Form 45-111F1 *Confirmation of Qualifying Criteria* and a completed Form 45-111F2 *Acknowledgement of Risks* from each self-certified investor as though the self-certified investor was purchasing directly from the seller.

While the SPV is not subject to an investment limit when investing in an issuer under section 4 of the Instrument, each self-certified investor investing in the SPV remains subject to the \$50,000 aggregate individual investment limit.

Section 4 - Special purpose vehicle and private issuers

Under subclause 2.4(1)(b)(ii) of National Instrument 45-106 *Prospectus Exemptions*, absent any discretionary exemptive relief, if an SPV is created solely to purchase or hold securities of a private issuer, then each beneficial owner or beneficiary would be required to be separately counted towards the 50-security holder limit applicable to private issuers. This could limit the number of investors (whether self-certified investors or otherwise) that are able to participate in an SPV that invests in the securities of a private issuer.

Sections 3 and 4 – Compliance with local securities laws

Issuers and SPVs that do not have a head office in a participating jurisdiction are responsible for ensuring that they are compliant with securities laws in their jurisdiction.

Sections 3 and 4 – No registration exemption

MI 45-111 does not provide an exemption from any other aspect of securities law, including the requirement to be registered and the requirements that apply once registered. Securities legislation requires certain persons to be registered if they are, among other activities, in the business of trading, in the business of advising, or acting as an investment fund manager, and as a registrant, to comply with all requirements applicable to such categories. The analysis of whether registration is required is fact specific.

Issuers and SPVs relying on the Instrument to distribute securities, and any person or company they use to assist them in distributing the securities, may be required to be registered or to rely on an exemption from registration. For more information on the registration requirements as well as some exemptions from the registration requirements, please see National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (NI 31-103). Section 1.3 of the related Companion Policy to NI 31-103 contains guidance to assess whether registration is required.

To rely on the Instrument, the issuer, and the SPV that an issuer intends to distribute securities to, cannot be an investment fund. The SPV should assess whether it is an investment fund. In particular, section 1.2 of the Companion Policy to National Instrument 81-106 *Investment Fund Continuous Disclosure* and OSC Staff Notice 81-734 *Summary Report for Investment Fund and Structured Product Issuers*, dated September 13, 2023, starting at page 8¹, provide guidance on the general nature of investment funds.

¹ <https://www.osc.ca/en/securities-law/instruments-rules-policies/8/81-734/osc-staff-notice-81-734-summary-report-investment-fund-and-structured-product-issuers>

A person or company advising an SPV that is not an investment fund should consider whether it is in the business of advising in securities, as outlined in the guidance in section 1.3 of the Companion Policy to NI 31-103 and, on that basis, required to register.

If a registrant is involved with the distribution of securities under the Instrument, the registrant's typical obligations and responsibilities (e.g., relating to know-your-client, know-your-product, suitability, and conflicts of interest) continue to apply.

Section 5 - Filing of distribution materials

The report of exempt distribution must, no later than 30 days after closing of the distribution, be filed electronically through SEDAR+, in accordance with National Instrument 13-103 *System for Electronic Document Analysis and Retrieval* (SEDAR+). The Canadian Securities Administrators (CSA) has information regarding the SEDAR+ filing requirements. Please see:

CSA Staff Notice 13-323 *Frequently Asked Questions About Making Exempt Market Offering and Disclosure Filings on SEDAR*
CSA website on *Report of Exempt Distribution*

FORM 45-111F1 Confirmation of Qualifying Criteria - Qualifying Degree

Criteria (e), (f) and (g) refer to holding an “accredited” degree. An accredited degree is a degree issued by a university that has been approved to operate by the education ministry or department in the jurisdiction in which the university operates. The accredited degree must be conferred to the investor at the time of investing. An accredited degree does not need to be a degree issued by an educational institution within Canada or a Participating Jurisdiction.

Under criteria (e), the investor must certify that they hold a Master of Business Administration (MBA), Doctor of Business Administration, PhD or master's degree, where the degree specializes in finance or economics, from a university. A degree will be considered to specialize in finance or economics if finance or economics is listed on the program name or if a majority of classes required to obtain the degree directly relate to finance or economics.

Under criteria (f), an investor must certify they have a minimum of three years of relevant employment experience as well as meeting degree requirements to demonstrate the investor is able to adequately assess and understand the risk of investing in the issuer. Relevant employment allows the investor to make an investment decision that leverages a combination of their education and practical employment experiences.

Under criteria (g), an investor is required to certify they hold an accredited degree with a focus or specialization that directly relates to the industry or sector that the issuer operates in and, as a result of the knowledge they have obtained through their study, is able to adequately assess and understand the risk of investing in the issuer.

To illustrate the application of criteria (g), the following are examples that apply in this situation:

- an investor holding a Doctor of Dental Surgery degree from Dalhousie University who is investing under the Instrument in a dental clinic;
- an investor holding a master's degree in chemical engineering from the University of New Brunswick who is investing under the Instrument in a start-up that manufactures equipment for natural gas pipelines; and
- an investor holding a Bachelor of Science degree in Forestry from the University of Alberta who is investing under the Instrument in a company that detects forest fires using electronic heat sensors throughout national parks.

To further illustrate the application of criteria (g), the following are examples that do **not** apply in this situation:

- an investor holding a history degree from the University of Saskatchewan investing under the Instrument in a dairy farm operation, as the specialized degree and the industry of the issuer are not sufficiently related;
- an investor in the process of completing a law degree from the University of Manitoba investing under the Instrument in a legal tech company, as the investor's degree has not been conferred yet; and
- an investor holding a Master of Fine Arts degree from the University of Toronto investing under the Instrument in a company that operates oil wells, as the specialized degree and the industry of the issuer are not sufficiently related.

FORM 45-111F1 *Confirmation of Qualifying Criteria - Qualifying Designation*

An investor relying on criteria (k) should indicate the issuing provincial or territorial accounting body that provided the designation, specifically: CPA Alberta, CPA British Columbia, CPA Manitoba, CPA New Brunswick, CPA Newfoundland and Labrador, CPA Northwest Territories and Nunavut, CPA Nova Scotia, CPA Ontario, CPA Prince Edward Island, CPA Quebec, CPA Saskatchewan, or CPA Yukon.

ANNEX C

**PROPOSED AMENDMENTS TO
NATIONAL INSTRUMENT 45-106 *PROSPECTUS EXEMPTIONS***

- 1. *National Instrument 45-106 Prospectus Exemptions is amended by this Instrument.***
- 2. *In Alberta, Manitoba, New Brunswick, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Nunavut, Prince Edward Island, Saskatchewan and Yukon, subsection 2.4(2) is amended by adding the following paragraph:***
 - (i.1) a person who meets the requirements of subsections 3(c), (e) and (f) of Multilateral Instrument 45-111 *Self-Certified Investor Prospectus Exemption*, provided the seller complies with subsections 3(g) and (h) of that Instrument,.
- 3. *In Ontario, subsection 2.4(2.1) is amended by adding the following paragraph:***
 - (i.2) a person who meets the requirements of subsections 3(c), (e) and (f) of Multilateral Instrument 45-111 *Self-Certified Investor Prospectus Exemption*, provided the seller complies with subsections 3(g) and (h) of that Instrument,.
- 4. *In Ontario, subsection 2.4(3.1) is repealed.***
- 5. *In Alberta, Manitoba, New Brunswick, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Nunavut, Ontario, Prince Edward Island, Saskatchewan and Yukon, section 2.4 is amended by adding the following subsections:***
 - (3.1) In Alberta, Manitoba, New Brunswick, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Nunavut, Prince Edward Island, Saskatchewan and Yukon, subsection (3) does not apply to a distribution in reliance on subsection (2)(i.1)..
 - (3.2) In Ontario, subsection (3) does not apply to a distribution in reliance on subsection (2.1)(i.2)..
- 6. (1) This Instrument comes into force on ●.**
 - (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after ●, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

ANNEX D

**PROPOSED AMENDMENTS TO
NATIONAL INSTRUMENT 45-102 *RESALE OF SECURITIES***

- 1. *National Instrument 45-102 Resale of Securities is amended by this Instrument.***
- 2. *Appendix D is amended by adding, before the heading “Transitional and Other Provisions”, the following section:***
 4. In Alberta, Manitoba, New Brunswick, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Nunavut, Ontario, Prince Edward Island, Saskatchewan and Yukon, the exemptions from the prospectus requirement in sections 3 and 4 of Multilateral Instrument 45-111 *Self-Certified Investor Prospectus Exemption*..
3. (1) This Instrument comes into force on ●.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after ●, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

ANNEX E

PROPOSED CHANGES TO COMPANION POLICY 45-106CP *PROSPECTUS EXEMPTIONS*

1. *Companion Policy 45-106CP Prospectus Exemptions is changed by this Document.*
2. *In Alberta, Manitoba, New Brunswick, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Nunavut, Ontario, Prince Edward Island, Saskatchewan and Yukon, section 1.9 is changed by adding the following subsection:*
 - (3.1) Subsection 2.4(2)(i.1) in Alberta, Manitoba, New Brunswick, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Nunavut, Prince Edward Island, Saskatchewan and Yukon and subsection 2.4(2.1)(i.2) in Ontario, provide a prospectus exemption to a private issuer that distributes securities to a purchaser that meets certain requirements of Multilateral Instrument 45-111 *Self-Certified Investor Prospectus Exemption*, including the requirement to certify that they meet at least one of the qualifying criteria required to invest, as set out in Form 45-111F1 *Confirmation of Qualifying Criteria*. Provided that the seller does not know and would not reasonably be expected to know that the statements made by the purchaser are false, no further verification is required.

Effective Date

3. (1) These changes become effective on ●.
- (2) In Saskatchewan, despite subsection (1), if this Document is filed with the Registrar of Regulations after ●, these changes become effective on the day on which it is filed with the Registrar of Regulations.