

**British Columbia Securities Commission**

BC Instrument 45-529

The British Columbia Securities Commission, having considered that it would not be prejudicial to the public interest, orders that the attached BC Instrument 45-529 *Bonus or finders fee* is made, effective September 28, 2009.

September 25, 2009

Brent W. Aitken  
Acting 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

Other (specify):-

**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 in the required form on or before the 10<sup>th</sup> day after the distribution.