

CSA Notice of Publication and Request for Comment

Proposed Coordinated Blanket Order 51-933 *Exemptions to Permit Semi-Annual Reporting for Certain Venture Issuers*

October 23, 2025

Introduction

The Canadian Securities Administrators (the **CSA** or **we**) intend to introduce a multi-year pilot project to allow eligible venture issuers to voluntarily adopt semi-annual financial reporting (the **SAR Pilot**). We intend to introduce the SAR Pilot through a coordinated blanket order which would include exemptions from certain continuous disclosure requirements and establish a voluntary semi-annual reporting framework for a subset of venture issuers, subject to certain terms and conditions.

We are publishing for a 60-day comment period proposed Coordinated Blanket Order 51-933 *Exemptions to Permit Semi-Annual Reporting for Certain Venture Issuers* (the **Blanket Order**) to seek comment on the scope of the SAR Pilot.

The CSA also intends to engage in a broader rule-making project related to voluntary semi-annual reporting (**SAR**) and will use learnings from the SAR Pilot to inform this initiative. In the interim, we will continue to monitor international developments relating to SAR.

The public comment period expires on **December 22, 2025**.

This Notice outlines the terms of the SAR Pilot and includes a request for comment on specific issues.

The Blanket Order is attached as Annex A to this Notice. A summary of the terms and conditions of the SAR Pilot and relevant CSA commentary is attached as Annex B to this Notice. Where applicable, Annex C is also attached to this Notice and includes any additional information that is relevant to the local jurisdiction publishing the Annex. The Blanket Order will also be available on websites of CSA jurisdictions, including:

www.lautorite.qc.ca
www.albertasecurities.com
www.bcsc.bc.ca
nssc.novascotia.ca
www.fcnb.ca
www.osc.ca
www.fcaa.gov.sk.ca
mbsecurities.ca

Upon adoption, Ontario's local Blanket Order will include an 18-month expiry date based on the statutory term limits for blanket orders¹. Therefore, the Ontario Securities Commission is concurrently publishing for a 60-day comment period a proposed local rule to maintain the continuous disclosure exemptions that are in Ontario's local Blanket Order after its expiry². For additional information, please refer to Annex C in Ontario. The Blanket Orders in the other CSA jurisdictions do not have an expiry date and therefore local rules are not required.

Background

Reporting issuers in Canada are currently required to file quarterly interim financial reports and accompanying management's discussion and analysis (**MD&A**). While quarterly reporting may provide timely information to investors and intermediaries, some stakeholders are of the view that there may be instances in which the cost of preparing such frequent reporting for smaller venture issuers exceeds the benefit to investors and the market.

The SAR Pilot responds to strategic goal 1.6 of the 2025-2028 CSA Business Plan, which recommends developing a proposal for SAR and consulting on the relative benefits and risks associated with allowing certain reporting issuers to report semi-annually rather than quarterly.

Prior CSA Consultations Related to SAR

In developing the SAR Pilot, we considered the commentary received on prior public proposals put forward by the CSA in 2011, 2017 and 2021 (collectively, the **Prior CSA Proposals**), which sought to amend National Instrument 51-102 *Continuous Disclosure Obligations* (**NI 51-102**) to permit SAR for certain reporting issuers.

Stakeholders that commented on the Prior CSA Proposals generally agreed that smaller venture issuers face a disproportionate burden through ongoing quarterly reporting requirements. Cost reduction was a factor raised by many stakeholders in each of the Prior CSA Proposals.

Several commentators of the Prior CSA Proposals raised concerns that a shift to SAR will harm our public markets as investors will have less timely financial information available. We note the existing continuous disclosure regime and the ongoing requirement to report material changes, as well as exchange listing requirements can help to mitigate this risk.

We believe that optional SAR would provide a material benefit for smaller venture issuers and that the benefits to be derived from the SAR Pilot outweigh the concerns raised.

¹ See subsection 143.11(3) of the *Securities Act* (Ontario).

² The Ontario Securities Commission local rule would take effect after the initial 18-month expiration of Ontario's local Blanket Order and is intended to ensure the implementation of the multi-year SAR Pilot.

Substance and Purpose of the SAR Pilot

The SAR Pilot would provide an exemption for certain issuers listed on the TSX Venture Exchange Inc. (**TSXV**) or the CNSX Markets Inc. (**CSE**) from the requirement to file an interim financial report for each of the three and nine-month interim periods of a financial year under NI 51-102 (collectively, the **First and Third Quarter Financial Disclosures**).

The SAR Pilot would reduce administrative burden and costs associated with the preparation of the First and Third Quarter Financial Disclosures.

Participation in the SAR Pilot would be voluntary.

Summary of the SAR Pilot

Pursuant to the terms and conditions of the Blanket Order, to report on a semi-annual basis, issuers must be venture issuers that have, among other things,

- securities listed on the TSXV or the CSE;
- revenue of no more than \$10 million;
- at least a 12-month continuous disclosure record;
- filed all periodic and timely continuous disclosure documents required to be filed; and
- issued and filed a news release on SEDAR+ announcing adoption of SAR.

A summary of the SAR Pilot including a description of terms and conditions and relevant CSA commentary is attached as Annex B to this Notice.

In circumstances where an issuer determines it can no longer rely on the Blanket Order or chooses to opt out of the SAR Pilot, it should consider issuing and filing a news release on SEDAR+ informing investors and intermediaries that it will opt out of the SAR Pilot and indicate the timing for the next expected interim period for which interim financial reports and related MD&As will be filed.

Once an issuer opts out of the SAR Pilot, it would be required to comply with all quarterly financial reporting requirements including comparative financial information for the corresponding period in the immediately preceding financial year as required by NI 51-102.

Implications of the SAR Pilot for Proposed Amendments to Streamline Continuous Disclosure

In 2021, the CSA proposed amendments to streamline the continuous disclosure requirements for non-investment fund reporting issuers (the **Proposed CD Amendments**)³. The Proposed CD Amendments included, as part of the publication for

³ The Proposed CD Amendments were developed in anticipation of the CSA implementing a model for electronic access to certain continuous disclosure documents. Accordingly, the project to implement the

comment, a proposed framework for SAR. In light of the SAR Pilot, the CSA does not anticipate that the final amendments will include a framework for SAR. The CSA plans to provide a further market update on the Proposed CD Amendments in the coming months.

List of Annexes

This notice contains the following annexes:

- Annex A – Blanket Order
- Annex B – Summary of the Terms and Conditions of the SAR Pilot and CSA Commentary
- Where applicable, Annex C – Local Matters (including any local amendments)

Request for Comments

The CSA anticipates the SAR Pilot will be in force prior to the end of March 2026.

We welcome your comments on the scope of the SAR Pilot. In addition to any general comments you may have, we also invite comments on the following specific questions.

1. Do you agree with the eligibility criteria and conditions in the Blanket Order for the SAR Pilot? Are there any other eligibility criteria that should disqualify issuers from participating in the SAR Pilot? Are there any other conditions that issuers participating in the SAR Pilot should be subject to?
2. The SAR Pilot is intended to be a multi-year pilot project. The CSA intends to engage in a formal rule-making project to consider whether the SAR Pilot should be adjusted in terms of scope, eligibility and conditions. Please provide any feedback in respect of criteria or conditions that could be considered as part of the future rule-making project. Please note that the planned rule-making project related to SAR will include a request for comment.

Please submit your comments in writing on or before **December 22 2025**.

Address your submission to all of the CSA as follows:

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission of New Brunswick

Proposed CD Amendments was temporarily paused while the CSA reconsidered how to implement a model for electronic access to certain continuous disclosure documents.



**Canadian Securities
Administrators**

**Autorités canadiennes
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Superintendent of Securities, Department of Justice and Public Safety, Prince Edward Island

Nova Scotia Securities Commission

Office of the Superintendent of Securities, Newfoundland and Labrador

Northwest Territories Office of the Superintendent of Securities

Office of the Yukon Superintendent of Securities

Superintendent of Securities, Nunavut

Deliver your comments only to the addresses below. Your comments will be distributed to the other participating CSA jurisdictions.

The Secretary

Ontario Securities Commission

20 Queen Street West

22nd Floor

Toronto, Ontario M5H 3S8

Fax: 416-593-2318

E-mail: comments@osc.gov.on.ca

Me Philippe Lebel

Corporate Secretary and Executive Director, Legal Affairs

Autorité des marchés financiers

Place de la Cité, tour PwC

2640, boulevard Laurier, bureau 400

Québec (Québec) G1V 5C1

Fax: 514 864-8381

E-mail: consultation-en-cours@lautorite.qc.ca

We cannot keep submissions confidential because securities legislation in certain provinces requires publication of a summary of the written comments received during the comment period. All comments received will be posted on the websites of each of the Ontario Securities Commission at www.osc.ca and Autorité des marchés financiers at www.lautorite.qc.ca. You should not include personal information directly in comments to be published. It is important that you state on whose behalf you are making the submission.

Questions

Please refer your questions to any of the following:

British Columbia Securities Commission

Elliott Mak

Senior Legal Counsel, Corporate

Finance

(604) 899-6501

emak@bcsc.bc.ca

Grace Zheng

Senior Securities Analyst, Corporate

Finance

(604) 899-6917

gzheng@bcsc.bc.ca



**Canadian Securities
Administrators**

**Autorités canadiennes
en valeurs mobilières**

Ian Fong
Legal Counsel, Corporate Finance
(604) 899-6758
ifong@bcsc.bc.ca

Alberta Securities Commission

Danielle Mayhew
Senior Legal Counsel, Corporate
Finance
(403) 355-3876
Danielle.Mayhew@asc.ca

Nicole Law
Senior Securities Analyst, Corporate
Finance
(403) 355-4865
Nicole.Law@asc.ca

Financial and Consumer Affairs Authority of Saskatchewan

Heather Kuchuran
Director, Corporate Finance
(306) 787-1009
Heather.kuchuran@gov.sk.ca

Manitoba Securities Commission

Patrick Weeks
Deputy Director, Corporate Finance
(204) 945-3326
Patrick.weeks@gov.mb.ca

Ontario Securities Commission

Matthew Au
Senior Accountant
Corporate Finance Division
(416) 593-8132
mau@osc.gov.on.ca

Katrina Janke
Senior Legal Counsel
Corporate Finance Division
(416) 593-8297
kjanke@osc.gov.on.ca

Jessie Gill
Senior Legal Counsel
Corporate Finance Division
(416) 593-8114
jessiegill@osc.gov.on.ca

Mandy Tam
Senior Accountant
Corporate Finance Division
(437) 783-0147
mtam@osc.gov.on.ca

Autorité des marchés financiers

Nadine Gamelin
Senior Analyst
(514) 395-0337, ext. 4417
nadine.gamelin@lautorite.qc.ca

Martin Latulippe
Senior Policy Advisor
(514) 395-0337, ext. 4331
martin.latulippe@lautorite.qc.ca



**Canadian Securities
Administrators**

**Autorités canadiennes
en valeurs mobilières**

Nova Scotia Securities Commission

Jack Jiang
Securities Analyst
(902) 424-7059

Jack.Jiang@novascotia.ca

Valerie Tracy
Securities Analyst
(902) 424-5718

Valerie.Tracy@novascotia.ca

Financial and Consumer Services Commission of New Brunswick

Ray Burke
Manager, Corporate Finance
(506) 643-7435

ray.burke@fcnb.ca