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## **Headnote**

Mutual Reliance Review System for Exemptive Relief Applications – reporting issuer granted relief from the requirement to send annual audited financial statements to shareholders concurrently with filing the statements, subject to certain conditions

## **Applicable British Columbia Provisions**

*Securities Act*, R.S.B.C. 1996, c. 418, s. 91

*Securities Rules*, B.C. Reg. 194/97, s. 149

## **IN THE MATTER OF THE SECURITIES LEGISLATION OF BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, NOVA SCOTIA AND NEWFOUNDLAND AND LABRADOR**

**AND**

## **IN THE MATTER OF THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE RELIEF APPLICATIONS**

**AND**

## **IN THE MATTER OF POTASH CORPORATION OF SASKATCHEWAN INC.**

## **MRRS DECISION DOCUMENT**

WHEREAS the local securities regulatory authority or regulator (the “Decision Maker”) in each of British Columbia, Alberta, Saskatchewan, Manitoba, Nova Scotia and Newfoundland and Labrador (the “Jurisdictions”) has received an application from Potash Corporation of Saskatchewan Inc. (the “Applicant”) for a decision under the securities legislation of the Jurisdictions (the “Legislation”) that the requirement contained in the Legislation to send audited annual financial statements to securityholders of a reporting issuer concurrently with the filing of those financial statements as required pursuant by the Legislation (the “Concurrent Delivery Requirement”) will not apply to the Applicant for the period ended December 31, 2002 (the “Audited Financial Statements”);

AND WHEREAS pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the “System”), the Securities Division of the Saskatchewan Financial Services Commission is the principal regulator for this application;

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AND WHEREAS the Commission has assigned to the Director, Securities Division the power to make exemption orders and rulings under the provisions of the Act;

AND WHEREAS, unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 Definitions;

AND WHEREAS the Applicant has represented to the Decision Makers that:

1. The Applicant is a Saskatchewan corporation incorporated under the laws of Saskatchewan in 1975, continued under the *Canada Business Corporations Act* in 2002 and has a fiscal year end of December 31;
2. The Applicant is a fertilizer enterprise that produces nitrogen, phosphate and potash, which it supplies to three distinct market categories, including, agriculture, animal nutrition and industrial chemicals;
3. The head office of the Applicant is located in Saskatoon, Saskatchewan;
4. The Applicant is authorized to issue an unlimited number of common shares (the "Common Shares") and an unlimited number of preferred shares, issuable in series (the "Preferred Shares") and as of December 31, 2002, the Applicant had 52,077,648 Common Shares and no Preferred Shares issued and outstanding;
5. The Applicant is a reporting issuer or its equivalent in each of the Jurisdictions and is not in default of any requirements of the Legislation. The Applicant is also a registrant under the 1933 Act and subject to the requirements of the 1934 Act and is not in default of any such requirements;
6. The Common Shares are listed for trading on the Toronto Stock Exchange and the New York Stock Exchange;
7. On May 29, 2002, as part of a registration statement, the Applicant filed a prospectus (the "Prospectus") with the SEC using the "shelf" registration process, by way of which the Applicant may issue any combination of debt securities described in the Prospectus from time to time in one or more offerings, up to an aggregate offering amount of US\$1,000,000,000;
8. The Applicant is considering an offering (the "Offering") of debt securities in the United States under the Prospectus, the terms of which will be described in a prospectus supplement that will be filed along with the Prospectus;

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9. Although the Legislation does not require the Applicant to file the Audited Financial Statements until May 20, 2003, the Applicant intends to file the Audited Financial Statements immediately following board approval of the Audited Financial Statements, which approval is expected on February 27, 2003, so that the Applicant would be in a position to proceed with the Offering where the Audited Financial Statements would be incorporated by reference into the Prospectus;
10. The Applicant will file the Audited Financial Statements, together with its annual management's discussion and analysis (the "MD&A"), on Form 8-K with the SEC by the Electronic Data Gathering, Analysis, and Retrieval System ("EDGAR"), and with the Decision Makers through the System for Electronic Document Analysis and Retrieval ("SEDAR"), such that the Audited Financial Statements and the MD&A will be accessible by the Applicant's securityholders;
11. On or about March 26, 2003, and, in any event, not later than the last date upon which the Audited Financial Statements could have been filed in compliance with the Legislation, the Applicant proposes to send the Audited Financial Statements, together with the MD&A, to its securityholders entitled to receive them, concurrently with the Applicant's annual report, and notice of meeting and management information circular relating to the May 8, 2003 annual and special meeting of the Applicant's securityholders; and
12. The Applicant proposes to issue, on the day it files the Audited Financial Statements with the Decision Makers through SEDAR, a press release that will:
  - (a) Be posted on the Applicant's website [www.potashcorp.com](http://www.potashcorp.com) (the "Applicant's Website"), and filed on SEDAR;
  - (b) Includes the approximate date that the Audited Financial Statements will be mailed to securityholders; and
  - (c) States that any securityholder entitled to receive the Audited Financial Statements may obtain a copy of the Audited Financial Statements in advance on request to the Applicant;

AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

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AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers under the Legislation is that the Concurrent Delivery Requirement will not apply to the Applicant provided that:

1. The Applicant sends the Audited Financial Statements, together with the MD&A, to its securityholders entitled to receive them in accordance with the procedures outlined in National Instrument 54-101 and, in any event, not later than the last date upon which the Audited Financial Statements could have been filed in compliance with the Legislation; and
2. Substantially concurrently with the filing of the Audited Financial Statements, the Applicant issue a press release that:
  - (a) Will be posted on the Applicant's Website, disseminated by a Canadian newswire service and filed on SEDAR;
  - (b) Includes the approximate date that the Audited Financial Statements will be mailed to securityholders; and
  - (c) States that any securityholder entitled to receive the Audited Financial Statements may obtain a copy of the Audited Financial Statements in advance on request to the Applicant and that securityholders will be able to access the Audited Financial Statements on the Applicant's Website and the website maintained by the Canadian securities regulators [www.sedar.com](http://www.sedar.com).

DATED March 5, 2003.

Barbara Shourounis  
Director, Securities Division