

Citation: NI 45-106 Transitional Relief, 2005 ABASC 739

Date: 20050829

ALBERTA SECURITIES COMMISSION

ORDER

**Transitional Availability of Certain Exemptions Relief
Being Replaced by
National Instrument 45-106 *Prospectus and Registration Exemptions***

Background

- (a) The Commission and other members of the Canadian Securities Administrators (CSA) are implementing National Instrument 45-106 Prospectus and Registration Exemptions (NI 45-106) effective 14 September 2005.
- (b) NI 45-106 consolidates, harmonizes, modernizes and replaces certain exemptions, previously set out in a variety of statutes and instruments, from the registration requirement and the prospectus requirement (together, the registration and prospectus requirements).
- (c) Among the existing exemptions being repealed and replaced by NI 45-106 are:
 - (i) the *asset purchase* exemption currently provided under sections 66(s) and 131(1)(l) of the Securities Act (Alberta) (the Act) and sections 66.1 and 122.1 of the Alberta Securities Commission Rules (General) (the Rules) (the Current Asset Purchase Exemption), for which the minimum fair value is currently \$100,000, rising to \$150,000 under NI 45-106; and
 - (ii) the *minimum investment* exemption currently found in sections 66.2 and 122.2 of the Rules (the Current Minimum Investment Exemption), for which the minimum acquisition cost to the purchaser is currently \$97,000, rising to \$150,000 under NI 45-106.

Order

- 1. It is ordered under section 144 of the Act that the registration and prospectus requirements do not to apply to a trade that is:
 - (a) effected in accordance with the terms, conditions, restrictions and requirements currently applicable to the Current Asset Purchase Exemption or the Current Minimum Investment Exemption;
 - (b) made pursuant to an offering or a transaction that had commenced before 14 September 2005; and

- (c) completed on or before November 30, 2005.
2. This Order takes effect on 14 September 2005 and expires on 1 December 2005.

“original signed by”

Glenda A. Campbell, Q.C., Vice-Chair
Alberta Securities Commission

“original signed by”

Stephen R. Murison, Vice-Chair
Alberta Securities Commission