



Meet Multilateral Instrument 45-111:

A Guide to the Proposed New Self-Certified Investor Prospectus Exemption

Alberta Securities Commission

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Meet Emily

- Emily Kapszukiewicz works providing investment advisory services re: healthcare startups
 - ✓ Professional experience includes: strategic initiatives, financial modeling, and business transformation, including identifying over \$300 million in potential patient revenue
- Bachelor of Arts degree in Economics and a Master of Science degree in Applied Economics
- Net worth \$850K, annual income \$195K
- Did not meet the net worth/income thresholds to qualify as an accredited investor in the US
 - ✓ Emily was not qualified to invest in the venture capital fund which she was advising
- She was named CEO of one of the fund's portfolio companies and then was able to invest directly in that company – but was still barred from investing in the fund
- Now suing the SEC (*Kapszukiewicz v. SEC*, No. 4:25-cv-975) over these “arbitrary thresholds”

Self-Certified Investor Prospectus Exemption

- For investors who do not meet the accredited investor financial/other thresholds but demonstrate other relevant knowledge/education.
- Investors must meet one of the Qualifying Criteria.
- The purchaser can be:
 - ✓ A self-certified investor.
 - ✓ A permitted designate of a self-certified investor.
 - ✓ An SPV (receives investments from accredited and self-certified investors and invests that money collectively as prescribed by the exemption).

Proposed Multilateral Instrument 45-111 Self-Certified Investor Prospectus Exemption

- Harmonized with Alberta, Ontario, Saskatchewan, Nova Scotia, New Brunswick, Newfoundland & Labrador, Northwest Territories, Nunavut, Manitoba, Prince Edward Island, and Yukon.
 - ✓ This means that security purchasers using this exemption could come from any of these provinces.
 - ✓ Would replace ASC Blanket Order 45-538, FCAA General Order 45-538, MSC Blanket Order 45-505 & OSC Interim Class Orders 45-510 and 45-507.
 - ✓ ASC Blanket Order 45-538 still available to use for now.
- There are financial limits of \$50,000 per calendar year (across multiple businesses/investments).
 - ✓ Exception: special purpose vehicle (SPV) as defined in 45-111.
- There is no specified offering document.
- Confirmation of Qualifying Criteria (45-111F1) and Acknowledgement of Risks (45-111F2) will be required.
- MI 45-111 opened for comment on September 25, 2025. This comment period closes on January 5, 2026.

How to determine if you qualify as a self-certified investor?

- Check the Qualifying Criteria located in Form 1 (45-111F1).
- There are four key qualifying categories:
 1. Qualifying Employment
 2. Qualifying Degree
 3. Qualifying Designation
 4. Qualifying Examination
- The investor must initial next to each applicable qualification criteria.

**FORM 45-111F1
CONFIRMATION OF QUALIFYING CRITERIA
(Confidential Purchaser Information)**

The information in this schedule will not be placed on the public file of any [securities](#) regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

Instruction: All capitalized terms used in this confirmation of qualifying criteria but not defined in it have the meaning ascribed to them in National Instrument 45-106 Prospectus Exemptions.

I **[insert name of purchaser]** am a self-certified investor under Multilateral Instrument 45-111 Self-Certified Investor Prospectus Exemption.

I certify that I meet at least one of the qualifying criteria as identified below.

Qualifying Employment

- Has qualifying employment experience including:
 - i. management, engineering, product development, or other relevant operational experience at a business that operates in the **same industry or sector** as the issuer for a minimum of **five years**.
 - ii. in the past five years, been an **employee** of a business that operates a **venture capital fund or a private equity fund**, or a person or company that regularly invests in or provides financing to small or medium sized issuers, and has, in that role participated in the investment decisions of the person or company for at least **one year**.
 - iii. 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

- Holds a qualifying degree including:
 - i. a **law degree**, has practiced law in a jurisdiction of Canada for at least **two years** and whose legal practice provides advice in respect of financings involving distributions of securities, or mergers and acquisition transactions.
 - ii. an accredited 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.
 - iii. an accredited **undergraduate degree in finance, business, or commerce** from a university, with a minimum of **three years of relevant employment** experience.
 - iv. an accredited degree from a university with a focus or **specialization that directly relates to the industry or sector** that the issuer operates in, with a **minimum of three years of relevant employment** experience.

Qualifying Designation

- Holds a qualifying designation including a:
 - i. Chartered Financial Analyst (CFA) designation.
 - ii. Chartered Investment Manager (CIM) designation.
 - iii. Chartered Business Valuator (CBV) designation.
 - iv. Chartered Professional Accountant (CPA) designation.
 - v. Certified International Wealth Manager (CIWM) designation.
 - vi. Certified Financial Planner (CFP) designation.
 - vii. Financial Planner or Financial Advisor credential, in good standing, from a credentialing body approved by the Financial Services Regulatory Authority of Ontario or from a comparable credentialing body in other participating jurisdictions that permits the individual to use the Financial Planner or Financial Advisor title.

Qualifying Examination

- Has passed one of the following:
 - i. the Canadian Securities Course Exam administered by the Canadian Securities Institute; or
 - ii. the Exempt Market Products Exam administered by the IFSE Institute Canada; or
 - iii. 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.

Thank You!

For more questions, call the ASC and ask for a lawyer on the Private Markets & Innovation team or email me at:

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