

**British Columbia Securities Commission**

BC Instrument 45-529

The British Columbia Securities Commission, considering that to do so would not be prejudicial to the public interest, orders effective October 3, 2011 that BC Instrument 45-529 *Bonus or Finder's Fee* is varied by changing paragraph 5 to replace "a report in the required form" with "a report of the distribution in Form 45-106F6", so that the instrument reads as attached.

August 10, 2011

Brenda M. Leong  
Chair

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*(This part is for administrative purposes only and is not part of the Order)*

**Authority under which Order is made:**

Act and sections:- *Securities Act*, sections 48, 76, 171

**Bonus or finder's fee**

Order under Sections 48 and 76 of the *Securities Act*

**1. Interpretation** – Terms used in this Instrument that are defined or interpreted in the *Securities Act* (the Act) or the *Securities Rules* (the Rules) have the meaning set out in the Act or in the Rules.

**2. Dealer exemption** – The dealer registration requirement in section 34(1)(a) of the Act does not apply in respect of a trade in a security made by a reporting issuer in a security of its own issue as consideration for

- (a) a loan or loan guarantee, or
- (b) services performed by a person, that is not an insider or an associate of an insider of the issuer, in connection with
  - (i) arranging a loan or loan guarantee,
  - (ii) the issuer acquiring or disposing of assets, other than proceeds of a distribution, or
  - (iii) the issuer making a distribution under an exemption from section 61 of the Act to persons not resident in British Columbia.

**3. Prospectus exemption** – The prospectus requirement in section 61 of the Act does not apply to a distribution of a security in the circumstances referred to in section 2.

**4. Resale restrictions** – A trade in a security acquired under this Instrument is subject to section 2.5 of National Instrument 45-102 *Resale of Securities*.

**5. Exempt distribution report** – If an issuer distributes a security under this Instrument, the issuer must file a report of the distribution in Form 45-106F6 on or before the 10<sup>th</sup> day after the distribution.