

In the Matter of the Securities
Legislation of
Manitoba (the Jurisdiction)

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of
Dr. Sabine Mai (the Filer)

Decision

Background

The principal regulator in the Jurisdiction has received an application from the Filer(s) for a decision under the securities legislation of the Jurisdiction of the principal regulator (the Legislation) for an order pursuant to section 3.1 of National Instrument 45-102 (NI 45-102) that the prospectus requirement shall not apply to a control distribution (as defined in NI 45-102) of 200,000 common shares of 3D Signatures Inc. (the Issuer) by the Filer (the Proposed Sale) (the Exemption Sought).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- (a) the Manitoba Securities Commission is the principal regulator for this application, and
- (b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in British Columbia and Alberta.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

Representation

This order is based on the following facts represented by the Filer:

1. the private company formerly known as 3D Signatures Inc. (Privco) was incorporated on June 11, 2014, under the *Canada Business Corporations Act*.
2. the Issuer was incorporated under the *Canada Business Corporations Act* on May 25, 2011 and was a “capital pool company” pursuant to the policies of the TSX Venture Exchange until it completed its “qualifying transaction” pursuant to the policies of the TSX Venture Exchange, by way of a three-cornered amalgamation with Privco (the Transaction) which completed on September 8, 2016 (the Effective Date);
3. following the completion of the Transaction, the Issuer continues the business of Privco as a Tier 2 “life sciences” issuer on the TSXV under the symbol “DXD”, with its head office now located in Winnipeg, Manitoba;
4. pursuant to the Transaction, shareholders of Privco exchanged their common shares of Privco for common shares of the Issuer, on the basis of 4.0376 common shares of the Issuer for each common share of Privco held. As part of the Transaction, the Issuer changed its name from Plicit Capital Corp. to 3D Signatures Inc.;
5. as a result of this exchange, Privco became a wholly-owned subsidiary of the Issuer; on the Effective Date, Privco was amalgamated with a wholly owned subsidiary of the Issuer and, thereby transferring the business formerly carried on through Privco to the wholly-owned subsidiary of the Issuer;
6. after the Transaction, the Issuer remains a reporting issuer in British Columbia and Alberta and is not in default of its continuous disclosure requirements under applicable securities legislation;
7. before the Transaction, the Filer beneficially owned 2,972,600 common shares of Privco, all of which the Filer had held for more than four months; as a result of the Transaction, the Filer beneficially owns 12,002,170 common shares of the Issuer (Dr. Mai Shares), representing approximately 25.8% of the issued and outstanding common shares of the Issuer, registered in the name of Dr. Sabine Mai Family Trust, a trust for which the Filer acts as trustee;
8. the Filer cannot rely on the exemption from the prospectus requirements in section 2.8 of NI 45-102 to sell certain of the Dr. Mai Shares because subsection 2.8(2)2 of NI 45-102 requires that the Filer have held the Dr. Mai Shares for at least four months, and does not take into consideration the time during which the Filer held common shares of Privco.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that:

- (a) the conditions in subsection (2) of section 2.8 of NI 45-102 are satisfied, except that when determining the time that the Filer has held the Dr. Mai Shares under paragraph 2.8(2)2 of NI 45-102, the Filer can include the time that the Filer held the common shares of Privco immediately before the Effective Date; and
- (b) the Filer satisfies the requirements of subsections (3), (4) and (5) of section 2.8 of NI 45-102 as if the selling security holder relied on subsection (2) of section 2.8.



Chris Besko

Director

Manitoba Securities Commission