

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

(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 10th day after the distribution.