

THE MANITOBA SECURITIES COMMISSION
MSC Rule No. 2001-18
(Section 149.1, *The Securities Act*)

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

PART 1 – DEFINITIONS & INTERPRETATION

Definitions and interpretation

1.1 In this Rule:

"Act" means *The Securities Act*;

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

PART 2 – DESIGNATION OF FORM

Designation of form

2.1 Form of Prospectus

(a) A preliminary prospectus prepared and certified in accordance with OSC Rule 41-501 is a preliminary prospectus for the purposes of section 37 of the Act.

(b) A prospectus prepared and certified in accordance with OCS Rule 41-501 is a prospectus for the purposes of section 37 of the Act.

(c) References in Schedule "A" to the Securities Regulation to a preliminary prospectus or a prospectus include a preliminary prospectus or a prospectus, respectively, prepared and certified in accordance with OSC Rule 41-501 and filed with the commission.

PART 3 – PROSPECTUS FORM AND CONTENT REQUIREMENTS

Exemptions from the Act

3.1 Section 47 of the Act does not apply to a preliminary prospectus or a prospectus prepared and certified in accordance with OSC Rule 41-501.

Interpretation and Variation of OSC Rule 41-501

3.2 For the purposes of section 2.1,

(a) references to 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 Manitoba set out in column II of the table below.

I Securities Act (Ontario)	II Securities Act (Manitoba)
Subsection 57(1)	Subsection 40(2) and section 55
Section 58	Section 52
Subsection 58(1)	Subsection 52(1)
Section 59	Section 53
Subsection 61(2)	Subsection 40(1)
Section 62	Section 56
Subsection 65(1)	Subsection 38(1)
Section 67	Subsection 38(4)
Forms	Forms
Item 30 of former Form 12	Item 21(I) of Form 9 and Form 11

(b) the form referred to in paragraph 13.2(2)2 of OSC Rule 41-501 shall be varied by replacing or supplementing the information concerning the public official set out in paragraph (a)(iv) of the form by the following:

Director – Corporate Finance
The Manitoba Securities Commission
1130-405 Broadway
Winnipeg, Manitoba R3C 3L6
Telephone: (204) 945-2555

(c) 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 laws” by reference to “Manitoba” and “Manitoba securities legislation”, as the case may be.

Certification requirements

3.3 Except as they are supplemented by section 12.1 and 12.2 of OSC Rule 41-501, this rule does not affect the requirements of Part VII of the Act concerning the inclusion and content of certificates in a preliminary prospectus, a prospectus or an amendment to a prospectus.

PART 4 – CITATION AND EFFECTIVE DATE

Citation

4.1 This Rule may be cited as MSC Rule 2001-18 or Local Rule 41-501.

Effective date

4.2 This Rule comes into force on January 1, 2001.