



THE MANITOBA
SECURITIES
COMMISSION

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| THE SECURITIES ACT |) | Order No. 6577 |
| |) | |
| Section 20(1) |) | August 22, 2012 |

***Exemptions from Multilateral Instrument 51-105 Issuers
Quoted in the U.S. Over-the-Counter Markets***

WHEREAS:

(A) Staff has made an application to The Manitoba Securities Commission (the "Commission") for an order under section 20(1) of *The Securities Act*, RSM 1988, c. S50 (the "Act") exempting certain issuers from Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets* ("MI 51-105").

(B) MI 51-105 came into force on July 31, 2012. Under MI 51-105, an OTC issuer is a reporting issuer if one or more of the designation provisions in section 3 of MI 51-105 applies.

(C) The Commission is of the opinion that certain issuers who meet the requirements set out in this order should be exempted from the requirements of MI 51-105.

(D) For the purposes of this order:

1. Terms defined in the *Securities Act*, National Instrument 14-101 *Definitions* or MI 51-105 have the same meaning in this order.
2. In this order:
 - a) "designated exchange" means any of NASDAQ OMX; Borsa Italiana, MTA Tier; London Stock Exchange, except AIM; Hong Kong Stock Exchange; Deutsche Börse, except the First Quotation Board and the Entry Standard tier; Xetra, Prime Standard and General Standard tiers; SIX Swiss Exchange; Bourse de Luxembourg, except Euro MTF; Tokyo Stock Exchange, 1st Section and 2nd Section; Shanghai Stock Exchange; The Stock Exchange of Thailand, except The Market for Alternative Investment (mai); National Stock Exchange of India; Bombay Stock Exchange; Osaka Stock Exchange; Korea Exchange; and Singapore Exchange; and

- b) "primary listing" means an issuer's first listing of a class of its securities on a designated exchange.

(E) The Commission is of the opinion that it would not be prejudicial to the public interest to grant the order requested.

IT IS ORDERED:

1. **THAT**, pursuant to s. 20(1) of the Act, an OTC issuer is exempt from the provisions of MI 51-105 provided that it has a primary listing that is in effect each time the issuer:

- (a) carries on any promotional activities in or from Manitoba, or
- (b) distributes a security to a person resident in Manitoba.

2. **THAT**, pursuant to s. 20(1) of the Act, an OTC issuer that distributes a non-convertible debt security to a person or company resident in Manitoba is exempt from the provisions of MI 51-105 if the issuer does not have any class of securities other than non-convertible debt listed on an exchange or quoted on a quotation and trade reporting system.

BY ORDER OF THE COMMISSION



Deputy Director