

British Columbia Securities Commission

BC Instrument 45-537

Exemptions from certain requirements in Form 45-106F1 Report of Exempt Distribution

Definitions

1. Terms defined in the *Securities Act*, National Instrument 14-101 *Definitions* or National Instrument 45-106 *Prospectus Exemptions* (NI 45-106) have the same meaning in this Instrument.

Background

2. Effective June 30, 2016, the Commission amended NI 45-106 to require that issuers filing a report of exempt distribution under section 6.1 of NI 45-106 must file the report on Form 45-106F1 *Report of Exempt Distribution* (Form 45-106F1).

Exemption from Clauses (f)1. and (f)2. of Schedule 1 of Form 45-106F1

3. The Commission, considering that to do so would not be prejudicial to the public interest, orders that clauses (f)1. and (f)2. of Schedule 1 of Form 45-106F1 do not apply if one or more of the following apply:
 - (a) the issuer is a foreign public issuer;
 - (b) the issuer is a wholly owned subsidiary of a foreign public issuer;
 - (c) the issuer is distributing eligible foreign securities only to permitted clients.

June 30, 2016

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 section:- *Securities Act*, section 187