The Ontario Securities Commission

OSC Bulletin

March 13, 2025

Volume 48, Issue 10

(2025), 48 OSCB

The Ontario Securities Commission carries out the powers, duties and functions given to it pursuant to the *Securities Commission Act, 2021* (S.O. 2021, c. 8, Sched. 9).

The Ontario Securities Commission exercises its regulatory oversight function through the administration and enforcement of Ontario's *Securities Act* (R.S.O. 1990, c. S.5) and *Commodity Futures Act* (R.S.O. 1990, c. C.20), and administration of certain provisions of the *Business Corporations Act* (R.S.O. 1990, c. B.16).

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Published under the authority of the Commission by:
Thomson Reuters
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Toronto, Ontario
M5H 3H1
416-609-3800 or 1-800-387-5164

43300720

The OSC Bulletin is published weekly by Thomson Reuters Canada, under the authority of the Ontario Securities Commission.

Printed in the United States by Thomson Reuters.

ISSN 0226-9325

THOMSON REUTERS
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Toronto, ON
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FILE NO.: 2025-7

ONTARIO SECURITIES COMMISSION

(Applicant)

AND

EMERGE CANADA INC.,
LISA LANGLEY,
DESMOND ALVARES,
MARIE ROUNDING,
MONIQUE HUTCHINS AND
BRUCE FRIESEN

(Respondents)

NOTICE OF HEARING
Subsection 127(1) and Section 127.1 of the *Securities Act,* RSO 1990, c S.5

PROCEEDING TYPE: Enforcement Proceeding

HEARING DATE AND TIME: March 31, 2025 at 10:00 a.m.

LOCATION: By videoconference

PURPOSE

The purpose of this proceeding is to consider whether it is in the public interest for the Capital Markets Tribunal to make the orders requested in the application filed by the Commission on March 6, 2025.

The hearing set for the date and time indicated above is the first case management hearing in this proceeding, as described in subsection 14(4) of the *Capital Markets Tribunal Rules of Procedure.*

REPRESENTATION

Any party to the proceeding may be represented by a representative at the hearing.

FAILURE TO ATTEND

IF A PARTY DOES NOT ATTEND, THE HEARING MAY PROCEED IN THE PARTY'S ABSENCE AND THE PARTY WILL NOT BE ENTITLED TO ANY FURTHER NOTICE IN THE PROCEEDING.

FRENCH HEARING

This Notice of Hearing is also available in French on request of a party. Participation may be in either French or English. Participants must notify the Tribunal in writing as soon as possible if the participant is requesting a proceeding be conducted wholly or partly in French.

AVIS EN FRANÇAIS

L'avis d'audience est disponible en français sur demande d'une partie, que la participation à l'audience peut se faire en français ou en anglais et que les participants doivent aviser le Tribunal par écrit dès que possible si le participant demande qu'une instance soit tenue entièrement ou partiellement en français.

Dated at Toronto this 10th day of March, 2025.

Registrar, Governance & Tribunal Secretariat
Ontario Securities Commission

For more information

Please visit capitalmarketstribunal.ca or contact the Registrar at registrar@capitalmarketstribunal.ca.

ONTARIO SECURITIES COMMISSION

Applicant

AND

EMERGE CANADA INC.,
LISA LANGLEY,
DESMOND ALVARES,
MARIE ROUNDING,
MONIQUE HUTCHINS AND
BRUCE FRIESEN

Respondents

APPLICATION FOR ENFORCEMENT PROCEEDING
(Subsection 127(1) and Section 127.1 of the *Securities Act*, RSO 1990 c S.5)

A. OVERVIEW

1. This case centres on a registered investment fund manager and portfolio manager that transferred millions of dollars from the investment funds it managed to help sustain its own businesses. In doing so, the registrant acted primarily in its own best interest rather than in the best interests of the funds it managed.

2. Emerge Canada Inc. (**Emerge Canada** or the **Manager**) was the trustee and manager of, among others, six Emerge "ARK Funds" (the **Funds**) that were publicly traded on the former NEO Exchange between June 2019 and April 2023. Commencing almost immediately after the launch of the Funds, Emerge Canada caused the Funds to enter into a series of transactions involving transfers of money from the Funds' bank accounts to the bank accounts of Emerge Canada and its affiliate, Emerge US (defined below), which transfers were recorded as an amount owing back from Emerge Canada to the Funds (the **Receivable**). These transactions continued until December 2022, when Emerge Canada advised the Ontario Securities Commission (**Commission)** that its and the Funds' auditor had resigned, which prompted Commission inquiries about the Receivable. By December 2022, the Receivable had grown to nearly $6 million, representing approximately 6.1% of the Funds' net asset value.

3. At the time the Funds were terminated (in December 2023) and Emerge Canada's registrations were suspended (in February 2024) pursuant to a May 2023 Director's decision that found Emerge Canada to be capital deficient, nearly $4.7 million remained outstanding and owing to the Funds by Emerge Canada.

I. Emerge Canada's Unlawful Conduct Causes Investor Harm

4. Compliance with Ontario securities laws is critical for all investment fund and portfolio managers to ensure robust investor protection from unfair or improper practices and to foster confidence in the capital markets. Specifically, adherence to rules prohibiting self-dealing and requiring proper internal compliance systems, adequate financial records and conflict mitigation is fundamental to fostering fair markets and investor protection. Fund managers must ensure full compliance with these rules in handling investor monies and operating funds, including by referring potential conflicts of interest (**COI**s) to an Independent Review Committee (**IRC**).

5. Emerge Canada did not refer the matter to the Funds' IRC before creating the Receivable, or for years thereafter while it grew the Receivable by taking more and more money from the Funds. When it finally referred the Receivable to the IRC, at the behest of the Funds' administrator, it purported to withdraw this referral after the IRC raised concerns.

6. Emerge Canada was prohibited from causing the Funds to lend money to itself and its affiliate. Emerge Canada used almost all of the Receivable to cover its own operating expenses, and those of its US affiliate. In doing so, Emerge Canada acted primarily in its own interest rather than those of the Funds, and failed to exercise the requisite degree of care, diligence and skill, contrary to ss. 116(a) and (b) of the *Securities Act*, RSO 1990, c. S.5, as amended (the **Act**).

7. In addition, Emerge Canada knowingly caused the Funds to make prohibited loans to Emerge Canada and its American associate, contrary to s. 13.5(2)(c) of National Instrument 31-103 – *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**). It further failed to maintain an adequate system of controls and supervision to ensure compliance with securities legislation, contrary to s. 32(2) of the Act and s. 11.1 of NI 31-103. Emerge Canada also failed to keep track of all the transactions related to the Receivable, and thereby failed to prepare and maintain proper books and records as required under s. 19(1) of the Act and s. 11.5 of NI 31-103.

8. As officers and directors of Emerge Canada, Lisa Lake Langley (**Langley**) and Desmond Alvares (**Alvares**) authorized, permitted or acquiesced in the breaches of Ontario securities law by Emerge Canada and are therefore liable for Emerge

Canada's breaches pursuant to s. 129.2 of the Act. In addition, Langley failed to meet her obligations under ss. 5.1 and 5.2 of NI 31-103 as Chief Compliance Officer (**CCO**) and Ultimate Designated Person (**UDP**) of Emerge Canada.

II. Emerge IRC's Inadequate Response to Emerge Canada's Conflict

9. An investment fund IRC must properly review a fund manager's proposed handling of potential COIs faced by a fund manager in the operation of an investment fund. Every member of an IRC owes a fiduciary duty to the investment fund and, in discharging their duties, must exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

10. In this case, the Receivable was referred to the IRC for the Funds (the **Emerge IRC**) in October 2021 when it totaled less than $1 million. Over the following approximately five months, the Emerge IRC made repeated inquiries soliciting additional information from Emerge Canada about the Receivable, and identified a number of COI issues that arose as a result of the Receivable. However, the Emerge IRC failed to provide its recommendation on the Receivable, as required under ss. 4.1(1) and 5.3(1)(a) of National Instrument 81-107 – *Independent Review Committee for Investment Funds* (**NI 81-107**), including whether Emerge Canada's handling of the Receivable achieved a fair and reasonable result for the Funds. The Emerge IRC further failed to include a description of the Receivable and the Emerge IRC's activities regarding same in its next Annual Report to the Funds' unitholders, as required under s. 4.4(1) of NI 81-107. Instead, and despite persisting concerns about the Receivable and Emerge Canada's explanations of same, the Emerge IRC treated the matter as resolved after a March 2022 promise from the Manager to stop growing the Receivable and repay the full amount owing by year-end 2022.

11. The Emerge IRC members also breached their duties under s. 3.9 of NI 81-107 by failing to take any of the numerous courses of action available to the Emerge IRC members to address their concerns about the Receivable, including: (i) communicating with the Commission; (ii) disclosing the COI issues arising from the Receivable to unitholders; (iii) keeping the matter open and continuing to make inquiries of the Manager after March 2022 to ensure that it had, in fact, wound up the Receivable; (iv) seeking independent legal counsel about their duties and obligations in the circumstances; or (v) resigning. By December 2022, the Receivable had grown to approximately $6 million. Through their inaction, the Emerge IRC members failed to act in the Funds' best interests or exercise the requisite degree of care, diligence and skill.

B. GROUNDS

The Commission makes the following allegations of fact:

I. Emerge Canada Inc. and the Emerge Funds

12. Emerge Canada was, until February 12, 2024, registered under the Act as an investment fund manager (**IFM**), portfolio manager (**PM**) and exempt market dealer (**EMD**). Between 2019 and 2023, it offered two brands of funds which were listed on the then-called NEO Exchange (together, the **Emerge Funds**):

    i. The Funds, comprised of six ARK ETFs and matching mutual funds. The first five ETFs launched in June 2019, and the sixth and final one was launched in March 2021. The Funds thematically held securities in the technology industry, with a stated focus on innovative and disruptive technologies.

    ii. The "EMPWR Funds", comprised of five EMPWR ETFs and matching mutual funds, all of which launched in August 2022. The EMPWR Funds offered portfolios with a focus on environmental, social and governance (ESG) strategies, as well as investments by women-led investment managers.

13. Between 2019 and 2023, Emerge Canada earned approximately $5.1 million in management fees for its management of the Funds.

14. Langley is the sole shareholder, the Chief Executive Officer and a director of Emerge Canada. She was registered in Ontario as, among other things, the CCO and UDP of Emerge Canada. Langley is also the founder, CEO, President and majority voting shareholder of Emerge Capital Management Inc. (**Emerge US**), sub-advisor to Emerge Canada with respect to the Emerge Funds.

15. Alvares is the Chief Financial Officer (**CFO**) and a director of Emerge Canada.

II. The Receivable Owing from Emerge Canada to the Funds it Managed

16. Between July 30, 2019 and December 9, 2022, Emerge Canada caused the Funds to transfer money to Emerge Canada and Emerge US in amounts that exceeded the total amounts of the Emerge Canada management fees earned and proper Funds operating expenses incurred by Emerge Canada. Emerge Canada ceased taking money from the Funds after the Commission began making inquiries in December 2022. Emerge Canada recorded these transactions as part of the Receivable owing by the Manager to the Funds.

17. Each of the Funds' financial statements disclosed a "Receivable from the Manager" which grew from $486,442 at the year ended December 31, 2019 to $2,539,235 at the period ended June 30, 2022 (the last public financial statements disclosed prior to the November 2022 auditor's resignation, described below). Emerge Canada subsequently disclosed to the Commission that the Receivable had grown to $5,908,205 in December 2022. A significant portion of this amount was transferred to Emerge US, and Emerge US had a corresponding receivable owing back to Emerge Canada (the **Emerge US Receivable**). By late 2022, the Emerge US Receivable had grown to over $4.5 million.

18. Emerge Canada used most of the Receivable to fund its and Emerge US's operations and/or pay their creditors. Between 2019 and 2022, neither Emerge Canada nor Emerge US earned sufficient revenue to cover all its expenses, including creditor payments, without the money they received from the Funds. Among other things, the Funds' money was used to make payments towards: (i) startup costs of the Emerge Funds that are to be borne by the Manager; (ii) marketing and promotional expenses for the Emerge Funds that are to be borne by the Manager; and (iii) Emerge US third-party debts.

19. Emerge Canada needed the Emerge US Receivable to be paid in full before it would have been able to repay the Receivable to the Funds. However, Emerge Canada knew or ought to have known that Emerge US was not likely to be able to repay the money.

20. The Funds generally did not perform well enough to give rise to a large enough management fee to cover the Receivable. When, in or around late 2021, the management fees were sufficient to cover most or all of the outstanding Receivable, Emerge Canada failed to repay the Receivable. Instead, Emerge Canada expanded operations by launching new funds. In particular, the Receivable's significant growth in 2022 coincided with the launch of the EMPWR Funds.

III. The Emerge IRC's Review of the Receivable

21. As required by NI 81-107, the Emerge IRC was established to deal with COIs which arose in the management of the Emerge Funds. At all material times, Marie Rounding (**Rounding**), Bruce Friesen (**Friesen**) and Monique Hutchins (**Hutchins**) were the sole three members of the Emerge IRC. Rounding was also the Chair of the Emerge IRC.

22. In or around October 2021, at the Funds' administrator's request, Emerge Canada brought a COI referral to the Emerge IRC with respect to the Receivable. Among other things, according to the Manager's reports to the Emerge IRC (i) the amount due from Emerge Canada to the Funds had been first established in 2019, (ii) the total amount due to the Funds as at October 2021 was nearly $1 million, and (iii) the full amount would be paid by the end of 2021. Although the Manager's explanations of the Receivable were not entirely clear to the Emerge IRC, the Manager explained that it had "absorbed" certain fund expenses by allocating the amount of certain expenses as the Receivable owing from the Manager to the Funds. The Manager advised it would reimburse the Funds for such expenses over time either directly or by setting off the expense amounts against the management fees owed by the Funds to the Manager.

23. The Emerge IRC immediately began requesting additional information from the Manager and identified a number of potential COI matters related to the Receivable. The Emerge IRC, through its appointed secretariat, also delivered memoranda to the Manager outlining its concerns with respect to the Receivable.

24. Although it provided answers to some of the Emerge IRC's inquiries, the Manager advised that it did not accept the Emerge IRC's characterization of the issues. Beginning January 2022 and in contrast to its initial communications calling the matter a "Conflict of Interest Referral" and "conflict referral" to the IRC, the Manager took the position that the Receivable was not a COI and that it had brought this topic to the Emerge IRC's attention "for informational purposes" only.

25. On January 6, 2022, the Emerge IRC convened a meeting with the Manager to discuss the Receivable. At the January 6, 2022 meeting, the Emerge IRC reiterated its concerns with respect to the Receivable, including: (i) indications that the Manager had borrowed certain start-up costs (which are Manager expenses) from the Funds; (ii) the 2.5% interest rate on the Receivable that had been determined by the Manager (which the Manager agreed was not "best practice") may be below market; and (iii) the Manager's use of the word "absorbed" appeared to be different from the understanding of the word "absorbed" by most investors. These potential COIs had initially occurred in 2019 and had persisted through to date.

26. Following the January 6, 2022 meeting, the Emerge IRC sent the Manager a number of follow-up questions about the issues raised by the Receivable and as discussed at the meeting. The Emerge IRC did not receive a response to these inquiries until March 4, 2022.

27. On March 4, 2022, the Manager advised the Emerge IRC, among other things, that: (i) the Manager did not view its expenses "absorption" practice to be a COI; and yet (ii) the Manager had ceased the practice and would pay all outstanding Receivable amounts by the end of calendar 2022.

28. At the next regularly-scheduled Emerge IRC meeting, held on March 25, 2022, the Manager advised that it had only made "limited" progress paying down the Receivable as promised, yet was incurring additional operating costs to launch a new series of funds.

29. In its March 25, 2022 Annual Report of the Independent Review Committee of the Emerge Canada Group of Funds for the "Reporting Period" of January 1, 2021 to December 31, 2021 (the **March 2022 Annual Report**), the Emerge IRC reported that "There were no referrals considered by the IRC during the Reporting Period." The Emerge IRC made no disclosure of the October 2021 Receivable referral or its discussions with the Manager about same.

30. The Emerge IRC conducted no further follow up after March 2022 to ensure that the Manager had, in fact, ceased growing and was repaying the Receivable. By December 2022, the Receivable had grown to nearly $6 million.

31. Each of the Emerge IRC members resigned effective June 30, 2023.

IV. Emerge Canada is Wound Down Pursuant to a Director's Decision

32. On December 7, 2022, counsel to Emerge Canada contacted the Commission to advise that the auditor of the Manager and Emerge Funds had resigned in November 2022. The Commission immediately made inquiries of the Manager and the Emerge Funds.

33. On January 11, 2023, the Commission delivered a Letter of Brief Reasons recommending that Emerge Canada's registrations be suspended for its failure to comply with the minimum working capital requirements in s. 12.1 of NI 31-103. Emerge Canada disputed the recommendation and requested an opportunity to be heard (OTBH). This commenced a months-long process culminating in the Director Decision (defined and described below).

34. In the meantime, Emerge Canada was unable to retain a replacement auditor and failed to file audited annual financial statements and management report of fund performance for fiscal 2022. Accordingly, the Emerge Funds were cease-traded by the Commission on April 6, 2023.

35. A decision of Commission Director dated May 10, 2023 (the **Director Decision**) found that the Emerge US Receivable was not "readily convertible to cash" and, therefore, could not be included as a current asset in the calculation of Emerge Canada's working capital. As a result, Emerge Canada was working capital deficient in September 2022 and had likely been working capital deficient prior to September 30, 2022. The Commission Director ordered that Emerge Canada's registrations as IFM, PM and EMD were to be suspended, with interim terms and conditions imposed on its registrations restricting its conduct to activities necessary for an orderly wind-down of its business.

36. NEO Exchange (now called Cboe) de-listed the Emerge Funds on October 23, 2023, and unitholders were paid out in December 2023. Despite repeated promises to repay the Receivable to the Funds, Emerge Canada failed to do so before it was wound down. At the time the Funds were terminated, a total of $4,694.813.49 remained outstanding and owing to the Funds. Emerge Canada has made no payments towards the Receivable since the Funds' termination and that total amount remains outstanding and owing. Emerge Canada has been silent on whether it intends to pay interest on the outstanding Receivable accruing since the termination of the Funds at the same 2.5% rate as before the Funds' termination (or otherwise).

37. Emerge Canada's registration suspensions came into effect on February 12, 2024, following Emerge Canada's wind-down of its business as a registered firm pursuant to the Director Decision.

V. Emerge Canada's Breaches of Duty to Investors

38. Emerge Canada was the IFM for the Funds. As IFM, Emerge Canada had duties pursuant to s. 116 of the Act to: (a) exercise its powers and discharge the duties of its offices honestly, in good faith and in the best interests of the Funds, and (b) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances.

39. Emerge Canada failed to act honestly, in good faith and in the best interests of the Funds and/or did not act with the degree of care, diligence and skill of a reasonably prudent person in the circumstances, contrary to s. 116 of the Act in that it, among other things:

    i. caused the Funds to make a series of prohibited loans and used the money from the Funds to pay Emerge Canada and Emerge US expenses;

    ii. failed to adequately respond to its COI by failing to refer the Receivable to the Emerge IRC prior to October 2021, purporting to withdraw the October 2021 referral after the Emerge IRC expressed concerns about the Receivable, and making misleading and inaccurate statements to the Emerge IRC;

iii. failed to repay the Receivable when it had the opportunity to do so, and instead expanded operations by launching new funds despite not being able to afford to do so without relying on money from the Funds; and

iv. failed to keep proper books and records of the Receivable.

VI. Emerge Canada's Prohibited Loans

40. Emerge Canada was PM of the Funds. As PM, Emerge Canada was a "responsible person" within the meaning of NI 31-103. Pursuant to s. 13.5(2)(c) of NI 31-103, Emerge Canada was prohibited from causing the Funds to provide a loan to it or to any of its associates.

41. Between July 30, 2019 and December 9, 2022, Emerge Canada breached s. 13.5(2)(c) of NI 31-103 by knowingly causing the Funds to provide a series of loans to it and its associate, Emerge US, which loans were accumulated and recorded as a single Receivable owing back to the Funds by the Manager. Emerge Canada and Emerge US spent most of the Receivable on their own expenses as described above.

VII. Emerge Canada's Failure to Adequately Address its Conflict of Interest

42. Sections 5.1(1) and 5.3(1) of NI 81-107 require COI matters, which include a situation where a reasonable person would consider a manager to have an interest that may conflict with the manager's ability to act in good faith and the best interests of the fund, to be referred to the fund's IRC for its review before the manager takes any action in the matter.

43. In addition, the Policies and Procedures for Emerge Canada Conflict of Interest Matters (the **COIM Manual**) required Emerge Canada to refer conflict of interest matters to the Emerge IRC, particularly in the event that, as here, the CCO (*i.e.*, Langley) was in a potentially conflicted situation.

44. As described above, Emerge Canada did not refer the Receivable matter to the Emerge IRC in 2019 prior to when it established and began growing the Receivable, even though the Receivable was a COI matter for Emerge Canada. As a COI, the Receivable necessitated a referral to the Emerge IRC and a recommendation by the Emerge IRC. It was not until October 2021, at the insistence of the Funds' administrator, that Emerge Canada referred the COI matter to the Emerge IRC. However, after referring the matter to the Emerge IRC, Emerge Canada (i) purported to withdraw this referral after the Emerge IRC raised concerns and (ii) made representations to the Emerge IRC that were inaccurate and misleading with respect to, among other things, the nature of the Receivable and likelihood of repayment.

45. Then, in March 2022, after months of discussions with the Emerge IRC, Emerge Canada advised the Emerge IRC, among other things, that it had ceased the practice underlying the Receivable and would pay all outstanding Receivable amounts by the end of calendar 2022. Contrary to this representation, Emerge Canada continued to grow the Receivable throughout 2022 to its largest amount by a significant margin.

46. Accordingly, Emerge Canada breached its obligations under the COIM Manual and ss. 5.1(1) and 5.3(1) of NI 81-107 to refer a COI matter to the Emerge IRC *before* taking any action in the matter.

47. Emerge Canada also breached its obligation as a registered firm to establish, maintain and apply a system of adequate internal controls and supervision to ensure compliance with securities laws and to manage the risks associated with its business in accordance with prudent business practices. Although Emerge Canada had policies and procedures pertaining to conflicts of interest matters such as the Receivable – namely, the COIM Manual – Emerge Canada failed to implement and follow its own policies and procedures.

48. Emerge Canada's failure to have an adequate system of controls and supervision breached s. 32(2) of the Act and s. 11.1 of NI 31-103.

VIII. Emerge Canada's Failure to Keep Adequate Books and Records

49. Emerge Canada was obligated to keep or cause to be kept appropriate books and records with respect to (among other things) business transactions and financial affairs, including as it relates to the Receivable owing to the Funds. Emerge Canada failed to meet its books and record keeping obligations in the following ways:

i. Emerge Canada's books and records do not contain sufficient detail to identify how Emerge Canada spent the Funds' money;

ii. Emerge Canada's books and records do not identify which Manager expenses were allocated to which Funds or how such allocations were determined;

iii. Emerge Canada's books and records do not always match Emerge US's, and cash transfers between the two entities are sometimes recorded differently in the different entities' financial records; and

iv. Emerge Canada's books and records fail to document all compensation arrangements and incentive practices for Langley.

50. Emerge Canada's failure to maintain adequate books and records breached s. 19(1) of the Act and s. 11.5 of NI 31-103.

IX. Langley's Breaches of Duties and Obligations as Registrant

51. Langley was the UDP of Emerge Canada at all material times. As Emerge's UDP, pursuant to s. 5.1 of NI 31-103, Langley had an obligation to supervise the activities of Emerge Canada that were directed towards ensuring compliance with securities legislation by Emerge Canada and individuals acting on its behalf and to promote compliance by Emerge Canada and the individuals acting on its behalf with securities legislation.

52. As a result of the conduct referred to above, Langley breached her obligations as UDP of Emerge Canada pursuant to s. 5.1 of NI 31-103.

53. Langley was also the CCO of Emerge Canada. As Emerge's CCO, pursuant to s. 5.2 of NI 31-103, Langley had monitoring and reporting obligations in connection with assessing and ensuring Emerge Canada's compliance with securities legislation.

54. As a result of the conduct referred to above, Langley breached her obligations as the CCO of Emerge Canada pursuant to s. 5.2 of NI 31-103.

X. Authorizing, Permitting, or Acquiescing in Breaches of Ontario Securities Law

55. Langley and Alvares, as directors and officers of Emerge Canada, authorized, permitted or acquiesced in the conduct by Emerge Canada described above. As a result, Langley and Alvares are deemed not to have complied with Ontario securities law pursuant to s. 129.2 of the Act.

XI. Emerge IRC's Failure to Deliver its Recommendation

56. Subsection 4.1(1) of NI 81-107 requires an IRC to review and provide its decision on a COI matter that the manager refers to it for review under s. 5.3. Consistent with this obligation, para 4 of the Written Charter of the Independent Review Committee Emerge Canada Prospectus Qualified Mutual Funds, adopted on May 15, 2019 as amended (the **Charter**), states that the Emerge IRC "shall as soon as practicable", among other things, consider and provide a recommendation on any COI matter referred to it by the Manager.

57. Under ss. 4.1 and 5.3(1)(a) of NI 81-107, the Emerge IRC had an obligation to provide a positive or negative recommendation as to whether, in the IRC's opinion after reasonable inquiry, the Manager's proposed action achieved a fair and reasonable result for the Funds.

58. As described above, the Receivable was referred as a COI matter to the Emerge IRC in October 2021. However, and despite initially treating the matter as a referral by making inquiries of the Manager and convening a meeting to discuss the Receivable, the Emerge IRC failed to provide a written recommendation as required under securities law and its Charter.

XII. Emerge IRC's Failure to Disclose the Receivable COI Referral in its Annual Report

59. Pursuant to s. 4.4(1) of NI 81-107, an IRC must prepare, for each financial year, a report to the securityholders "that describes the independent review committee and its activities for the financial year" including but not limited to, (g) "a description of each instance when the manager acted in a conflict of interest matter referred to the independent review committee for which the independent review committee did not give a positive recommendation". Paragraph 15 of the Charter also required the Emerge IRC to prepare an annual report to securityholders in accordance with s. 4.4(1) of NI 81-107.

60. The Receivable was a COI referred to the Emerge IRC in October 2021 for which the Emerge IRC did not give a positive recommendation. However, the Emerge IRC made no disclosure of the Receivable referral or otherwise disclose its activities in response to the Receivable in its next annual report to securityholders (the March 2022 Annual Report).

XIII. Emerge IRC's Breaches of Duties to Investors

61. Subsection 3.9(1) of NI 81-107 requires every member of an IRC, in exercising his or her powers and discharging his or her duties related to the investment fund, to (a) act honestly and in good faith, with a view to the best interests of the investment fund; and (b) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Paragraph 19 of the Charter also imposed these same duties on the Emerge IRC.

62. The Emerge IRC members failed to act honestly, in good faith and in the best interests of the Funds and/or did not act with the degree of care, diligence and skill of a reasonably prudent person in the circumstances, contrary to s. 3.9(1) of NI 81-107 in that they:

i. failed to report the Receivable and the Emerge IRC's questions and concerns regarding same to the Commission, as permitted under s. 3.11(3) of NI 81-107;

ii. ultimately accepted Emerge Canada's assertions that it had brought the Receivable to the IRC's attention for "informational purposes" only, despite (a) initially treating the matter as a COI referral, and (b) the Emerge IRC's opinion that this was a COI matter that fell within its mandate;

iii. failed to (a) deliver a recommendation with respect to the Receivable, or (b) disclose the Receivable referral in its March 2022 Annual Report, or (c) otherwise disclose the Receivable so that the Funds' unitholders had an opportunity to make an informed decision with respect to same;

iv. treated the matter as closed after Emerge Canada's March 2022 promise to cease the practice underlying the Receivable and pay it back before year-end, and failed to follow-up further on the matter after March 2022 despite (a) their unresolved concerns about the Receivable and the Manager's conduct, (b) that almost immediately after making the promise, Emerge Canada advised that it had only made "limited" progress paying down the Receivable as promised, yet was incurring additional operating costs to launch a new series of funds, and (c) in 2022 the Emerge IRC members themselves experienced delay in payments being made to them, and the Emerge IRC's secretariat, by the Manager;

v. failed to seek or obtain independent legal advice about their duties and obligations in the circumstances in accordance with s. 3.11(1)(b) of NI 81-107; and

vi. failed to resign after the Manager's conduct frustrated the Emerge IRC's ability to properly review and/or respond to the COI matter, which resignations and the reasons for same the Manager would have been required to report to the Commission under s. 3.10(4) of NI 81-107.

C. BREACHES AND CONDUCT CONTRARY TO THE PUBLIC INTEREST

63. The Commission alleges the following breaches of Ontario securities law and conduct contrary to the public interest:

i. Emerge Canada, as IFM, failed to act honestly, in good faith and in the best interests of the Funds, and/or failed to exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in the circumstances, contrary to s. 116 of the Act;

ii. Emerge Canada, as PM, knowingly caused an investment portfolio managed by it (*i.e.*, the Funds) to provide a guarantee or loan to a responsible person or an associate of a responsible person (*i.e.*, Emerge Canada and Emerge US), contrary to s. 13.5(2)(c) of NI 31-103;

iii. Emerge Canada failed to comply with its obligations respecting conflicts of interest contrary to ss. 5.1(1) and 5.3(1) of NI 81-107;

iv. Emerge Canada failed to establish, maintain and apply policies and procedures that establish an adequate system of controls and supervision, contrary to s. 32(2) of the Act and s. 11.1 of NI 31-103;

v. Emerge Canada failed to keep and maintain books, records and other documents as required under Ontario securities law, contrary to s. 19(1) of the Act and s. 11.5 of NI 31-103;

vi. Langley, as UDP, breached the duties prescribed by s. 5.1 of NI 31-103, including promoting compliance with securities legislation;

vii. Langley, as CCO, breached the duties prescribed by s. 5.2 of NI 31-103, including monitoring and assessing compliance with securities legislation;

viii. Langley and Alvares, as directors and officers of Emerge Canada, authorized, permitted or acquiesced in Emerge Canada's breaches of the obligations and duties above and are therefore liable for these breaches pursuant to s. 129.2 of the Act;

ix. Rounding, Friesen and Hutchins, as Emerge IRC members, failed to provide a recommendation as required by ss. 4.1(1) and 5.3(1)(a) of NI 81-107;

x. Rounding, Friesen and Hutchins, as Emerge IRC members, failed to disclose the Receivable referral in the March 2022 Annual Report, contrary to s. 4.4(1) of NI 81-107;

xi. Rounding, Friesen and Hutchins, as Emerge IRC members, failed to act honestly, in good faith and in the best interests of the Funds, and/or failed to exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in the circumstances, contrary to s. 3.9(1) of NI 81-107; and

xii. The Respondents engaged in conduct that is contrary to the public interest.

64. These allegations may be amended, and further and other allegations may be added as counsel may advise, and the Capital Markets Tribunal (the **Tribunal**) may permit.

D. ORDERS SOUGHT

65. The Commission requests that the Tribunal make the following orders as against each of the Respondents:

i. that they cease trading in any securities or derivatives permanently or for such period as is specified by the Tribunal, pursuant to paragraph 2 of s. 127(1) of the Act;

ii. that they be prohibited from acquiring any securities permanently or for such period as is specified by the Tribunal, pursuant to paragraph 2.1 of s. 127(1) of the Act;

iii. that any exemptions contained in Ontario securities law do not apply to them permanently or for such period as is specified by the Tribunal, pursuant to paragraph 3 of s. 127(1) of the Act;

iv. that they be reprimanded, pursuant to paragraph 6 of s. 127(1) of the Act;

v. that they resign any position they may hold as a director or officer of any issuer, pursuant to paragraph 7 of s. 127(1) of the Act;

vi. that they be prohibited from becoming or acting as a director or officer of any issuer permanently or for such period as is specified by the Tribunal, pursuant to paragraph 8 of s. 127(1) of the Act;

vii. that they resign any position they may hold as a director or officer of any registrant, pursuant to paragraph 8.1 of s. 127(1) of the Act;

viii. that they be prohibited from becoming or acting as a director or officer of any registrant permanently or for such period as is specified by the Tribunal, pursuant to paragraph 8.2 of s. 127(1) of the Act;

ix. that they be prohibited from becoming or acting as a registrant or promoter permanently or for such period as is specified by the Tribunal, pursuant to paragraph 8.5 of s. 127(1) of the Act;

x. that they pay an administrative penalty of not more than $1 million for each failure to comply with Ontario securities law, pursuant to paragraph 9 of s. 127(1) of the Act;

xi. that they disgorge to the Commission any amounts obtained as a result of non-compliance with Ontario securities law, pursuant to paragraph 10 of s. 127(1) of the Act;

xii. that they pay costs of the investigation and the hearing, pursuant to s. 127.1 of the Act; and/or

xiii. such other order as the Tribunal considers appropriate in the public interest.

DATED this 6th day of March, 2025

ONTARIO SECURITIES COMMISSION
20 Queen Street West, 22nd Floor
Toronto, ON M5H 3S8

Khrystina McMillan
Senior Litigation Counsel
kmcmillan@osc.gov.on.ca
Tel: 416-543-4271

A.2
Other Notices

A.2.1 Phemex Limited and Phemex Technology Pte. Ltd.

FOR IMMEDIATE RELEASE
March 5, 2025

PHEMEX LIMITED AND
PHEMEX TECHNOLOGY PTE. LTD.,
File No. 2023-22

TORONTO – The Tribunal issued an Order in the above-named matter.

A copy of the Order dated March 5, 2025 is available at capitalmarketstribunal.ca.

Registrar, Governance & Tribunal Secretariat
Ontario Securities Commission

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media_inquiries@osc.gov.on.ca

For General Inquiries:

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inquiries@osc.gov.on.ca

A.2.2 Oasis World Trading Inc. et al.

FOR IMMEDIATE RELEASE
March 6, 2025

OASIS WORLD TRADING INC.,
ZHEN (STEVEN) PANG, AND
RIKESH MODI,
File No. 2023-38

TORONTO – Additional merits hearing dates are scheduled for May 26, 28 and 29, 2025 in the above-named matter.

The merits hearing shall commence on May 6, 2025 at 10:00 a.m. and continue on May 7, 8, 9, 12, 13, 14, 15, 26, 28, 29 and on June 2, 3, 4, 5, 6, 9, 10 and 11, 2025, at 10:00 a.m. on each day.

The hearing will be held at the offices of the Tribunal at 20 Queen Street West, 17th floor, Toronto.

Members of the public may observe the hearing by videoconference, by selecting the "View by Zoom" link on the Tribunal's hearing schedule, at capitalmarketstribunal.ca/en/hearing-schedule.

Registrar, Governance & Tribunal Secretariat
Ontario Securities Commission

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inquiries@osc.gov.on.ca

A.2.3 Ontario Securities Commission et al.

FOR IMMEDIATE RELEASE
March 7, 2025

ONTARIO SECURITIES COMMISSION AND
XT.COM EXCHANGE AND
BZ LIMITED,
File No. 2025-2

TORONTO – The Tribunal issued its Reasons and Decision and an Order in the above-named matter.

A copy of the Application for Enforcement Proceeding dated January 20, 2025, Reasons and Decision dated March 6, 2025 and Order dated March 6, 2025 are available at capitalmarketstribunal.ca.

Registrar, Governance & Tribunal Secretariat
Ontario Securities Commission

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inquiries@osc.gov.on.ca

A.2.4 Ontario Securities Commission et al.

FOR IMMEDIATE RELEASE
March 7, 2025

ONTARIO SECURITIES COMMISSION AND
COINEX GLOBAL LIMITED,
a company with its main address in Hong Kong,
COINEX GLOBAL LIMITED,
a Canadian company,
COINEX GLOBAL LIMITED,
an Estonian company,
VINO GLOBAL LIMITED AND
HAIPO YANG,
File No. 2025-3

TORONTO – The Tribunal issued its Reasons and Decision and an Order in the above-named matter.

A copy of the Application for Enforcement Proceeding dated January 20, 2025, Reasons and Decision dated March 6, 2025 and Order dated March 6, 2025 are available at capitalmarketstribunal.ca.

Registrar, Governance & Tribunal Secretariat
Ontario Securities Commission

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inquiries@osc.gov.on.ca

A.2.5 Ontario Securities Commission et al.

FOR IMMEDIATE RELEASE
March 10, 2025

ONTARIO SECURITIES COMMISSION AND
EMERGE CANADA INC.,
LISA LANGLEY,
DESMOND ALVARES,
MARIE ROUNDING,
MONIQUE HUTCHINS AND
BRUCE FRIESEN,
File No. 2025-7

TORONTO – The Tribunal issued a Notice of Hearing on March 10, 2025 setting the matter down to be heard on March 31, 2025 at 10:00 a.m. or as soon thereafter as the hearing can be held in the above-named matter.

A copy of the Notice of Hearing dated March 10, 2025 and the Application for Enforcement Proceeding dated March 6, 2025 are available at capitalmarketstribunal.ca.

Members of the public may observe the hearing by videoconference, by selecting the "Register to attend" link on the Tribunal's hearing schedule, at capitalmarketstribunal.ca/en/hearing-schedule.

Registrar, Governance & Tribunal Secretariat
Ontario Securities Commission

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A.3
Orders

A.3.1 Phemex Limited and Phemex Technology Pte. Ltd. – Rule 8(4) of the CMT Rules of Procedure

IN THE MATTER OF
PHEMEX LIMITED AND
PHEMEX TECHNOLOGY PTE. LTD.

File No. 2023-22

Adjudicators: Cathy Singer (chair of the panel)
Russell Juriansz
Mary Condon

March 5, 2025

ORDER
(Rule 8(4) of the *Capital Markets Tribunal Rules of Procedure*)

WHEREAS on March 3, 2025, the Capital Markets Tribunal held a hearing at 20 Queen Street West, 17th Floor, Toronto, Ontario, to consider a motion brought by the Ontario Securities Commission to strike certain portions of the Affidavit of Torik Xu affirmed February 19, 2025 (**Xu Affidavit**) and the written submissions of Phemex Limited and Phemex Technology Pte. Ltd. dated February 21, 2025, both filed in connection with the sanctions and costs hearing in this matter;

ON READING the materials filed by the parties and on hearing the submissions of the representatives for the Commission and for the respondents;

IT IS ORDERED, for reasons to follow, that:

1. the last sentence of paragraph 20 of the Xu Affidavit shall be struck;

2. the following shall be struck from Exhibit "A" to the Xu Affidavit:

    a. in the email from RH to AQ dated September 7, 2023:

        i. the last sentence of the fourth paragraph; and

        ii. the third, fourth and fifth sentences of the fifth paragraph;

3. the following shall be struck from Exhibit "B" to the Xu Affidavit:

    a. in the email from RH to AQ dated June 14, 2023, the third paragraph and all numbered bullets below;

    b. all of the email from RH to AQ dated January 24, 2024; and

    c. all of the email from RH to AQ dated February 8, 2024;

4. the last sentence of paragraph 33 of the respondents' submissions on sanctions and costs shall be struck;

5. the remaining relief requested by the Commission in its notice of motion is dismissed;

6. the respondents shall file revised versions of the Xu Affidavit and the respondents' submissions on sanctions and costs, in accordance with this order, by 4:30 p.m. on March 10, 2025; and

7. only the versions of the Xu Affidavit and the respondents' submissions on sanctions and costs, as revised in accordance with this order, shall be available to the public.

"Cathy Singer"

"Russell Juriansz"

"Mary Condon"

A.3.2 Ontario Securities Commission et al. – ss. 127(1), 127(4.0.2)

ONTARIO SECURITIES COMMISSION
(Applicant)

AND

XT.COM EXCHANGE AND
BZ LIMITED
(Respondents)

File No. 2025-02

Adjudicator: Andrea Burke

March 6, 2025

ORDER
(Subsections 127(1) and 127(4.0.2) of the *Securities Act*, RSO 1990, c S.5)

WHEREAS the Capital Markets Tribunal held a hearing in writing to consider an application brought by the Ontario Securities Commission for an order imposing sanctions against the respondents XT.com Exchange and BZ Limited, without giving the respondents an opportunity to be heard, pursuant to subsections 127(1) and 127(4.0.2) of the *Securities Act* (**Act**);

ON READING the materials filed by the Commission;

IT IS ORDERED THAT:

1. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities or derivatives by or of the respondents shall cease permanently, except for transactions to permit users of the online crypto asset trading platform operated by the respondents through their website, XT.com (**XT Platform**), to withdraw their assets in the possession or control of the respondents or third parties, and to close their accounts on the XT Platform;

2. pursuant to paragraph 2.1 of subsection 127(1) of the Act, the respondents are permanently prohibited from acquiring any securities, except for transactions to permit users of the XT Platform to withdraw their assets in the possession or control of the respondents or third parties, and to close their accounts on the XT Platform;

3. pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to the respondents permanently; and

4. pursuant to paragraph 8.5 of subsection 127(1) of the Act, the respondents are permanently prohibited from becoming or acting as an adviser or as an investment fund manager, except for those activities strictly necessary to enable users of the XT Platform to withdraw their assets in the possession or control of the respondents or third parties, and to close their accounts on the XT Platform.

“Andrea Burke”

ONTARIO SECURITIES COMMISSION

Applicant

AND

XT.COM EXCHANGE AND BZ LIMITED

Respondents

APPLICATION FOR ENFORCEMENT PROCEEDING
(Subsections 127(1) and 127(4.0.2) of the *Securities Act*, RSO 1990, c S.5)

A. OVERVIEW

1. The Applicant, the Ontario Securities Commission (the **Commission**), requests that the Capital Markets Tribunal (the **Tribunal**) make orders in the public interest against the Respondents without providing them an opportunity to be heard, reciprocating orders made by the Tribunal administratif des marchés financiers du Québec[1] (the **FMAT**).

2. The FMAT decided that the Respondents acted as securities dealers and distributed securities, contrary to the prospectus and registration requirements under Québec securities legislation, through operating an online crypto asset trading platform through their website, XT.com (the **XT Platform**), which is accessible from Canada. Accordingly, it imposed sanctions on them for their breaches of Québec securities legislation.

3. The XT Platform facilitates transactions relating to crypto assets, including buying and selling contractual rights to crypto assets. The XT Platform is subject to Ontario securities law, including the registration and prospectus requirements under the Ontario *Securities Act*[2] (the **Act**), which serve as important safeguards for investors. The requested orders are necessary to restrain potential future misconduct by the Respondents that exposes Ontario investors to unacceptable risks and creates an uneven playing field within the crypto asset trading platform sector.[3]

B. GROUNDS

The FMAT Proceeding and Decision

4. On September 20, 2023, the FMAT released its written decision, following three days of virtual hearings held on July 24, 25 and 28, 2023 (the **Decision**). The Respondents did not contest the enforcement application of the Québec Autorité des marchés financiers, despite the Respondents having been duly notified of the originating pleading, in accordance with the special notification methods authorized by the FMAT. At the hearing on July 24, 2023, Hongyu Liu (**Liu**), acting as translator for Tim Ma (**Ma**), stated that Ma represented XT Exchange and that the two individuals attended the hearing as observers. Ma and Liu did not attend the hearings held on July 25 and 28, 2023. No officer or lawyer appeared on behalf of BZ Limited, which did not provide a valid reason for its absence.

5. The FMAT held that some of the products and services that the Respondents offer on the XT Platform are investment contract securities, and that the Respondents, among other contraventions of Québec securities legislation, acted as securities dealers without registration and distributed securities without a prospectus, in each case, without an applicable exemption.

The FMAT's Orders

6. The sanctions the FMAT imposed on the Respondents in the Decision include the following:

   (a) that they pay an administrative penalty of $2 million, jointly and severally, for having breached Québec securities legislation;

   (b) that any exemptions available under Québec securities legislation cease to apply to them;

   (c) that they be banned from carrying on any business for the purpose of trading in securities, except for activities strictly necessary to enable users of the XT Platform to withdraw their assets and close their accounts there; and

1 In English, the Québec Financial Markets Administrative Tribunal.
2 RSO 1990, c S.5.
3 Several online crypto asset trading platforms are duly registered in Ontario. The Canadian Securities Administrators, of which the Commission is a member, maintains a list of "Crypto Trading Platforms Authorized to Do Business with Canadians" on its website.

(d) that they be banned from carrying on the business of securities adviser or acting as an investment fund manager, except for activities strictly necessary to enable users of the XT Platform to withdraw their assets and close their accounts there.

The FMAT's Findings

7. The Commission relies on the following findings of fact made by the FMAT:

The Respondents

(a) XT.com Exchange is a company or group of companies having an establishment in the Republic of the Seychelles (also doing business as "XT Exchange" and "XT.com") (collectively, **XT Exchange**).

(b) BZ Limited is a legal entity incorporated under the laws of the Hong Kong Special Administrative Region of the People's Republic of China, which owns and operates XT Exchange.

The XT Platform

(c) The products and services offered through the XT Platform include the following:

(i) Contracts representing contractual rights attached to a crypto asset or a value-referenced crypto asset (**Crypto Asset Contracts**);

(ii) Non-fungible token (**NFT**) contracts, which allow investors to acquire contractual rights to multiple non-fungible tokens, such as virtual artworks (**NFT Contracts**);

(iii) Products referred to in the Decision as "USDT-M Futures" and "Coin-M Futures" that have an indefinite (or "perpetual") term (collectively, **Crypto Futures Contracts**). These are contracts involving two parties, which create obligations and payment rights based on the value of an underlying interest. The Crypto Futures Contracts do not have a fixed expiry date or volume and can be leveraged. Investors who purchase Crypto Futures Contracts do not have to take delivery of the crypto assets that represent the underlying interest;

(iv) Performance programs, which allow investors to deposit crypto assets into an account accessible through the XT Platform to generate financial returns (**Savings Programs**); and

(v) Investment programs linked to proof-of-stake blockchain validation mechanisms (**Staking Programs**). Savings Programs and Staking Programs differ in the type of crypto assets available and the lockout period during which crypto assets cannot be removed.

(d) Users of the XT Platform can obtain Crypto Asset Contracts in at least four ways, using crypto assets or fiat currency (**fiat**), including:

(i) through depositing crypto assets;

(ii) by using the "P2P Trading" service, which is a peer-to-peer market that allows investors to trade rights in crypto assets with each other;

(iii) by using the services of third parties identified on the XT Platform to make the required payments to acquire rights to crypto assets; and

(iv) by using the "Trading" service, which allows exchanging contractual rights on crypto assets that investors have acquired to acquire contractual rights on other crypto assets.

(e) Users of the XT Platform can expect to make a profit from the increase in the value of the products and the returns resulting from the use of the services acquired by the investors. For instance, investors can sell NFT Contracts on the XT Platform at a profit or make a profit through the use of the "NFT Staking" service, which allows investors to earn rewards and other profits from their NFT Contracts. The XT Platform promotes expectations of profits for Savings and Staking Programs, with advertised annual returns for XT Flexible and Fixed Savings Programs of up to 15% and 180%, respectively, and estimated returns of 9.144% for PoS Staking and 7,448.97% for New Coin Staking investments.

(f) The Respondents maintain custody of the crypto assets over which investors hold contractual rights on the XT Platform. Since the subjects do not immediately deliver the crypto assets, investors do not obtain possession of the crypto assets deposited or traded on the XT Platform.

(g) The Respondents are responsible for using the crypto assets over which investors have contractual rights to generate the represented returns.

(h) The Respondents are also responsible for the following efforts in relation to the XT Platform:

(i) the creation, development and establishment of the XT Platform, as well as its design, management and updating;

(ii) the creation and management of the products and services offered;

(iii) the offer to generate passive profits online;

(iv) the promotion of the products and services offered;

(v) the acceptance and execution of transactions through the XT Platform;

(vi) the selection of suppliers of services and equipment; and

(vii) the management of the Respondents' human resources.

(i) The Crypto Asset Contracts, NFT Contracts, Savings Programs and Staking Programs constiute investment contract securities. The Crypto Futures Contracts constitute contracts for difference.

(j) The Respondents acted as intermediaries between sellers and purchasers of securities and derivatives.

(k) The Respondents charge investors various fees when they trade on the XT Platform, which generally take the form of commissions.

(l) The Respondents carried on trading activity on a repetitive, regular and continuous basis with Québec and Canadian investors.

(m) The XT Platform, has had more than 3 million registered users globally, including 300,000 active monthly users, and has supported more than 500 tokens and 800 trading pairs.

Jurisdiction of the Tribunal

8. The FMAT, which is a "securities regulatory authority of another province or territory in Canada", as defined in subsection 127(10) of the Act, issued orders imposing sanctions on the Respondents. Pursuant to paragraph 2 of subsection 127(4.0.2) of the Act, the Tribunal may make any of the orders described in paragraphs 1 to 8.5 of subsection 127(1) of the Act against the Respondents without giving the Respondents an opportunity to be heard.

9. Each of the Crypto Asset Contracts, NFT Contracts, Crypto Futures Contracts, Savings Programs and Staking Programs offered by the Respondents on the XT Platform is a security under the Act.

C. ORDER SOUGHT

The Commission requests that the Tribunal make the following orders:

(a) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities or derivatives by or of the Respondents shall cease permanently, except for transactions to permit users of the XT Platform to withdraw their assets in the possession or control of the Respondents or third parties, and to close their accounts on the XT Platform;

(b) pursuant to paragraph 2.1 of subsection 127(1) of the Act, the Respondents are permanently prohibited from acquiring any securities, except for transactions to permit users of the XT Platform to withdraw their assets in the possession or control of the Respondents or third parties, and to close their accounts on the XT Platform;

(c) pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to the Respondents permanently;

(d) pursuant to paragraph 8.5 of subsection 127(1) of the Act, the Respondents are permanently prohibited from becoming or acting as an adviser or as an investment fund manager, except for those activities strictly necessary to enable users of the XT Platform to withdraw their assets in the possession or control of the Respondents or third parties, and to close their accounts on the XT Platform; and

(e) such other order or orders as the Tribunal considers appropriate.

January 20, 2025

ONTARIO SECURITIES COMMISSION
20 Queen Street West, 22nd Floor
Toronto, ON
M5H 3S8

Sean Grouhi
Litigation Counsel
Enforcement Division
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A.3.3 Ontario Securities Commission et al. – ss. 127(1), 127(4.0.2)

ONTARIO SECURITIES COMMISSION
(Applicant)

AND

COINEX GLOBAL LIMITED,
a company with its main address in Hong Kong,
COINEX GLOBAL LIMITED,
a Canadian company,
COINEX GLOBAL LIMITED, an Estonian company,
VINO GLOBAL LIMITED AND
HAIPO YANG
(Respondents)

File No. 2025-03

Adjudicator: Andrea Burke

March 6, 2025

ORDER
(Subsections 127(1) and 127(4.0.2) of the *Securities Act*, RSO 1990, c S.5)

WHEREAS the Capital Markets Tribunal held a hearing in writing to consider an application brought by the Ontario Securities Commission for an order imposing sanctions against the respondents CoinEx Global Limited, a company with its main address in Hong Kong (**CoinEx**), CoinEx Global Limited, a Canadian company (**CoinEx Canada**), CoinEx Global Limited, an Estonian company (**CoinEx Estonia**), Vino Global Limited and Haipo Yang, without giving the respondents an opportunity to be heard, pursuant to subsections 127(1) and 127(4.0.2) of the *Securities Act* (**Act**);

ON READING the materials filed by the Commission;

IT IS ORDERED THAT:

1. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities or derivatives by or of the respondents shall cease permanently, except for transactions to permit users of the online crypto asset trading platform operated by the respondents through their website, CoinEx.com (**CoinEx Platform**) to withdraw their assets in the possession or control of the respondents or third parties, and to close their accounts on the CoinEx Platform;

2. pursuant to paragraph 2.1 of subsection 127(1) of the Act, the respondents are permanently prohibited from acquiring any securities, except for transactions to permit users of the CoinEx Platform to withdraw their assets in the possession or control of the respondents or third parties, and to close their accounts on the CoinEx Platform;

3. pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to the respondents permanently;

4. pursuant to paragraph 8.5 of subsection 127(1) of the Act, the respondents are permanently prohibited from becoming or acting as an adviser or as an investment fund manager, except for activities strictly necessary to enable users of the CoinEx Platform to withdraw their assets in the possession or control of the respondents or third parties, and to close their accounts on the CoinEx Platform;

5. pursuant to paragraphs 7, 8.1 and 8.3 of subsection 127(1) of the Act, Yang must resign from any position that Yang holds as a director or officer of an issuer or registrant; and

6. pursuant to paragraphs 8, 8.2 and 8.4 of subsection 127(1) of the Act, Yang is prohibited from acting as a director or officer of any issuer or registrant until November 14, 2028.

“Andrea Burke”

ONTARIO SECURITIES COMMISSION

Applicant

AND

COINEX GLOBAL LIMITED,
a company with its main address in Hong Kong,
COINEX GLOBAL LIMITED,
a Canadian company,
COINEX GLOBAL LIMITED,
an Estonian company,
VINO GLOBAL LIMITED AND
HAIPO YANG

Respondents

APPLICATION FOR ENFORCEMENT PROCEEDING
(Subsections 127(1) and 127(4.0.2) of the *Securities Act*, RSO 1990, c S.5)

A. OVERVIEW

1. The Applicant, the Ontario Securities Commission (the **Commission**), requests that the Capital Markets Tribunal (the **Tribunal**) make orders in the public interest against the Respondents without providing them an opportunity to be heard, reciprocating orders made by the Tribunal administratif des marchés financiers du Québec[1] (the **FMAT**).

2. The FMAT decided that the Respondents acted as securities dealers and distributed securities, contrary to the prospectus and registration requirements under Québec securities legislation, through operating an online crypto asset trading platform through their website, CoinEx.com (the **CoinEx Platform**), which is accessible from Canada. Accordingly, it imposed sanctions on them for their breaches of Québec securities legislation.

3. The CoinEx Platform facilitates transactions relating to crypto assets, including buying and selling contractual rights to crypto assets. The CoinEx Platform is subject to Ontario securities law, including the registration and prospectus requirements under the Ontario *Securities Act*[2] (the **Act**), which serve as important safeguards for investors. The requested orders are necessary to restrain potential future misconduct by the Respondents that exposes Ontario investors to unacceptable risks and creates an uneven playing field within the crypto asset trading platform sector.[3]

B. GROUNDS

The FMAT Proceeding and Decision

4. On November 14, 2023, the FMAT released its written decision, following three days of virtual hearings held on October 24, 25 and 27, 2023 (the **Decision**). The Respondents did not participate in the hearings and did not provide a valid reason for their absence, despite having been duly notified of the originating pleading and the hearing dates.

5. The FMAT held that some of the products and services that the Respondents offer on the CoinEx Platform are investment contract securities, and that the Respondents, among other contraventions of Québec securities legislation, acted as securities dealers without registration and distributed securities without a prospectus, in each case, without an applicable exemption.

The FMAT's Orders

6. The sanctions the FMAT imposed on the Respondents in the Decision include the following:

   (a) with respect to the companies CoinEx Global Limited and Vino Global Limited:

      (i) that they pay an administrative penalty of $2 million, jointly and severally, for having breached Québec securities legislation;

      (ii) that any exemptions available under Québec securities legislation cease to apply to them;

1 In English, the Québec Financial Markets Administrative Tribunal.
2 RSO 1990, c S.5.
3 Several online crypto asset trading platforms are duly registered in Ontario. The Canadian Securities Administrators, of which the Commission is a member, maintains a list of "Crypto Trading Platforms Authorized to Do Business with Canadians" on its website.

(iii) that they be banned from carrying on any business for the purpose of trading in securities, except for activities strictly necessary to enable users of the CoinEx Platform to withdraw their assets and close their accounts there; and

(iv) that they be banned from carrying on the business of securities adviser or acting as investment fund manager, except for activities strictly necessary to enable users of the CoinEx Platform to withdraw their assets and close their accounts there; and

(b) with respect to the individual Haipo Yang:

(i) that he pay an administrative penalty of $300,000 for having breached Québec securities legislation;

(ii) that any exemptions available under Québec securities legislation cease to apply to him;

(iii) that he be banned from carrying on any business for the purpose of trading in securities, except for activities strictly necessary to enable users of the CoinEx Platform to withdraw their assets and close their accounts there; and

(iv) that he be banned from carrying on the business of securities adviser or acting as investment fund manager, except for activities strictly necessary to enable users of the CoinEx Platform to withdraw their assets and close their accounts there; and

(v) that he be banned from acting as a director or officer of an issuer, dealer, adviser or investment fund manager for a period of five years.

The FMAT's Findings

7. The Commission relies on the following findings of fact made by the FMAT:

The Respondents

(a) CoinEx Global Limited, a company or group of companies having an establishment in Hong Kong, also doing business as "CoinEx" and "CoinEx.com" (referred to in the Decision as **CoinEx**);

(b) CoinEx Global Limited, a legal entity incorporated under the *Canada Business Corporations Act*, having its head office in Markham, Ontario (referred to in the Decision as **CoinEx Canada**); and

(c) CoinEx Global Limited, a legal entity registered under the laws of the Republic of Estonia (referred to in the Decision as **CoinEx Estonia**).

(d) Vino Global Limited (referred to in the Decision as **Vino Global**), a legal entity incorporated under the laws of the State of Colorado, United States of America.

(e) Haipo Yang (referred to in the Decision as **Yang**), an individual with a Canadian address in Markham, Ontario which is the same as that of the head office of CoinEx Canada. Yang is not a Canadian citizen or permanent resident. Yang is the main architect of the international corporate "ecosystem" in which CoinEx, CoinEx Canada, CoinEx Estonia and Vino Global operate. Yang is the founder of CoinEx, the sole member of the board of directors of CoinEx Canada, the sole member of the board of directors, sole shareholder and ultimate declared beneficiary of CoinEx Estonia, and the declared incorporator of Vino Global.

The CoinEx Platform

(f) The products and services offered through the CoinEx Platform include the following:

(i) Contracts representing contractual rights attached to a crypto asset or a value-referenced crypto asset (**Crypto Asset Contracts**);

(ii) Products referred to in the Decision as "USDT-M Futures Contracts" (also referred to as "Linear Contracts") and "Coin-M Futures Contracts" (also referred to as "Inverse Contracts") (collectively, **Crypto Futures Contracts**). These are contracts involving two parties, which create obligations and payment rights based on the value of an underlying interest. The Crypto Futures Contracts do not have a pre-set expiry date or settlement date and can be bought on margin to create leverage. Investors who purchase Crypto Futures Contracts do not have to take delivery of the crypto assets that represent the underlying interest;

(iii) Performance programs, which allow investors to deposit crypto assets into an account accessible through the CoinEx Platform to generate financial returns (**Financial Accounts**); and

(iv) "Automated Market Making" programs, in which investors act as market makers and share a portion of the fees collected on the CoinEx Platform from investors engaged in crypto asset trading activities using the CoinEx Platform's "Automated Market Maker" service (**Automated Market Making**).

(g) Users of the CoinEx Platform can obtain Crypto Asset Contracts by depositing crypto assets or fiat currency into an account accessible through the CoinEx Platform. Users can then use Crypto Asset Contracts to obtain other Crypto Asset Contracts, enter into Crypto Futures Contracts, or invest in Financial Accounts and Automated Market Making. The investor can then expect to make a profit from the increase in the value of the products and the sharing of returns resulting from the use of the services acquired by the investors.

(h) The Respondents maintain custody of the crypto assets over which investors hold contractual rights on the CoinEx Platform. Since the Respondents do not immediately deliver the crypto assets, investors do not obtain possession of the crypto assets deposited or traded on the CoinEx Platform.

(i) The Respondents are responsible for using the crypto assets over which investors have contractual rights to generate the represented returns.

(j) The Respondents are also responsible for the following efforts in relation to the CoinEx Platform:

(i) the creation, development and establishment of the CoinEx Platform, as well as its design, management and updating;

(ii) the creation and management of the products and services offered;

(iii) the offer to generate passive profits online;

(iv) the promotion of the products and services offered;

(v) the acceptance and execution of transactions through the CoinEx Platform;

(vi) the selection of suppliers of services and equipment; and

(vii) the management of the Respondents' human resources.

(k) The Crypto Asset Contracts, Financial Accounts and Automated Market Making constitute investment contract securities. The Crypto Futures Contracts are equivalent to contracts for difference.

(l) The Respondents acted as intermediaries between sellers and purchasers of securities and derivatives.

(m) The Respondents charge investors various fees when they trade on the CoinEx Platform.

(n) The Respondents engaged in the business of trading in securities and derivatives on a repetitive, regular and continuous basis with Québec and Canadian investors.

(o) The CoinEx Platform has supported 638 crypto assets and 1,045 "Markets", and has had a daily trading volume of US$399.32 million and a monthly trading volume of US$15.70 billion, as of February 6, 2023.

(p) In correspondence to the Alberta Securities Commission in spring 2022, the Respondents claimed that they had more than 38,000 Canadian clients who deposited an average of US$1,779.50, for a total value of approximately US$67,663,708.

Jurisdiction of the Tribunal

8. The FMAT, which is a "securities regulatory authority of another province or territory in Canada", as defined in subsection 127(10) of the Act, issued orders imposing sanctions on the Respondents. Pursuant to paragraph 2 of subsection 127(4.0.2) of the Act, the Tribunal may make any of the orders described in paragraphs 1 to 8.5 of subsection 127(1) of the Act against the Respondents without giving the Respondents an opportunity to be heard.

9. Each of the Crypto Asset Contracts, Crypto Futures Contracts, Financial Accounts and Automated Market Making offered by the Respondents on the CoinEx Platform is a security under the Act.

C. ORDER SOUGHT

The Commission requests that the Tribunal make the following orders:

(a) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities or derivatives by the Respondents shall cease permanently, except for transactions to permit users of the CoinEx Platform to withdraw their assets in the possession or control of the Respondents or third parties, and to close their accounts on the CoinEx Platform;

(b) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities or derivatives of CoinEx, CoinEx Canada, CoinEx Estonia and Vino Global shall cease permanently, except for transactions to permit users of the CoinEx Platform to withdraw their assets in the possession or control of the Respondents or third parties, and to close their accounts on the CoinEx Platform;

(c) pursuant to paragraph 2.1 of subsection 127(1) of the Act, the Respondents are permanently prohibited from acquiring any securities, except for transactions to permit users of the CoinEx Platform to withdraw their assets in the possession or control of the Respondents or third parties, and to close their accounts on the CoinEx Platform;

(d) pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to the Respondents permanently;

(e) pursuant to paragraph 8.5 of subsection 127(1) of the Act, the Respondents are permanently prohibited from becoming or acting as an adviser or as an investment fund manager, except for activities strictly necessary to enable users of the CoinEx Platform to withdraw their assets in the possession or control of the Respondents or third parties, and to close their accounts on the CoinEx Platform;

(f) pursuant to paragraphs 7, 8.1 and 8.3 of subsection 127(1) of the Act, Yang must resign from any position that Yang holds as a director or officer of an issuer or registrant;

(g) pursuant to paragraphs 8, 8.2 and 8.4 of subsection 127(1) of the Act, Yang is prohibited from acting as a director or officer of any issuer or registrant until November 14, 2028; and

(h) such other order or orders as the Tribunal considers appropriate.

January 20, 2025

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A.4
Reasons and Decisions

A.4.1 Ontario Securities Commission et al. – ss. 127(1), 127(4.0.2)

Citation: *Ontario Securities Commission v XT.com*, 2025 ONCMT 2
Date: 2025-03-06
File No. 2025-02

ONTARIO SECURITIES COMMISSION
(Applicant)

AND

XT.COM EXCHANGE AND BZ LIMITED
(Respondents)

REASONS AND DECISION
(Subsections 127(1) and 127(4.0.2) of the *Securities Act*, RSO 1990, c S.5)

Adjudicator:	Andrea Burke
Hearing:	In writing; final written submissions received January 20, 2025
Appearances:	Sean Grouhi For the Ontario Securities Commission
	Application brought without notice to, and no one appearing for the respondents, XT.com Exchange and BZ Limited

REASONS FOR DECISION

1. OVERVIEW

[1] The Ontario Securities Commission seeks inter-jurisdictional enforcement orders against the respondents, XT.com Exchange and BZ Limited, reciprocating orders made by the Québec Financial Markets Administrative Tribunal (or Tribunal administratif des marchés financiers du Québec) (**FMAT**) in a decision issued on September 20, 2023 (**Decision**).[1]

[2] The Commission brings this application without notice to the respondents under ss. 127(1) and 127(4.0.2) of the Ontario *Securities Act* (***Act***).[2] The Commission filed this application at the same time as a similar application involving other respondents with similar facts bearing Tribunal file number 2025-03. A separate decision was issued for that application.

[3] I find that it is in the public interest to make the orders requested by the Commission, imposing non-monetary sanctions similar to those in the Decision that restrict the respondents' future participation in the capital markets of Ontario.

2. BACKGROUND

[4] The FMAT found that:

a. XT.com Exchange is a company or group of companies established in the Republic of the Seychelles, that is owned and operated by BZ Limited, an entity incorporated under the laws of the Hong Kong Special Administrative Region of the People's Republic of China;[3]

b. the respondents offer various crypto asset-related products and programs by operating an online crypto asset trading platform through their website XT.com (the **XT Platform**);[4]

1 *Autorité des marchés financiers v XT.com Exchange (XT Exchange et XT.com)*, 2023 QCTMF 62 (**Decision**)
2 RSO 1990, c S.5 (***Act***)
3 Decision at paras 4, 6-9
4 Decision at paras 14-18, 51

c. applying the criteria for an "investment contract" security established by the Supreme Court of Canada in *Pacific Coast Coin Exchange v Ontario Securities Commission*[5] to the relevant facts, a number of these products and programs are investment contract securities under Québec securities legislation;[6]

d. based on the relevant facts and their characteristics, the crypto futures contracts offered by the respondents are "contracts for difference" and derivatives under Québec securities legislation;[7]

e. applying the factors for determining whether a person is acting as a dealer set out in Companion Policy 31-103CP *Registration Requirements, Exemptions and Ongoing Registrant Obligations* to the relevant facts, the respondents acted as securities and derivatives dealers without being registered in any capacity, contrary to Québec securities legislation;[8] and

f. the respondents distributed securities without having filed a receipted prospectus and without an applicable exemption, contrary to Québec securities legislation.[9]

[5] The FMAT imposed sanctions on all of the respondents that included the following orders (paraphrased below):[10]

a. that they pay an administrative penalty of $2 million, jointly and severally;

b. pursuant to s. 264 of the Québec *Securities Act* (**QSA**), denying them the benefit of any exemptions available under the QSA;

c. pursuant to s. 265 of the QSA, prohibiting them from engaging in any activity, directly or indirectly, in respect of a transaction involving securities except for transactions to enable users of the XT Platform to withdraw their assets in the possession or control of the respondents or third parties and to close their accounts there; and

d. pursuant to s. 266 of the QSA, prohibiting them from engaging in the business of securities adviser or acting as an investment fund manager, except for those activities strictly necessary to enable users of the XT Platform to withdraw their assets in the possession or control of the respondents or third parties and to close their accounts there.

3. ANALYSIS

3.1 Statutory Framework

[6] The Commission brings this application under ss. 127(1) and 127(4.0.2) of the *Act*. Subsection 127(4.0.2) was added to the *Act* as part of various amendments on December 4, 2023, that repealed and replaced s. 127(10), the prior provision that permitted the Tribunal to make inter-jurisdictional enforcement orders under s. 127(1) after giving the respondents an opportunity to be heard.[11]

[7] Subsection 127(4.0.2) provides that where a person or company is subject to a prior order of a specified list of securities regulators, the Tribunal may now make various orders listed in s. 127(1) without giving the person or company that is the subject to the order an opportunity to be heard. The addition of s. 127(4.0.2) was part of a number of other amendments that were clearly intended to streamline the process for the recognition by the Tribunal of orders and settlements made by other securities regulators, self-regulatory organizations, and exchanges, as well as for making orders in the public interest in circumstances where a person or company has been convicted by a court of offences relating to securities or derivatives.[12]

3.2 Precondition in s. 127(4.0.2) is met

[8] In this case, the precondition in paragraph 2 of s. 127(4.0.2) of the *Act* for making the requested orders under s. 127(1) without giving the respondents an opportunity to be heard is clearly met. The respondents are subject to prior orders "imposing sanctions, conditions, restrictions or requirements" made by the FMAT, which is a "securities regulatory authority of another province or territory in Canada" as that term is defined in s. 127(10) of the *Act*. Further, s. 127(4.0.4) authorizes such orders even where, as is the case here, the prior order of a securities regulator predates the December

5 1977 CanLII 37 (SCC), [1978] 2 SCR 112 at 127–128
6 Decision at paras 48-137
7 Decision at paras 156-199
8 Decision at paras 210-252
9 Decision at paras 138-155
10 Decision at para 333
11 Bill 146, *An Act to implement Budget measures and to enact and amend various statutes,* 1st Sess, 43rd Leg, Ontario, 2023 (assented to 4 December 2023), SO 2023, c 21, Schedule 10 (**Bill 146**)
12 Bill 146; Explanatory note concerning Bill 146 at p ii; "Bill 146, An Act to implement Budget measures and to enact and amend various statutes", Second Reading, Ontario, Legislative Assembly, *Official Report of Debates (Hansard),* 43-1, No 108 (14 November 2023) at 6023 (Rick Byers); "Bill 146, An Act to implement Budget measures and to enact and amend various statutes", Third Reading, Ontario, Legislative Assembly, *Official Report of Debates (Hansard),* 43-1, No 116B (28 November 2023) at 6708 (Rick Byers)

4, 2023 amendments to the *Act*. I am also satisfied that in these circumstances, including given the nature of the requested orders and the fact that the respondents did not participate in the hearing before the FMAT despite being properly notified of the proceeding,[13] it is appropriate to decide this application without giving the respondents an opportunity to be heard.

3.3 It is in the public interest to grant the requested orders

[9] Having found that the precondition in s. 127(4.0.2) is met, I now turn to consider whether it is appropriate to exercise the Tribunal's public interest jurisdiction to make the requested orders pursuant to s. 127(1). This public interest jurisdiction is informed by the purposes of the *Act* which include the protection of investors and fostering confidence in the capital markets.[14] Orders made under s. 127(1) are protective and preventative and are made to restrain future conduct that is likely to be prejudicial to the public interest in fair and efficient capital markets.[15] I must decide whether sanctions are necessary to protect the public interest in Ontario and then consider what the appropriate sanctions should be.[16]

[10] The guidance from past inter-jurisdictional enforcement decisions of the Tribunal brought pursuant to the former s. 127(10) is equally applicable to inter-jurisdictional enforcement applications brought under s. 127(4.0.2). I accept that I should not look behind or attempt to second-guess the findings made by the FMAT.[17] I also accept that while it is a factor to be considered, a connection to Ontario is not a prerequisite to the Tribunal making a s. 127(1) order.[18] In this case, I note that the XT Platform was accessible throughout Canada.[19]

[11] Given the factual findings of the FMAT, I conclude that had the respondents engaged in the same conduct in Ontario, it would have constituted a breach of the registration and prospectus requirements under ss. 25(1) and 53(1) of the *Act*. I am therefore satisfied that it is in the public interest to make orders against the respondents under s. 127(1).[20]

[12] In deciding the appropriate terms of such orders, I have considered the various sanctioning factors that the FMAT considered in its decision as well as the FMAT's factual findings regarding those sanctioning factors. Like the FMAT, I have also considered the importance of general and specific deterrence.[21] The sanctioning factors that the FMAT considered are the same or similar to the factors that the Tribunal has referred to in other cases when making orders in the public interest under s. 127(1). The FMAT found:

a. the misconduct was serious;[22]

b. the respondents were experienced in financial markets;[23]

c. the misconduct was recurrent and ongoing since 2018;[24]

d. the respondents' operations are extensive, international and involve millions of investors;[25]

e. the respondents chose not to comply with applicable securities legislation, which was an aggravating factor;[26]

f. the respondents failed to acknowledge the breaches or their seriousness, did not cooperate with the Québec Autorité des marchés financiers (the regulator), and continued to breach Québec securities laws even after the proceedings before the FMAT had been commenced;[27] and

g. there were no mitigating factors.[28]

[13] I note that the FMAT invoked two prior decisions of this Tribunal that feature similar facts in holding that in the circumstances permanent market participation prohibitions were appropriate.[29]

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13 Decision at paras 24-26, 272
14 *Act*, s 1.1
15 *Aitkens (Re)*, 2022 ONCM 22 (***Aitkens***) at para 37, citing *Committee for Equal Treatment of Asbestos Minority Shareholders v Ontario (Securities Commission)*, 2001 SCC 37 at paras 42-43
16 *Aitkens* at para 38; *JV Raleigh Superior Holdings Inc (Re),* 2013 ONSEC 18 (***JV Raleigh***) at para 16
17 *Black (Re)*, 2014 ONSEC 16 at paras 24 and 34; *Aitkens* at para 38; *JV Raleigh* at para 16
18 *Cook (Re)*, 2018 ONSEC 6 at para 9; *Hable (Re)*, 2018 ONSEC 11 at para 8, citing *Biller (Re)* at paras 32-35
19 Decision at para 226
20 *JV Raleigh* at para 16; *Rustulka (Re),* 2023 ONCMT 37 at para 20
21 Decision at paras 263-275
22 Decision at paras 276, 278
23 Decision at para 283
24 Decision at paras 279-282
25 Decision at paras 280-283
26 Decision at para 284
27 Decision at paras 285-286
28 Decision at para 287
29 Decision at paras 289-295, referring to *Mek Global Limited (Re)*, 2022 ONCMT 15 at paras 5, 133 and *Polo Digital Assets, Ltd (Re)*, 2022 ONCMT 32 at paras 6, 151

[14] While not necessarily a requirement, the proposed orders sought by the Commission align with the non-monetary sanctions ordered by the FMAT, to the extent possible under the *Act*.

4. CONCLUSION

[15] For the reasons set out above, I find that it is in the public interest to permanently limit the respondents' future participation in Ontario's capital markets in order to restrain potential future misconduct by them that could harm Ontario investors and in order to maintain the integrity of Ontario's capital markets. I therefore order the sanctions requested by the Commission, as follows:

a. pursuant to paragraph 2 of s. 127(1) of the *Act*, trading in any securities or derivatives by or of the respondents shall cease permanently, except for transactions to permit users of the XT Platform to withdraw their assets in the possession or control of the respondents or third parties, and to close their accounts on the XT Platform;

b. pursuant to paragraph 2.1 of s. 127(1) of the *Act*, the respondents are permanently prohibited from acquiring any securities, except for transactions to permit users of the XT Platform to withdraw their assets in the possession or control of the respondents or third parties, and to close their accounts on the XT Platform;

c. pursuant to paragraph 3 of s. 127(1) of the *Act*, any exemptions contained in Ontario securities law do not apply to the respondents permanently; and

d. pursuant to paragraph 8.5 of s. 127(1) of the *Act*, the respondents are permanently prohibited from becoming or acting as an adviser or as an investment fund manager, except for those activities strictly necessary to enable users of the XT Platform to withdraw their assets in the possession or control of the respondents or third parties, and to close their accounts on the XT Platform.

Dated at Toronto this 6th day of March, 2025

"Andrea Burke"

A.4.2 Ontario Securities Commission et al. – ss. 127(1), 127(4.0.2)

Citation: *Ontario Securites Commission v CoinEx Global Limited*, 2025 ONCMT 3
Date: 2025-03-06
File No. 2025-03

ONTARIO SECURITIES COMMISSION
(Applicant)

AND

COINEX GLOBAL LIMITED,
a company with its main address in Hong Kong,
COINEX GLOBAL LIMITED,
a Canadian company,
COINEX GLOBAL LIMITED,
an Estonian company,
VINO GLOBAL LIMITED AND
HAIPO YANG
(Respondents)

REASONS AND DECISION
(Subsections 127(1) and 127(4.0.2) of the *Securities Act*, RSO 1990, c S.5)

Adjudicator:	Andrea Burke
Hearing:	In writing; final written submissions received January 20, 2025
Appearances:	Sean Grouhi For the Ontario Securities Commission
	Application brought without notice to, and no one appearing for the respondents, CoinEx Global Limited, a company with its main address in Hong Kong, CoinEx Global Limited, a Canadian company, CoinEx Global Limited, an Estonian company, Vino Global Limited and Haipo Yang

REASONS FOR DECISION

1. OVERVIEW

[1] The Ontario Securities Commission seeks inter-jurisdictional enforcement orders against the respondents, reciprocating orders made by the Québec Financial Markets Administrative Tribunal (or Tribunal administrative des marchés financiers du Québec) (**FMAT**) in a decision issued on November 14, 2023 (**Decision**).[1]

[2] The Commission brings this application without notice to the respondents under ss. 127(1) and 127(4.0.2) of the Ontario *Securities Act* (***Act***).[2] The Commission filed this application at the same time as a similar application involving other respondents with similar facts bearing Tribunal file number 2025-02. A separate decision was issued for that application.

[3] I find that it is in the public interest to make the orders requested by the Commission, imposing non-monetary sanctions similar to those in the Decision that restrict the respondents' future participation in the capital markets of Ontario.

2. BACKGROUND

[4] The FMAT found that:

a. CoinEx Global Limited (**CoinEx**) is a company or group of companies with an address in Hong Kong. CoinEx Global Limited (**CoinEx Canada**) is a Canadian corporation with a head office in Ontario. CoinEx Global Limited (**CoinEx Estonia**) is an Estonian corporation and Vino Global Limited is a corporation incorporated in Colorado. These companies are indistinct from one another and in effect act as one and the same person;[3]

b. Haipo Yang is an individual with an address in Markham, Ontario who has claimed to reside in Markham, Ontario, despite being neither a Canadian citizen nor a permanent resident. He is the founder of CoinEx, the

1 *Autorité des marchés financiers v CoinEx Global Limited*, 2023 QCTMF 75 (**Decision**)
2 RSO 1990, c S.5 (***Act***)
3 Decision at paras 9, 11, 13, 15 and 16

sole director of CoinEx Canada, the sole member of the board of directors, shareholder and declared beneficiary of CoinEx Estonia, and the incorporator of Vino Global;[4]

c. the respondents offer to the public various crypto asset-related products and programs by operating an online crypto asset trading platform through their website CoinEx.com (the **CoinEx Platform**);[5]

d. applying the criteria for an "investment contract" security established by the Supreme Court of Canada in *Pacific Coast Coin Exchange v Ontario Securities Commission*[6] to the relevant facts, a number of these products and programs are investment contract securities under Québec securities legislation;[7]

e. based on the relevant facts and their characteristics, the crypto futures contracts offered by the respondents are "contracts for difference" and derivatives under Québec securities legislation;[8]

f. applying the factors for determining whether a person is acting as a dealer set out in Companion Policy 31-103CP *Registration Requirements, Exemptions and Ongoing Registrant Obligations* to the relevant facts, the respondents acted as securities and derivatives dealers without being registered in any capacity, contrary to Québec securities legislation;[9] and

g. the respondents distributed securities without having filed a receipted prospectus and without an applicable exemption, contrary to Québec securities legislation.[10]

[5] The FMAT imposed sanctions on all of the respondents that included the following orders (paraphrased below):[11]

a. pursuant to s. 264 of the Québec *Securities Act* (**QSA**), denying them the benefit of any exemptions available under the QSA;

b. pursuant to s. 265 of the QSA, prohibiting them from engaging in any activity, directly or indirectly, in respect of a transaction involving securities except for transactions to enable users of the CoinEx Platform to withdraw their assets in the possession or control of the respondents or third parties and to close their accounts there; and

c. pursuant to s. 266 of the QSA, prohibiting them from engaging in the business of securities adviser or acting as an investment fund manager, except for those activities strictly necessary to enable users of the CoinEx Platform to withdraw their assets in the possession or control of the respondents or third parties and to close their accounts there.

[6] In addition, FMAT ordered that:[12]

a. the corporate respondents pay an administrative penalty of $2 million, jointly and severally;

b. Yang pay an administrative penalty of $300,000; and

c. pursuant to s. 273.3 of the QSA, Yang be prohibited from acting as a director or officer of an issuer, dealer, advisor and investment fund manager for a period of 5 years, which was the maximum period that could be ordered under the QSA.

3. ANALYSIS

3.1 Statutory Framework

[7] The Commission brings this application under ss. 127(1) and 127(4.0.2) of the *Act*. Subsection 127(4.0.2) was added to the *Act* as part of various amendments on December 4, 2023, that repealed and replaced s. 127(10), the prior provision that permitted the Tribunal to make inter-jurisdictional enforcement orders under s. 127(1) after giving the respondents an opportunity to be heard.[13]

4 Decision at paras 10-11 and 44
5 Decision at paras 19-23
6 1977 CanLII 37 (SCC), [1978] 2 SCR 112, at 127–128
7 Decision at paras 48-136
8 Decision at paras 151-184
9 Decision at paras 195-231
10 Decision at paras 137-150
11 Decision at para 321
12 Decision at para 321
13 Bill 146, *An Act to implement Budget measures and to enact and amend various statutes,* 1st Sess, 43rd Leg, Ontario, 2023 (assented to 4 December 2023), SO 2023, c 21, Schedule 10 (**Bill 146**)

[8] Subsection 127(4.0.2) provides that where a person or company is subject to a prior order of a specified list of securities regulators, the Tribunal may now make various orders listed in s. 127(1) without giving the person or company that is the subject to the order an opportunity to be heard. The addition of s. 127(4.0.2) was part of a number of other amendments that were clearly intended to streamline the process for the recognition by the Tribunal of orders and settlements made by other securities regulators, self-regulatory organizations, and exchanges, as well as for making orders in the public interest in circumstances where a person or company has been convicted by a court of offences relating to securities or derivatives.[14]

3.2 Precondition in s. 127(4.0.2) is met

[9] In this case, the precondition in paragraph 2 of s. 127(4.0.2) of the *Act* for making the requested orders under s. 127(1) without giving the respondents an opportunity to be heard is clearly met. The respondents are subject to prior orders "imposing sanctions, conditions, restrictions or requirements" made by the FMAT, which is a "securities regulatory authority of another province or territory in Canada" as that term is defined in s. 127(10) of the *Act*. Further, s. 127(4.0.4) authorizes such orders even where, as is the case here, the prior order of a securities regulator predates the December 4, 2023 amendments to the *Act*. I am also satisfied that in these circumstances, including given the nature of the requested orders and the fact that the respondents did not participate in the hearing before the FMAT despite being properly notified of the proceeding,[15] it is appropriate to decide this application without giving the respondents an opportunity to be heard.

3.3 It is in the public interest to grant the requested orders

[10] Having found that the precondition in s. 127(4.0.2) is met, I now turn to consider whether it is appropriate to exercise the Tribunal's public interest jurisdiction to make the requested orders pursuant to s. 127(1). This public interest jurisdiction is informed by the purposes of the *Act* which include the protection of investors and fostering confidence in the capital markets.[16] Orders made under s. 127(1) are protective and preventative and are made to restrain future conduct that is likely to be prejudicial to the public interest in fair and efficient capital markets.[17] I must decide whether sanctions are necessary to protect the public interest in Ontario and then consider what the appropriate sanctions should be.[18]

[11] The guidance from past inter-jurisdictional enforcement decisions of the Tribunal brought pursuant to the former s. 127(10) is equally applicable to inter-jurisdictional enforcement applications brought under s. 127(4.0.2). I accept that I should not look behind or attempt to second-guess the findings made by the FMAT.[19] I also accept that while it is a factor to be considered, a connection to Ontario is not a prerequisite to the Tribunal making a s. 127(1) order.[20] In this case, I note that the CoinEx Platform was accessible throughout Canada and continues to be available to Canadians, with the exception of persons residing in Alberta.[21] I also note that CoinEx Canada is based in Ontario.[22]

[12] Given the factual findings of the FMAT, I conclude that had the respondents engaged in the same conduct in Ontario, it would have constituted a breach of the registration and prospectus requirements under ss. 25(1) and 53(1) of the *Act*. I am therefore satisfied that it is in the public interest to make orders against the respondents under s. 127(1).[23]

[13] In deciding the appropriate terms of such orders, I have considered the various sanctioning factors that the FMAT considered in its decision as well as the FMAT's factual findings regarding those sanctioning factors. Like the FMAT, I have also considered the importance of general and specific deterrence.[24] The sanctioning factors that the FMAT considered are the same or similar to the factors that the Tribunal has referred to in other cases when making orders in the public interest under s. 127(1). The FMAT found:

a. the misconduct was serious;[25]

b. the respondents were experienced in financial markets;[26]

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14 Bill 146; Explanatory note concerning Bill 146 at p ii; "Bill 146, An Act to implement Budget measures and to enact and amend various statutes", Second Reading, Ontario, Legislative Assembly, *Official Report of Debates (Hansard),* 43-1, No 108 (14 November 2023) at 6023 (Rick Byers); "Bill 146, An Act to implement Budget measures and to enact and amend various statutes", Third Reading, Ontario, Legislative Assembly, *Official Report of Debates (Hansard),* 43-1, No 116B (28 November 2023) at 6708 (Rick Byers)

15 Decision at paras 27-30, 257

16 *Act*, s 1.1

17 *Aitkens (Re)*, 2022 ONCM 22 (***Aitkens***) at para 37, citing *Committee for Equal Treatment of Asbestos Minority Shareholders v Ontario (Securities Commission*), 2001 SCC 37 at paras 42-43

18 *Aitkens* at para 38; *JV Raleigh Superior Holdings Inc (Re),* 2013 ONSEC 18 (***JV Raleigh***) at para 16

19 *Black (Re)*, 2014 ONSEC 16 at paras 24 and 34; *Aitkens* at para 38; *JV Raleigh* at para 16

20 *Cook (Re)*, 2018 ONSEC 6 at para 9; *Hable (Re)*, 2018 ONSEC 11 at para 8, citing *Biller (Re)* at paras 32-35

21 Decision at para 271

22 Decision at para 11

23 *JV Raleigh* at para 16; *Rustulka (Re),* 2023 ONCMT 37 at para 20

24 Decision at paras 242-259

25 Decision at paras 260-263

26 Decision at para 267

c. the misconduct has been recurrent and ongoing since 2018;[27]

d. the respondents' operations are extensive, international and involve monthly transaction volumes of billions of dollars and they have claimed to have more than 38,000 Canadian clients who deposited a total value of over USD $67 million;[28]

e. the respondents chose not to comply with applicable securities legislation, which was an aggravating factor;[29]

f. the respondents failed to acknowledge the breaches or their seriousness, did not cooperate with the Québec Autorité des marchés financiers (the regulator), and continued to breach Québec securities laws even after the proceedings before the FMAT had been commenced;[30] and

g. there were no mitigating factors.[31]

[14] I note that the FMAT invoked two prior decisions of this Tribunal that feature similar facts in holding that in the circumstances permanent market participation prohibitions were appropriate.[32]

[15] While not necessarily a requirement, the proposed orders sought by the Commission align with the non-monetary sanctions ordered by the FMAT, to the extent possible under the *Act*.

4. CONCLUSION

[16] For the reasons set out above, I find that it is in the public interest to permanently limit the respondents' future participation in Ontario's capital markets in order to restrain potential future as well as potentially ongoing misconduct by them that could harm Ontario investors and in order to maintain the integrity of Ontario's capital markets. I also find that it is in the public interest to prohibit Yang from acting as a director or officer of any issuer or registrant for the period remaining under the same prohibition ordered by the FMAT. I therefore order the sanctions requested by the Commission, as follows:

a. pursuant to paragraph 2 of s. 127(1) of the *Act*, trading in any securities or derivatives by or of the respondents shall cease permanently, except for transactions to permit users of the CoinEx Platform to withdraw their assets in the possession or control of the respondents or third parties, and to close their accounts on the CoinEx Platform;

b. pursuant to paragraph 2.1 of s. 127(1) of the *Act*, the respondents are permanently prohibited from acquiring any securities, except for transactions to permit users of the CoinEx Platform to withdraw their assets in the possession or control of the respondents or third parties, and to close their accounts on the CoinEx Platform;

c. pursuant to paragraph 3 of s. 127(1) of the *Act*, any exemptions contained in Ontario securities law do not apply to the respondents permanently;

d. pursuant to paragraph 8.5 of s. 127(1) of the *Act*, the respondents are permanently prohibited from becoming or acting as an adviser or as an investment fund manager, except for those activities strictly necessary to enable users of the CoinEx Platform to withdraw their assets in the possession or control of the respondents or third parties, and to close their accounts on the CoinEx Platform;

e. pursuant to paragraphs 7, 8.1 and 8.3 of subsection 127(1) of the *Act*, Yang must resign from any position that Yang holds as a director or officer of an issuer or registrant; and

f. pursuant to paragraphs 7, 8.2 and 8.4 of subsection 127(1) of the *Act*, Yang is prohibited from acting as a director or officer of any issuer or registrant until November 14, 2028.

Dated at Toronto this 6th day of March, 2025

"Andrea Burke"

27 Decision at paras 264-266
28 Decision at paras 265-268
29 Decision at paras 268, 270
30 Decision at paras 269-270
31 Decision at para 272
32 Decision at paras 276-282, referring to *Mek Global Limited (Re)*, 2022 ONCMT 15 at paras 5, 133 and *Polo Digital Assets, Ltd (Re)*, 2022 ONCMT 32 at paras 6, 151

B. Ontario Securities Commission

B.1
Notices

B.1.1 Notice of Coming into Force of Amendments to National Instrument 41-101 General Prospectus Requirements, National Instrument 81-101 Mutual Fund Prospectus Disclosure, National Instrument 81-106 Investment Fund Continuous Disclosure, and Local Amendments to OSC Rule 13-502 Fees – Notice of Correction

NOTICE OF CORRECTION

The notice was published on March 6, 2025, at (2025), 48 OSCB 1881.

In the third paragraph, the correct date is “October 8, 2024”, and reads in full “On October 8, 2024, the Ontario Securities Commission approved the Amendments and Policy Changes.”

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B.2
Orders

B.2.1 Investment Industry Regulatory Organization of Canada – s. 21.5(3) of the OSA and s. 20(3) of the CFA; and Canadian Investment Regulatory Organization – s. 21.5 of the OSA and s. 20 of the CFA

Headnote

Delegation of registration-related powers and duties to the Canadian Investment Regulatory Organization; delegation of registration functions for firms registered as investment dealers, mutual fund dealers, and futures commission merchants, and the registration and status of individuals who act on their behalf; delegation of powers and duties under sections 11.9 and 11.10 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations (NI 31-103); delegation of powers and duties regarding exemptions from certain proficiency requirements in NI 31-103 and the Regulation under the Commodity Futures Act; revocation of the assignment of powers and duties to the Investment Industry Regulatory Organization Of Canada.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, ss. 21.5, 27, 28, 30, 31, 33.1.
Commodity Futures Act, R.S.O. 1990, c. C.20, ss. 20, 23, 24, 28.
Regulation under Commodity Futures Act, R.R.O. 1990, Reg. 90: General, ss. 37(7), 38(2).
National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, ss. 3.3, 3.5, 3.6, 11.9, 11.10, 15.1.

March 5, 2025

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5,
AS AMENDED
(OSA)

AND

THE COMMODITY FUTURES ACT,
R.S.O. 1990, C.20,
AS AMENDED
(CFA)

AND

IN THE MATTER OF
THE REVOCATION OF THE ASSIGNMENT OF
CERTAIN POWERS AND DUTIES OF
THE DIRECTOR TO
THE INVESTMENT INDUSTRY REGULATORY ORGANIZATION OF CANADA
(IIROC)

AND

THE DELEGATION OF
CERTAIN POWERS AND DUTIES TO
THE CANADIAN INVESTMENT REGULATORY ORGANIZATION
(CIRO)

REVOCATION
(Subsection 21.5(3) of the OSA and Subsection 20(3) of the CFA)

DELEGATION
(Section 21.5 of the OSA and Section 20 of the CFA)

WHEREAS:

A. CIRO was established effective January 1, 2023, as a result of the amalgamation of IIROC and the Mutual Fund Dealers Association of Canada (**MFDA**).

B. By an order issued October 25, 2022, effective January 1, 2023, the Commission recognized CIRO as a self-regulatory organization under section 21.1 of the OSA and section 16 of the CFA (**Recognition Order**), which order was varied and restated effective June 1, 2023.

C. Under section 21.4 of the OSA and section 19 of the CFA, the Commission accepted the voluntary surrender of the recognition of IIROC and the MFDA as self-regulatory organizations, effective January 1, 2023.

D. Under the terms and conditions of the Recognition Order, CIRO must act in the public interest in regulating the operations and the standards of practice and business conduct of investment dealers and mutual fund dealers, including establishing rules governing dealer members and administering and monitoring compliance with applicable rules and Canadian securities legislation by members and others subject to its jurisdiction.

E. Under subsection 21.5(1) of the OSA and subsection 20(1) of the CFA, the Commission may, on such terms and conditions as it may impose, delegate to a recognized self-regulatory organization any of the powers and duties of the Commission under Part XI of the OSA or the regulations related to that Part and any of the powers and duties of the Commission under Part VIII of the CFA or the regulations related to that Part.

F. Under subsection 21.5(2) of the OSA and subsection 20(2) of the CFA, the Chief Executive Officer of the Commission may, with the approval of the Commission, delegate to a recognized self-regulatory organization any of the powers and duties of the Director under Part XI of the OSA or the regulations related to that Part and any of the powers and duties of the Director under Part VIII of the CFA or the regulations related to that Part.

G. Under subsection 21.5(3) of the OSA and subsection 20(3) of the CFA, the Chief Executive Officer of the Commission, with the approval of the Commission, may at any time revoke a delegation made under section 21.5 of the OSA and section 20 of the CFA.

H. On September 22, 2009, under subsection 21.5(2) of the OSA and subsection 20(2) of the CFA, the Executive Director, with the approval of the Commission, assigned to IIROC certain powers and duties of the Director in respect of the registration of individuals who are approved persons of IIROC members and applications for registration by individuals who are applying to become approved persons of IIROC members (**IIROC Assignment**).

I. The Chief Executive Officer of the Commission and the Commission consider it desirable to revoke the IIROC Assignment and to delegate to CIRO certain powers and duties of the Director in respect of the registration of firms, under Ontario securities law and Ontario commodity futures law, in the categories of investment dealer, mutual fund dealer, and futures commission merchant and the registration and status of individuals who act on behalf of firms registered in the categories of investment dealer, mutual fund dealer, and futures commission merchant, subject to certain terms and conditions (**Delegation**).

J. CIRO's performance of the delegated powers and duties will be subject to an enhanced risk-based framework of ongoing oversight by the Commission.

K. The Commission and the Director retain concurrent authority for the delegated powers and duties and in the event of a conflict between an exercise by CIRO of a power or duty under the Delegation and an exercise of a power or duty by the Commission or the Director, the Commission's and the Director's authority will prevail.

NOW THEREFORE:

1. Under subsection 21.5(3) of the OSA and subsection 20(3) of the CFA, the Chief Executive Officer of the Commission revokes the IIROC Assignment.

2. Under subsection 21.5(2) of the OSA and subsection 20(2) of the CFA, the Chief Executive Officer of the Commission delegates to CIRO the powers and duties of the Director under the following provisions of Ontario securities law and Ontario commodity futures law:

   (a) sections 27 and 31 of the OSA, section 23 of the CFA, and subsections 37(7) and 38(2) of R.R.O. 1990, Regulation 90, made under the CFA in respect of applications for registration, applications for reinstatement of registration, and applications for amendment of registration by

      (i) firms in the categories of investment dealer, mutual fund dealer, or futures commission merchant,

(ii) individuals in the categories of

1. dealing representative of a registered investment dealer or registered mutual fund dealer,

2. ultimate designated person of a registered investment dealer or registered mutual fund dealer, or

3. chief compliance officer of a registered investment dealer or registered mutual fund dealer, and

(iii) individuals in the categories of salesperson, partner, or officer of a registered futures commission merchant;

(b) section 28 of the OSA and subsection 23(2) of the CFA in respect of the registration of

(i) firms in the categories of investment dealer, mutual fund dealer, or futures commission merchant,

(ii) individuals in the categories of

1. dealing representative of a registered investment dealer or registered mutual fund dealer,

2. ultimate designated person of a registered investment dealer or registered mutual fund dealer, or

3. chief compliance officer of a registered investment dealer or registered mutual fund dealer, and

(iii) individuals in the categories of salesperson, partner, or officer of a registered futures commission merchant;

(c) section 30 of the OSA in respect of applications for the surrender of registration by firms in the categories of investment dealer or mutual fund dealer;

(d) section 31 of the OSA and subsection 23(3) of the CFA in respect of the registration of

(i) firms in the categories of investment dealer, mutual fund dealer, or futures commission merchant,

(ii) individuals in the categories of

1. dealing representative of a registered investment dealer or registered mutual fund dealer,

2. ultimate designated person of a registered investment dealer or registered mutual fund dealer, or

3. chief compliance officer of a registered investment dealer or registered mutual fund dealer, and

(iii) individuals in the categories of salesperson, partner, or officer of a registered futures commission merchant;

(e) section 33.1 of the OSA and section 28 of the CFA in respect of an application by or the registration of

(i) firms in the categories of investment dealer, mutual fund dealer, or futures commission merchant,

(ii) individuals in the categories of

1. dealing representative of a registered investment dealer or registered mutual fund dealer,

2. ultimate designated person of a registered investment dealer or registered mutual fund dealer, or

3. chief compliance officer of a registered investment dealer or registered mutual fund dealer, and

(iii) individuals in the categories of salesperson, partner, or officer of a registered futures commission merchant;

(f) sections 11.9 and 11.10 of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**) but only in respect of notices required to be given by

(i) firms registered in the categories of investment dealer or mutual fund dealer and

(ii) individuals registered in the categories of

1. dealing representative of a registered investment dealer or registered mutual fund dealer,

2. ultimate designated person of a registered investment dealer or registered mutual fund dealer, or

3. chief compliance officer of a registered investment dealer or registered mutual fund dealer;

(g) section 15.1 of NI 31-103 but only in respect of exemptions from the requirements of sections 3.3, 3.5, and 3.6 as they apply to an individual who is required to be registered in the categories of dealing representative and chief compliance officer to act on behalf of a firm that is registered as a mutual fund dealer.

3. Under subsection 20(1) of the CFA, the Commission delegates to CIRO the powers and duties of the Commission under section 24 of the CFA in respect of applications for the surrender of registration by firms registered, under Ontario commodity futures law, in the category of futures commission merchant (together with the powers and duties in section 2 of this Delegation, **Delegated Functions**).

4. This Delegation is subject to the terms in conditions in Appendix A to the Delegation.

5. This Delegation takes effect on April 1, 2025.

"D. Grant Vingoe"
Chief Executive Officer
Ontario Securities Commission

Board Approved: March 5, 2025

APPENDIX A

TERMS AND CONDITIONS

1. CIRO must exercise the Delegated Functions in the public interest and in accordance with the associated requirements of Ontario securities law and Ontario commodity futures law, including the requirements of section 27 of the OSA, as well as the terms and conditions of the Recognition Order.

2. CIRO must establish and maintain requirements in respect of the registration of firms and individuals under the Delegation that account for the proficiency, integrity, and solvency of those firms and individuals.

3. CIRO must ensure that it will maintain sufficient capacity to effectively and efficiently perform the Delegated Functions, including sufficient financial, technological, and human resources.

4. CIRO must establish service standards for the performance of the Delegated Functions that are satisfactory to the Commission. Such service standards must be established by October 1, 2025.

5. CIRO must publish the established service standards together with publication of CIRO's achievement of these standards on a quarterly basis.

6. CIRO must establish and maintain written policies and procedures, in a form satisfactory to the Commission, in respect of CIRO's performance of the Delegated Functions.

7. CIRO must provide the Commission with reasonable prior written notice of any significant proposed changes to the policies and procedures established under section 6 and CIRO must not implement the proposed changes until the Commission has notified CIRO that it has no further questions or comments.

8. CIRO must provide the Commission with reasonable prior written notice in respect of any firm registration matter where, in CIRO's opinion, an application or submission raises significant or novel issues and CIRO must not make a final determination in the matter until the Commission has notified CIRO that it has no further questions or comments.

9. For purposes of section 8, "significant or novel issues" means any issue that, without limitation, either:

    (a) raises a significant new issue which has previously not been addressed, resolved, or used in the same context;

    (b) may have a significant impact on:

        (i) the interpretation of applicable rules or Ontario securities legislation, including the interpretation of the requirement to register, business trigger for trading or advising and fitness for registration;

        (ii) registration applications;

        (iii) applications for exemptive relief;

        (iv) market participants, including members, approved persons, member employees and other registrants;

        (v) investors or investor protection;

        (vi) market structure;

        (vii) market practices or industry standards; or

        (viii) regulatory enforcement;

    (c) may have an impact on policy development or rulemaking; or

    (d) relates to a new business model, financial instrument, service, product, technology, or innovation.

10. CIRO must establish a process for performing background checks as part of its process for making registration decisions under the Delegation.

11. CIRO will submit to the Commission information and reporting in a form and frequency acceptable to the Commission, including, without limitation, risk analyses, examination schedules and reports for CIRO members with Ontario operations and enhanced reporting about CIRO regulatory actions and registration activities.

B.2.2 IBI Group Inc. – s. 1(6) of the OBCA

Headnote

Applicant deemed to have ceased to be offering its securities to the public under the Business Corporations Act (Ontario).

Statutes Cited

Business Corporations Act, R.S.O. 1990, c. B.16, as am., s. 1(6).

IN THE MATTER OF
THE *BUSINESS CORPORATIONS ACT* (ONTARIO),
R.S.O. 1990, c. B.16,
AS AMENDED
(the OBCA)

AND

IN THE MATTER OF
IBI GROUP INC.
(the Applicant)

ORDER
(Subsection 1(6) of the OBCA)

UPON the application of the Applicant to the Ontario Securities Commission (the **Commission**) for an order pursuant to subsection 1(6) of the OBCA to be deemed to have ceased to be offering its securities to the public;

AND UPON the Applicant representing to the Commission that:

1. the Applicant is an "offering corporation" as defined in subsection 1(1) of the OBCA;

2. the Applicant's head and registered office is located at 55 St. Clair Avenue West, 7th Floor, Toronto, Ontario M4V 2Y7;

3. the Applicant has no intention to seek public financing by way of an offering of securities;

4. on February 13, 2025 the Applicant was granted an order (the **Reporting Issuer Order**) pursuant to subclause 1(10)(a)(ii) of the *Securities Act* (Ontario) that it is not a reporting issuer in Ontario and is not a reporting issuer or the equivalent in any other jurisdiction of Canada in accordance with the simplified procedure set out in section 19 of National Policy 11-206 *Process for Cease to be a Reporting Issuer Applications*; and

5. the representations set out in the Reporting Issuer Order continue to be true.

AND UPON the Commission being satisfied that to grant this order would not be prejudicial to the public interest;

IT IS HEREBY ORDERED, pursuant to subsection 1(6) of the OBCA that the Applicant be deemed to have ceased to be offering its securities to the public.

DATED at Toronto on this 26th day of February, 2025.

"Lina Creta"
Manager, Corporate Finance
Ontario Securities Commission

OSC File #: 2025/0032

B.2.3 Sabre Gold Mines Corp.

Headnote

Multilateral Instrument 11-102 Passport System and National Policy 11-206 Process for Cease to be a Reporting Issuer Applications – Securities Act s. 88 Cease to be a reporting issuer in BC – The securities of the issuer are beneficially owned by not more than 50 persons and are not traded through any exchange or market – The issuer is not an OTC reporting issuer; the securities of the issuer are beneficially owned by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders worldwide; no securities of the issuer are traded on a market in Canada or another country; the issuer is not in default of securities legislation.

National Policy 11-206 Process for Cease to be a Reporting Issuer Applications – The issuer ceased to be a reporting issuer under securities legislation.

Applicable Legislative Provisions

Securities Act, R.S.B.C. 1996, c. 418, s. 88.
Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10)(a)(ii).

Citation: 2025 BCSECCOM 105

March 7, 2025

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA
AND
ONTARIO
(the Jurisdictions)

AND

IN THE MATTER OF
THE PROCESS FOR CEASE TO BE
A REPORTING ISSUER APPLICATIONS

AND

IN THE MATTER OF
SABRE GOLD MINES CORP.
(the Filer)

ORDER

Background

¶ 1 The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer for an order under the securities legislation of the Jurisdictions (the Legislation) that the Filer has ceased to be a reporting issuer in all jurisdictions of Canada in which it is a reporting issuer (the Order Sought).

Under the Process for Cease to be a Reporting Issuer Applications (for a dual application):

(a) the British Columbia Securities Commission is the principal regulator for this application;

(b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, and Newfoundland and Labrador; and

(c) this order is the order of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

¶ 2 Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this order, unless otherwise defined.

Representations

¶ 3 This order is based on the following facts represented by the Filer:

1. the Filer is not an OTC reporting issuer under Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets;*

2. the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders in total worldwide;

3. no securities of the Filer, including debt securities, are traded in Canada or another country on a marketplace as defined in National Instrument 21-101 *Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported;

4. the Filer is applying for an order that the Filer has ceased to be a reporting issuer in all of the jurisdictions of Canada in which it is a reporting issuer; and

5. the Filer is not in default of securities legislation in any jurisdiction.

Order

¶ 4 Each of the Decision Makers is satisfied that the order meets the test set out in the Legislation for the Decision to make the order.

The decision of the Decision makers under the Legislation is that the Order Sought is granted.

“Noreen Bent”
Chief, Legal Services, Corporate Finance
British Columbia Securities Commission

OSC File #: 2025/0065

B.2.4 Plateau Energy Metals Inc.

Headnote

Section 144 of the Securities Act (Ontario) – Application for revocation of cease trade order – issuer subject to cease trade order as a result of failure to file annual financial statements and certificates – issuer is also in default for failing to file interim financial statements and certificates subsequent to the cease trade order – issuer is also seeking to cease to be a reporting issuer in all jurisdictions of Canada in which it is currently a reporting issuer – full revocation granted effective as of the date the issuer is determined to not be a reporting issuer.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 127 and 144.

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Legislation)

AND

IN THE MATTER OF
PLATEAU ENERGY METALS INC.

REVOCATION ORDER

Background

Plateau Energy Metals Inc. (the **Issuer**) is subject to a failure-to-file cease trade order (the **FFCTO**) issued by the Ontario Securities Commission (the **Decision Maker**) on June 1, 2022.

The Issuer has applied to the Decision Maker under National Policy 11-207 *Failure-to-File Cease Trade Orders and Revocations in Multiple Jurisdictions* (**NP 11-207**) for an order revoking the FFCTO.

This order is effective in each jurisdiction of Canada that has a statutory reciprocal order provision, subject to the terms of the local securities legislation.

Interpretation

Terms defined in National Instrument 14-101 *Definitions*, or in NP 11-207 have the same meaning if used in this order, unless otherwise defined.

Representations

This decision is based on the following facts represented by the Issuer:

1. The Issuer was originally incorporated by way of articles of amalgamation on October 31, 2007, as Macusani Yellowcake Inc. On September 30, 2012, the Issuer amalgamated with Peru Uranium Inc. under the name of Macusani Yellowcake Inc. By articles of amendment dated April 29, 2015, the Issuer changed its name to Plateau Uranium Inc. By articles of amendment dated March 12, 2018, the Issuer changed its name to Plateau Energy Metals Inc. On May 11, 2021, the Issuer filed articles of arrangement between the Issuer and American Lithium Corp. (**American Lithium**).

2. The Issuer is a reporting issuer under the securities legislation of British Columbia, Alberta and Ontario (the **Jurisdictions**).

3. The Issuer's head and registered office is located at 40 Temperance Street, Suite 3200, Bay Adelaide Centre, North Tower, Toronto, Ontario, M5H 0B4 Canada.

4. On February 9, 2021, the Issuer and American Lithium announced that they had entered into an arrangement agreement pursuant to which American Lithium agreed to acquire all of the issued and outstanding common shares of the Issuer by way of a court-approved plan of arrangement under the *Business Corporations Act* (Ontario) (the **Arrangement**).

5. On April 9, 2021, the Issuer obtained an interim order from the Ontario Superior Court of Justice (the **Court**) for the Issuer to hold a special meeting (the **Special Meeting**) of shareholders and optionholders of the Issuer (the **Securityholders**) to approve the Arrangement. The Arrangement was approved by Securityholders at the Special Meeting held on May 3, 2021. The Court subsequently issued a final order approving the Arrangement on May 4, 2021.

6. On May 11, 2021, the Issuer and American Lithium announced the completion of the Arrangement, and American Lithium acquired 127,213,511 common shares of the Issuer (the **Common Shares**), representing all of the outstanding shares of the Issuer. As a result of the Arrangement, the Issuer became a wholly-owned subsidiary of American Lithium.

7. The authorized capital of the Issuer consists of an unlimited number of Common Shares without par value, of which 127,213,511 are currently outstanding and an unlimited number of preferred shares without par value, of which none are currently outstanding.

8. The Common Shares were previously listed on the TSX Venture Exchange under the stock symbol "PLU" but were delisted effective as at the close of business on May 18, 2021 in connection with the Arrangement, following which the Issuer no longer has any securities listed on any exchange.

9. There are no securities of the Issuer which are outstanding other than the Common Shares.

10. The Issuer has one securityholder, being American Lithium.

11. The Issuer filed a material change report in respect of the completion of the Arrangement on May 21, 2021.

12. On June 1, 2022, the Decision Maker issued the FFCTO as a result of the Issuer's failure to file the following continuous disclosure documents:

    (a) audited annual financial statements for the year ended September 30, 2021;

    (b) management's discussion and analysis (**MD&A**) relating to the audited annual financial statements for the year ended September 30, 2021;

    (c) interim financial statements for the periods ended March 31, 2021, June 30, 2021, December 31, 2021 and March 31, 2022;

    (d) MD&A relating to the interim financial statements for the periods ended March 31, 2021, June 30, 2021, December 31, 2021 and March 31, 2022; and

    (e) certification of the foregoing filings as required by National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (**NI 52-109**) (collectively, the **Unfiled Documents**).

13. In addition to the Unfiled Documents, the Issuer has subsequently failed to file the following documents:

    (a) audited annual financial statements for the years ended September 30, 2022, 2023 and 2024;

    (b) MD&A relating to the audited annual financial statements for the years ended September 30, 2022, 2023 and 2024;

    (c) interim financial statements for the periods ended March 31, 2023 and 2024, June 30, 2022, 2023 and 2024 and December 31, 2022, 2023;

    (d) MD&A relating to the interim financial statements for the periods ended March 31, 2023 and 2024, June 30, 2022, 2023 and 2024 and December 31, 2022, 2023; and

    (e) certification of the foregoing filings as required by NI 52-109 (collectively, the **Subsequently Unfiled Documents**).

14. The Issuer has filed a passport application with the Decision Maker, as principal regulator, for an order pursuant to section 1(10)(a)(ii) of the Legislation to cease to be a reporting issuer in all of the jurisdictions of Canada where it is a reporting issuer (the **Cease to be a Reporting Issuer Order**).

15. The Issuer expects the Cease to be a Reporting Issuer Order to be granted on the same date as this decision.

16. Upon the granting of the Cease to be a Reporting Issuer Order, the Issuer will not be a reporting issuer in any jurisdiction.

17. The Issuer is not in default of any requirements of the FFCTO or the applicable securities legislation of any Jurisdiction or the rules and regulations made pursuant thereto, except for the obligation to file the Unfiled Documents and the Subsequently Unfiled Documents.

18. The Issuer has paid all outstanding participation fees and filing fees owing to each of the Jurisdictions.

Order

The Decision Maker is satisfied that the order to revoke the FFCTO meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Maker under the Legislation is that the FFCTO is revoked as of the date on which the Issuer ceases to be a reporting issuer under the Legislation.

DATED at Toronto on this 20th day of February 2025

"Erin O'Donovan"
Manager, Corporate Finance
Ontario Securities Commission

OSC File #: 2024/0727

B.2.5 NorCrest Metals ULC

Headnote

Multilateral Instrument 11-102 Passport System and National Policy 11-206 Process for Cease to be a Reporting Issuer Applications – Securities Act s. 88 Cease to be a reporting issuer in BC – The securities of the issuer are beneficially owned by not more than 50 persons and are not traded through any exchange or market – The issuer is not an OTC reporting issuer; the securities of the issuer are beneficially owned by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders worldwide; no securities of the issuer are traded on a market in Canada or another country; the issuer is not in default of securities legislation.

National Policy 11-206 Process for Cease to be a Reporting Issuer Applications – The issuer ceased to be a reporting issuer under securities legislation.

Applicable Legislative Provisions

Securities Act, R.S.B.C. 1996, c. 418, s. 88.
Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10)(a)(ii).

Citation: 2025 BCSECCOM 110

March 10, 2025

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA
AND
ONTARIO
(the Jurisdictions)

AND

IN THE MATTER OF
THE PROCESS FOR CEASE TO BE
A REPORTING ISSUER APPLICATIONS

AND

IN THE MATTER OF
NORCREST METALS ULC
(the Filer)

ORDER

Background

¶ 1 The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer for an order under the securities legislation of the Jurisdictions (the Legislation) that the Filer has ceased to be a reporting issuer in all jurisdictions of Canada in which it is a reporting issuer (the Order Sought).

Under the Process for Cease to be a Reporting Issuer Applications (for a dual application):

(a) the British Columbia Securities Commission is the principal regulator for this application,

(b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in Alberta, Saskatchewan, Manitoba, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador, and

(c) this order is the order of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

¶ 2 Terms defined in National Instrument 14-101 *Definitions*, and MI 11-102 have the same meaning if used in this order, unless otherwise defined.

Representations

¶ 3 This order is based on the following facts represented by the Filer:

1. the Filer is not an OTC reporting issuer under Multilateral Instrument 51-105 Issuers *Quoted in the U.S. Over-the-Counter Markets*;

2. the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders in total worldwide;

3. no securities of the Filer, including debt securities, are traded in Canada or another country on a marketplace as defined in National Instrument 21-101 *Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported;

4. the Filer is applying for an order that the Filer has ceased to be a reporting issuer in all of the jurisdictions of Canada in which it is a reporting issuer; and

5. the Filer is not in default of securities legislation in any jurisdiction.

Order

¶ 4 Each of the Decision Makers is satisfied that the order meets the test set out in the Legislation for the Decision Maker to make the order.

The decision of the Decision Makers under the Legislation is that the Order Sought is granted.

“Noreen Bent”
Chief, Legal Services, Corporate Finance
British Columbia Securities Commission

OSC File #: 2025/0083

B.3
Reasons and Decisions

B.3.1 The Northern Trust Company

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Exemptions from applicable registration and prospectus requirements provided to permit a U.S. bank to distribute fixed and variable term deposits issued by the bank's London branch to Canadian residents, including those Canadian residents that have been referred or introduced by the bank's Canadian branch.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 74(1), 53, 25.

March 3, 2025

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE
RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
THE NORTHERN TRUST COMPANY
(the Filer)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for exemptions from the dealer registration requirement and prospectus requirement in respect of the fixed and variable term deposits to be distributed by the Filer through London Branch (as defined below) with Canadian Residents (as defined below) and from the dealer registration requirement in respect of the Marketing and Administrative Activities (as defined below) of the Filer through the Canada Branch (as defined below) with Canadian Residents in connection with the fixed and variable term deposits (collectively, the **Exemptions Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

(a) the Ontario Securities Commission (the **OSC**) is the principal regulator for this application, and

(b) the Filer has provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 – *Passport System* (**MI 11-102**) is intended to be relied upon in all of the other provinces and territories of Canada (together with Ontario, the **Jurisdictions**).

Interpretation

Terms defined in National Instrument 14-101 – *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

In this decision, the following additional terms have the following meanings:

Bank Act means the *Bank Act* (Canada);

Canadian Residents means institutional investors that are resident in Canada and that are "accredited investors", as such term is defined in section 1.1 of National Instrument 45-106 – *Prospectus Exemptions* and, in the case of persons resident in Ontario, section 73.3(1) of the *Securities Act* (Ontario);

FCA means the Financial Conduct Authority of the United Kingdom;

FDIC means the United States Federal Deposit Insurance Corporation;

FRB means the United States Board of Governors of the Federal Reserve System;

FSCS means the Financial Services Compensation Scheme;

IDFPR means the Illinois Department of Financial and Professional Regulation, Division of Banking;

OSFI means the Office of the Superintendent of Financial Institutions; and

PRA means the Prudential Regulation Authority of the United Kingdom.

Representations

This decision is based on the following facts represented by the Filer:

1. The Filer is a bank chartered under the laws of the state of Illinois and is subject to regulation, examination and supervision by the IDFPR. The Filer is also a member of the U.S. Federal Reserve System and subject to regulation, examination and supervision by the FRB. The head office of the Filer is located in Chicago, Illinois.

2. The Filer carries on its banking business in the United States and in certain non-U.S. jurisdictions, including Canada and the United Kingdom, through bank branches authorized under applicable regulatory regimes in those jurisdictions.

3. The Filer's London branch is authorized and regulated by the PRA and regulated by the FCA (the **London Branch**). The London Branch's head office is located at 50 Bank Street, Canary Wharf, London, E14 5NT, United Kingdom.

4. The Filer's Canadian branch, The Northern Trust Company, Canada Branch, is an authorized Schedule III bank under the Bank Act (the **Canada Branch**). The Canada Branch's principal office is located at 145 King Street West, Suite 1910, Toronto, Ontario M5H 1J8.

5. The Canada Branch provides asset servicing solutions to public pension funds, corporate pension plans, multi-employer pension plans, family offices, endowments & foundations, insurance and fund managers. The asset servicing solutions include trust and custody services. Examples of such services include settlement, derivatives processing, reporting and valuation, performance analytics, securities lending, and acting as an institutional transfer agency. As part of the services offered, the Canada Branch provides deposit-taking activities to its Canadian clients.

6. Other than activities carried on by the Canada Branch and limited foreign exchange trading activity with institutional clients carried on by the Filer, the Filer does not currently provide any services in any province or territory of Canada, but it proposes to offer, through the London Branch, fixed or variable term deposits (the **Deposits**) to Canadian Residents and related administrative services in connection with the offering and accepting Deposits to Canadian Residents.

7. The Filer is an Illinois chartered bank and subject to regulation, examination and supervision by the FRB, its primary federal regulator, and IDFPR. The Filer is also subject to regulation by the FDIC and subject to supervision and examination by the FDIC in its capacity as the backup supervisor for FDIC-insured institutions, such as the Filer. Each of the FRB and the FDIC is a regulatory authority created under the federal laws of the United States, and the IDFPR is a regulatory authority created under the state laws of Illinois.

8. The FRB and IDFPR have each been granted extensive authority to assist it with the fulfillment of its supervisory and enforcement obligations. The FRB and IDFPR exercise such authority for the purpose of conducting periodic examinations of the Filer's compliance with various regulatory requirements, including capital requirements, and to establish policies and other guidance respecting the classification of assets and the establishment of loan loss reserves for regulatory purposes. In addition, the FDIC reviews and assesses the Filer's resolution plan required pursuant to FDIC regulations.

9. The Canada Branch is a Schedule III Bank under the Bank Act and is authorized as a full-service foreign bank branch. As a result, the Canada Branch is subject to extensive governance expectations and regulatory oversight by, in particular, OSFI.

10. The London Branch has been authorized and regulated by the PRA and regulated by the FCA to conduct deposit-taking activities in the United Kingdom since December 1, 2001 only from eligible counterparties and professional clients, which does not include retail clients. The PRA and FCA exercise broad supervisory and disciplinary powers that include the power to revoke temporarily or permanently authorization to conduct a regulated business upon breach of the relevant regulations, impose capital requirements, suspend registered employees, and impose censures and fines on both regulated businesses and their regulated employees.

11. The London Branch is subject to continual, ongoing bank supervision, examination and audits by the PRA, including the PRA's capital adequacy and large exposure requirements. The London Branch is required to maintain capital resources which are commensurate with the nature and scale of business and with the risks that are inherent in the business, which must not be less than €5 million. The London Branch is required to prepare and file with the PRA prescribed consolidated capital adequacy information on a semi-annual basis and annual audited financial statements within 3 months of its financial year end. In addition, the London Branch is required to report quarterly any exposures in excess of its Large Exposure Capital Base (**LECB**) to the PRA. Any potential exposure greater than 25% of LECB or above £130 million, must be reported without delay to the PRA which may, where the circumstances warrant it, allow a limited period of time in which to comply with the limit.

12. In addition, the London Branch is required to comply with FCA supervision and record-keeping requirements to ensure that the London Branch maintains adequate books and records, including accounting records, in respect of all aspects of the

London Branch's business including any off-balance sheet or agency/arranger business.

13. The Filer and its branches are regulated on a consolidated basis by the FRB and, accordingly, the London Branch is regulated by the PRA and FCA and indirectly by the FRB as a result of being a branch of the Filer.

14. As a result, the Filer is subject to a comprehensive scheme of regulation and supervision in the United States which the Filer believes is comparable to the regulatory framework governing Schedule I and Schedule II banks pursuant to the Bank Act and the supervisory responsibilities of OSFI, and the London Branch is subject to a comprehensive scheme of regulation and supervision in the United Kingdom which the Filer believes is comparable to the regulatory framework governing Schedule III banks pursuant to the Bank Act and the supervisory responsibilities of OSFI.

15. In addition, the UK has, through the FCA, established the FSCS to compensate customers of insolvent authorized banks. The FSCS provides compensation to the customers of a bank that is authorized to accept deposits by the PRA and FCA if and when the bank becomes insolvent. In order to qualify for such compensation, a customer must meet Financial Services Compensation Scheme Limited eligibility requirements, which generally require the customer to be a private individual or a prescribed form of small business. The FSCS protects up to £85,000 per eligible customer, across all accounts held within the bank or banking group.

16. The London Branch would solicit Deposits from Canadian Residents.

17. Canada Branch employees may take clerical steps to facilitate the Deposits in the United Kingdom by Canadian Residents (the **Administrative Activities**) which would be operational and administrative in nature, including providing Canadian Residents who wish to purchase a Deposit with the applicable account document or referring them to the London Branch sales team and by arranging contracts between clients of the Canada Branch and appropriate personnel at the London Branch. In addition, the Canada Branch employees may market the Deposits by referring to the availability of the Deposits to Canadian Residents in conversations, at conferences on inquiry, in RFP responses if prompted by a potential client (the **Marketing Activities**, together with the Administrative Activities, the **Marketing and Administrative Activities**). No referral fee or other compensation will be paid to the Canada Branch or its employees in connection with referring a Canadian Resident to the London Branch.

18. Deposits with the London Branch may be characterized as "securities" under the Legislation because the Canada Branch, but not the Filer itself nor the London Branch or other branches of the Filer, is authorized as a Schedule III bank. As a result, exemptions under the Legislation in respect of deposits of a Schedule III bank are not available to the Filer or the London Branch in these circumstances.

19. The offering of Deposits by the London Branch would constitute a "distribution" within the meaning of the Legislation. As such, the London Branch would be required to conduct the offering and sale of Deposits in accordance with the registration and prospectus requirements contained in the Legislation.

20. As the definition of "trades" includes any act in furtherance of a trade in a security, the Marketing and Administrative Activities may constitute a "trade", which would subject the Filer, through its Canada Branch, to the registration requirements contained in the Legislation.

21. The Deposits are, and will be, issued in compliance with the applicable laws of the United Kingdom, including applicable anti-money laundering and consumer protection legislation.

22. The issuance of Deposits by the London Branch to Canadian Residents will not contravene any federal or provincial deposit-taking legislation or any provisions of the Bank Act.

23. Any Canadian Resident who wishes to purchase Deposits from the London Branch will be required to satisfy legal client identification and anti-money laundering requirements in force in the United Kingdom.

24. Deposits purchased by Canadian Residents will remain throughout the term of such Deposits fully entitled to the benefits of the FSCS as if such Deposits had been made by residents of the United Kingdom.

25. Deposits of the London Branch that are purchased by Canadian Residents will be subject to the same regulation and oversight by the FCA as Deposits of the London Branch that are purchased by residents of the United Kingdom.

26. Other than in compliance with Canadian securities laws, the London Branch will not trade in any securities other than the Deposits with or on behalf of persons or companies who are resident in Canada. Without limiting the foregoing, in respect of OTC derivatives transactions, the Filer will comply with any applicable OTC derivatives-specific rules and instruments in effect in the provinces and territories of Canada, including: (i) the derivatives trade reporting rules (including, OSC Rule 91-507 – *Derivatives: Trade Reporting*); (ii) the fee rule (OSC Rule 13-502 – *Fees*), specifically part 6 "Derivatives Participation Fees";

(iii) the derivatives business conduct rule (National Instrument 93-101 – *Derivatives: Business Conduct*); (iv) the mandatory clearing rule (National Instrument 94-101 – *Mandatory Central Counterparty Clearing of Derivatives*); and (v) the segregation and portability rule (National Instrument 94-102 – *Derivatives: Customer Clearing and Protection of Customer Collateral*).

27. None of the Filer, the Canada Branch or the London Branch are in default of securities legislation in any Jurisdiction.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemptions Sought are granted provided that at the relevant time that such activities are engaged in:

(a) the Filer continues to be subject to regulation, examination and supervision by the IDFPR and the FRB;

(b) the Canada Branch continues to be subject to regulation, examination and supervision by OSFI;

(c) the Marketing and Administrative Activities of Canada Branch in connection with the offering and acceptance of the Deposits are activities not prohibited by its governing legislation;

(d) the London Branch continues to be subject to regulation, examination and supervision by the PRA and FCA;

(e) holders of Deposits issued by the London Branch are entitled to the benefits of the FSCS, as applicable, whether or not the holders thereof are residents of the UK; and

(f) details of the FSCS are disclosed to each prospective holder of a Deposit before any Deposits are issued to the holder by the London Branch.

"Marie-France Bourret"
Manager, Corporate Finance
Ontario Securities Commission

OSC File #: 2024/0065

B.3.2 CIBC Asset Management Inc. and The Funds

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted under subsection 62(5) of the Securities Act to permit the extension of a prospectus lapse date by 57 days to facilitate the consolidation of the funds' prospectus with the prospectus of other funds under common management – No conditions.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 62(5).

March 4, 2025

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE
RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
CIBC ASSET MANAGEMENT INC.
(the Filer)

AND

IN THE MATTER OF
THE FUNDS LISTED IN SCHEDULE "A"
(each, a Fund, and collectively, the Funds)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer on behalf of the Funds for a decision under the securities legislation of the Jurisdiction (the **Legislation**) that the time limits for the renewal of July Prospectus (as **defined below**) be extended to those time limits that would apply if the lapse date of the July Prospectus was August 28, 2025 (the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

(a) the Ontario Securities Commission is the principal regulator for this application; and

(b) the Filer has provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 - *Passport System* (**MI 11-102**) is intended to be relied upon in each of the other provinces and territories of Canada (together with Ontario, the **Canadian Jurisdictions**).

Interpretation

Terms defined in National Instrument 14-101 – *Definitions,* NI 81-101 - *Mutual Fund Prospectus Disclosure* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

This decision is based on the following facts represented by the Filer:

The Filer and the Funds

1. The Filer is a corporation incorporated under the laws of Canada and has its head office located in Toronto, Ontario.

2. The Filer is registered as follows: (i) as an investment fund manager in each of the provinces of Quebec, Ontario, and Newfoundland and Labrador, (ii) as a portfolio manager in all Canadian Jurisdictions, (iii) as a commodity trading manager in Ontario and (iv) as a derivatives portfolio manager in Quebec.

3. The Filer is the investment fund manager, portfolio advisor and trustee of the Funds.

4. Neither the Filer nor any of the Funds is in default of securities legislation in any of the Canadian Jurisdictions.

5. Each Fund is a mutual fund for the purposes of National Instrument 81-102-*Investment Funds* established as an open-ended mutual fund trust under the laws of the Jurisdiction and is a reporting issuer as defined in the securities legislation in each of the Canadian Jurisdictions.

6. The Fund currently distributes securities in the Canadian Jurisdictions under a simplified prospectus dated July 2, 2024, as amended on August 21, 2024 (the **July Prospectus**). Series ETF units of the Funds trade on the Cboe Canada.

7. Pursuant to subsection 62(1) of the *Securities Act (Ontario)* (the **Act**), the lapse date of the Current Prospectus is July 2, 2025 (the **July Prospectus Lapse Date**). Accordingly, under subsection 62(2) of the Act, the distribution of securities of each Fund would have to cease on the July Prospectus Lapse Date unless each Fund: (i) files a pro forma prospectus at least 30 days prior to the July Prospectus Lapse Date; (ii) files a final simplified prospectus no later than 10 days after the July Prospectus Lapse Date; and (iii) obtains a receipt for the final prospectus within 20 days after the July Prospectus Lapse Date.

8. The Filer is also the investment fund manager of 76 other mutual funds listed in Schedule "B" (the **Other Funds**), which are offered in each of the Canadian Jurisdictions under a simplified prospectus dated August 28, 2024, as amended (the **August Prospectus**) and so have a lapse date of August 28, 2025.

Reasons for the Lapse Date Extension

9. The Filer wishes to combine the July Prospectus with the August Prospectus to reduce renewal, printing and related costs.

10. Offering the Funds and the Other Funds under one prospectus would facilitate the distribution of the Funds and the Other Funds in the Canadian Jurisdictions and enable the Filer to streamline disclosure across the Filer's fund platform.

11. The Funds and the Other Funds share many common operational and administrative features and combining them under one prospectus will allow investors to compare their features more easily.

12. It would be impractical to alter and modify all the dedicated systems, procedures and resources required to prepare the August Prospectus and unreasonable to incur the costs and expenses associated therewith, so that the August Prospectus can be filed earlier with the July Prospectus.

13. If the Exemption Sought is not granted, it will be necessary to renew the July Prospectus twice within a short period of time in order to consolidate the July Prospectus with the August Prospectus and it would be unreasonable for the Filer to incur the costs and expenses associated therewith, given investors would not be prejudiced by the Exemption Sought.

14. The Filer may make minor changes to the features of the Funds as part of its renewal. The ability to file the July Prospectus with the August Prospectus will ensure that the Filer can make the operational and administrative features of the Funds and Other Funds consistent with each other, if necessary.

15. There have been no material changes in the affairs of the Funds since the date of the July Prospectus (i.e. July 2, 2024) other than as described in the amendment no. 1 to the July Prospectus dated August 21, 2024. Accordingly, the July Prospectus, current fund facts and current ETF facts document(s) represent current information regarding the Funds.

16. Given the disclosure obligations of the Filer and the Funds, should any material change in the business, operations, or affairs of any of the Funds occur, the July Prospectus, related fund facts and/or ETF facts document(s) of the impacted Fund(s) will be amended as required under the Legislation.

17. New investors of the Funds will receive delivery of the most recently filed fund facts and/or ETF facts document(s) of the applicable Fund(s). The July

Prospectus of the Funds will remain available to investors upon request.

18. The Exemption Sought will not affect the accuracy of the information contained in the July Prospectus, fund facts or ETF facts document(s) of the Funds and will therefore not be prejudicial to the public interest.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted.

"Darren McKall"
Manager, Investment Management Division
Ontario Securities Commission

Application File #: 2025/0098
SEDAR+ File #: 6244202

Schedule "A"

CIBC 2025 INVESTMENT GRADE BOND FUND

CIBC 2026 INVESTMENT GRADE BOND FUND

CIBC 2027 INVESTMENT GRADE BOND FUND

CIBC 2028 INVESTMENT GRADE BOND FUND

CIBC 2029 INVESTMENT GRADE BOND FUND

CIBC 2030 INVESTMENT GRADE BOND FUND

CIBC 2025 INVESTMENT GRADE BOND FUND

CIBC 2026 INVESTMENT GRADE BOND FUND

CIBC 2027 INVESTMENT GRADE BOND FUND

Schedule "B"

RENAISSANCE INVESTMENTS FAMILY OF FUNDS

Renaissance Money Market Fund

Renaissance U.S. Money Market Fund

Renaissance Short-Term Income Fund

Renaissance Canadian Bond Fund

Renaissance Corporate Bond Fund

Renaissance U.S. Dollar Corporate Bond Fund

Renaissance High-Yield Bond Fund

Renaissance Floating Rate Income Fund

Renaissance Flexible Yield Fund

Renaissance Global Bond Fund

Renaissance Canadian Balanced Fund

Renaissance U.S. Dollar Diversified Income Fund

Renaissance Optimal Conservative Income Portfolio

Renaissance Optimal Income Portfolio

Renaissance Optimal Growth & Income Portfolio

CIBC Global Growth Balanced Fund

Renaissance Canadian Dividend Fund

Renaissance Canadian Monthly Income Fund

Renaissance Diversified Income Fund

Renaissance High Income Fund

Renaissance Canadian Core Value Fund

Renaissance Canadian Growth Fund

Renaissance Canadian All-Cap Equity Fund

Renaissance Canadian Small-Cap Fund

Renaissance U.S. Equity Income Fund

Renaissance U.S. Equity Value Fund

Renaissance U.S. Equity Growth Fund

Renaissance U.S. Equity Growth Currency Neutral Fund

Renaissance U.S. Equity Fund

Renaissance International Dividend Fund

Renaissance International Equity Fund

Renaissance International Equity Currency Neutral Fund

Renaissance Global Markets Fund

Renaissance Optimal Global Equity Portfolio

Renaissance Global Growth Fund

Renaissance Global Growth Currency Neutral Fund

Renaissance Global Focus Fund

Renaissance Global Small-Cap Fund

Renaissance China Plus Fund

Renaissance Emerging Markets Fund

Renaissance Optimal Inflation Opportunities Portfolio

Renaissance Global Infrastructure Fund

Renaissance Global Infrastructure Currency Neutral Fund

Renaissance Global Real Estate Fund

Renaissance Global Real Estate Currency Neutral Fund

Renaissance Global Health Care Fund

Renaissance Global Science & Technology Fund

AXIOM PORTFOLIOS

Axiom Balanced Income Portfolio

Axiom Diversified Monthly Income Portfolio

Axiom Balanced Growth Portfolio

Axiom Long-Term Growth Portfolio

Axiom Canadian Growth Portfolio

Axiom Global Growth Portfolio

Axiom Foreign Growth Portfolio

Axiom All Equity Portfolio

CIBC PRIVATE POOLS

CIBC Canadian Fixed Income Private Pool

CIBC Multi-Sector Fixed Income Private Pool

CIBC Global Bond Private Pool

CIBC Multi-Asset Global Balanced Income Private Pool

CIBC Multi-Asset Global Balanced Private Pool

CIBC Equity Income Private Pool

CIBC Canadian Equity Private Pool

CIBC U.S. Equity Private Pool

CIBC U.S. Equity Currency Neutral Private Pool

CIBC International Equity Private Pool

CIBC Global Equity Private Pool

CIBC Emerging Markets Equity Private Pool

CIBC Real Assets Private Pool

CIBC FIXED INCOME POOLS

CIBC Conservative Fixed Income Pool

CIBC Core Fixed Income Pool

CIBC Core Plus Fixed Income Pool

CIBC ALTERNATIVE FUNDS

CIBC Multi-Asset Absolute Return Strategy

CIBC Alternative Credit Strategy

CIBC FIXED INCOME FUNDS

CIBC Diversified Fixed Income Fund

CIBC Global Credit Fund

CIBC Emerging Markets Local Currency Bond Fund

B.3.3 Yorkville Asset Management Inc.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – relief granted from paragraph 13.5(2)(a) of NI 31-103 to permit non-reporting issuer to invest in securities of related underlying investment entities – relief subject to conditions.

Applicable Legislative Provisions

National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, ss. 13.5(2)(a) and 15.1.

March 5, 2025

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
YORKVILLE ASSET MANAGEMENT INC.
(the Filer)

DECISION

Background

The principal regulator in the Jurisdiction has received an application (the **Application**) from the Filer with respect to Yorkville Health Care Fund, an existing collective investment scheme managed by the Filer (the **Top Issuer**), with respect to investments by the Top Issuer in Southbridge Health Care LP (the **Existing Underlying Investment**) as well as investment funds or other collective investment schemes that are, or will be, managed by the Filer or an affiliate of the Filer (the **Future Underlying Investments** and, together with the Existing Underlying Investment, the **Underlying Investments**), for a decision under the securities legislation (**Legislation**) of the Jurisdiction exempting the Filer (or an affiliate of the Filer that may act as a manager or portfolio adviser to the Top Issuer in the future), from the restriction in paragraph 13.5(2)(a) of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**) that prohibits a registered adviser from knowingly causing an investment portfolio managed by it, including an investment fund for which it acts as adviser, to invest in securities of any issuer in which a responsible person or an associate of a responsible person is a partner, officer, or director, unless the fact is disclosed to the client and the written consent of the client to the investment is obtained before the purchase (the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

(a) the Ontario Securities Commission is the principal regulator for the Application; and

(b) the Filer has provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in each of British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories, and Nunavut (collectively, together with the Jurisdiction, the **Canadian Jurisdictions**).

Defined Terms

Unless expressly defined herein, terms in this Application have the respective meanings given to them in National Instrument 14-101 *Definitions*, MI 11-102, NI 31-103, and National Instrument 81-102 *Investment Funds* (**NI 81-102**).

Representations

This decision is based on the following facts represented by the Filer:

The Filer

1. The Filer is a corporation formed under the laws of Ontario with its head office located in Toronto, Ontario. The Filer is registered as an investment fund manager in the province of Ontario and as an exempt market dealer and as an adviser in the category of portfolio manager in the provinces of Alberta, British Columbia, Manitoba, Nova Scotia, Ontario, and Saskatchewan.

2. The Filer is the manager and portfolio adviser of the Top Issuer. An affiliate of the Filer may be a manager or portfolio adviser to the Top Issuer in the future.

3. The Filer (or an affiliate of the Filer) is or will be the manager and/or portfolio adviser of each Underlying Investment.

4. The Filer is not a reporting issuer in any of the Jurisdictions and is not in default of securities legislation in any of the Jurisdictions.

The Top Issuer

5. The Top Issuer is formed as a trust under the laws of Ontario.

6. The Top Issuer is not a reporting issuer under the securities legislation of any Jurisdiction.

7. The securities of the Top Issuer are distributed solely to investors pursuant to exemptions from the prospectus requirements in accordance with the Legislation. The Top Issuer has an offering memorandum or statement of investment policies and guidelines that is provided or made available to investors.

8. The investment objective of the Top Issuer is to generate stable cash distributions and achieve capital appreciation. The Top Issuer was created to provide investors with exposure to the healthcare industry, including the long-term care industry, retirement home industry, and other health care-related businesses.

9. The Top Issuer not an "investment fund" issuer as defined in the Legislation.

10. Subject to the conditions set out in the constating documents governing the Top Issuer, units of the Top Issuer are redeemable on demand by the holders thereof on the last day of each calendar month.

11. To the extent that the Top Issuer wishes to invest in an Underlying Investment, the investment objective and strategies of such Top Issuer will permit it to do so.

12. The Top Issuer is not in default of securities legislation in any of the Jurisdictions.

The Underlying Investments

13. The Top Issuer currently invests a portion of its assets in the Existing Underlying Investment.

14. The long-term and short-term investment objectives of the Existing Underlying Investment are to generate stable cash distributions and achieve capital appreciation. The investment strategy of the Existing Underlying Investment is to, directly or indirectly, acquire ownership of long-term care homes, retirement homes, and other elderly care residences.

15. The Existing Underlying Investment invests all or substantially all of its net assets in securities or other interests of underlying subsidiaries that hold equity or debt interests in long-term care homes, retirement homes, and other health care related businesses owned and operated by the subsidiaries.

16. The Existing Underlying Investment is not an "investment fund" issuer as defined in the Legislation. The future Underlying Investments may or may not be "investment fund" issuers as defined in the Legislation.

17. The Top Issuer may invest from time to time in Future Underlying Investments that provide exposure to the healthcare industry, including the long-term care industry, retirement home industry, and other health care related businesses in accordance with its investment objectives.

18. The Existing Underlying Investment is not in default of the securities legislation of any of the Jurisdictions.

19. Each Underlying Investment is or will be formed as a limited partnership, trust, or corporation governed by the laws of a jurisdiction in Canada or a foreign jurisdiction.

20. The Future Underlying Investments are not, or will not be, reporting issuers in any of the Jurisdictions. Securities of the Underlying Investments are, or will be, distributed solely to investors in Canada pursuant to exemptions from the prospectus requirements in accordance with the Legislation.

Reasons for the Exemption Sought

21. The Top Issuer's investment in the Existing Underlying Investment is structured in a manner that does not result in a "responsible person" of the Filer (or an affiliate of the Filer) or an associate of a "responsible person", as that term is defined in NI 31-103, being a partner, officer, or director of the Existing Underlying Investment.

22. The Filer is seeking to eliminate certain redundancies and effect other changes such that the Top Issuer's existing and future Underlying Investments may be structured in a manner that would result in a "responsible person" of the Filer (or an affiliate of the Filer) or an associate of a "responsible person" being a partner, officer, or director of an Underlying Investment. The Exemption Sought would permit the Filer to streamline and reduce the administrative burden and inefficiency of the current structure of the Top Issuer's existing and future Underlying Investments, but would not otherwise change the nature of the Top Issuer's investment in the Existing Underlying Investment.

23. The Top Issuer allows or will allow investors in the Top Issuer to obtain indirect exposure to the investment portfolios of Underlying Investments and their investment strategies through direct or indirect investments by the Top Issuer in securities of the Underlying Investments (each, a **Fund-on-Fund Structure**).

24. Paragraph 13.5(2)(a) of NI 31-103 prohibits a registered adviser from knowingly causing an investment portfolio managed by it, including an investment fund for which it acts as adviser, to invest in securities of any issuer in which a "responsible person" or an associate of a "responsible person" is a partner, officer, or director.

25. A "responsible person" of the Filer (or an affiliate of the Filer) or an associate of a "responsible person", as that term is defined in NI 31-103, may be a partner, officer, or director of an Underlying Investment, including, for greater certainty, an officer and/or director of the general partner of an Underlying Investment where the Underlying Investment is structured as a limited partnership.

26. A Fund-on-Fund Structure may result in the Top Issuer directly or indirectly investing in an Underlying Investment in which a responsible person or an associate of a responsible person is a partner, officer, or director, or performs a similar function or occupies a similar position.

27. In the absence of the Exemption Sought, the Filer (or its affiliate) would be precluded from causing the Top Issuer to directly or indirectly invest in an Underlying Investment in these circumstances unless the consent of each investor in the Top Issuer is obtained. The Top Issuer has a large number of investors and, as a result, obtaining the consent of each such investor is not practical.

Generally

28. An investment by the Top Issuer in an Underlying Investment will only be made if the investment is, or will be, compatible with the investment objectives of the Top Issuer and allows, or will allow, the Top Issuer to obtain exposure to asset classes in which the Top Issuer may otherwise invest directly.

29. The Filer believes that the investment by the Top Issuer in an Underlying Investment will provide the Top Issuer with an efficient and cost-effective manner to obtain exposure to diversified alternative and private asset classes, which are generally not available through collective investment schemes or investment funds that are reporting issuers or through direct investment. The Top Issuer will gain access to the expertise of the portfolio adviser or manager of the applicable Underlying Investment as well as to the investment strategies and asset classes of the Underlying Investment.

30. Each Underlying Investment is, or will be, managed and/or advised by the Filer or an affiliate of the Filer. The Filer, or an affiliate of the Filer, calculates or will calculate a net asset value (**NAV**) or fair market value (**FMV**), which will be used for the purposes of determining the purchase and redemption price of any securities of the Underlying Investments purchased by the Top Issuer.

31. The Existing Underlying Investment produces audited financial statements on an annual basis, in accordance with generally accepted accounting principles with a qualified auditing firm as the auditor of those financial statements. The Filer expects to have access to audited financial statements prepared in respect of most underlying assets that are invested in by the Underlying Investments.

32. The Filer does not anticipate that any management fees or incentive fees are or will be payable by the Top Issuer with respect to an investment in an Underlying Investment that, to a reasonable person, would duplicate a fee payable by an Underlying Investment for the same services.

33. The Filer does not anticipate that any sales fees or redemption fees would be payable by the Top Issuer in relation to its purchases or redemptions of securities of an Underlying Investment, unless the Top Issuer redeems its securities of an Underlying Investment during a lock-up period, in which case an early redemption fee or deduction from the redemption proceeds may apply.

34. In all cases, the Filer manages, or the Filer (or its affiliate) will manage, the liquidity of the Top Issuer having regard to the redemption features of the corresponding Underlying Fund(s) to ensure that it can meet redemption requests from investors of the Top Issuer.

35. The Existing Underlying Investment is valued monthly and redeemable monthly, subject to a lock-up period and limitations on redemptions and deductions to the redemption proceeds depending on the timing and amounts being redeemed.

36. The value of the underlying portfolio assets and liabilities of the Existing Underlying Investment is determined by SGGG Fund Services Inc., which is arm's length to the Filer and the Underlying Investments, on a monthly basis. Similar third-party valuations will be carried out in respect of the underlying portfolio assets and liabilities of each Future Underlying Investment.

37. Investments in securities by the Top Issuer in an Underlying Investment will be effected at an objective price. The Filer's (or its affiliate's) policies and procedures provide, or will provide, that an objective price, for this purpose, will be the FMV or NAV per security of the applicable class or series of the Underlying Investment.

38. The Top Issuer's investment in an Underlying Investment will be disclosed in the Top Issuer's offering memorandum or other disclosure document.

39. An investment in the Underlying Investments represents the business judgement of a responsible person uninfluenced by considerations other than the best interests of the investors in the Top Issuer.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that:

(a) securities of the Top Issuer are distributed in Canada solely to investors pursuant to exemptions from the prospectus requirements in the Legislation;

(b) the investment by the Top Issuer in an Underlying Investment will be compatible with the investment objective of the Top Issuer;

(c) at the time of purchase by the Top Issuer of securities of an Underlying Investment, either the Underlying Investment holds no more than 10% of its NAV in securities of other investment funds or the Underlying Investment:

  (i) has adopted a fundamental investment objective to track the performance of an investment fund or similar investment product;

  (ii) purchases or holds securities of investment funds that are "money market funds" (as defined in NI 81-102); or

  (iii) purchases or holds securities that are "index participation units" (as defined in NI 81-102) issued by an investment fund;

(d) in respect of an investment by the Top Issuer in an Underlying Investment, no sales fees or redemption fees will be paid as part of the investment in the Underlying Investment, unless the Top Issuer redeems its securities of an Underlying Investment during a lock-up period, in which case an early redemption fee or deduction from the redemption proceeds may apply;

(e) in respect of an investment by the Top Issuer in an Underlying Investment, no management fees or incentive fees will be payable by the Top Issuer that, to a reasonable person, would duplicate a fee payable by an Underlying Investment for the same services;

(f) the securities of an Underlying Investment held by the Top Issuer will not be voted at any meeting of the securityholders of the Underlying Investment, except that the Top Issuer may arrange for the securities of the Underlying Investment it holds to be voted by the beneficial holders of securities of the Top Issuer;

(g) the offering memorandum or statement of investment policies and guidelines, where available, or other disclosure document of the Top Issuer shall be provided to each new investor in the Top Issuer prior to their purchase of securities of the Top Issuer, and will disclose the following information at the next update of such document:

(i) that the Top Issuer may purchase securities of one or more Underlying Investments;

(ii) that the Filer, or an affiliate of the Filer, is the manager of both the Top Issuer and the Underlying Investment(s); and

(iii) the fees, expenses, and any performance or special incentive distributions payable by the Underlying Investment(s) in which the Top Issuer invests; and

(h) the Top Issuer will invest in, and redeem, securities of each Underlying Investment at the FMV or NAV of the applicable securities of the Underlying Investment, which will be based on the valuation of the applicable portfolio assets to which the Underlying Investment has exposure, independently determined by an arm's length third party.

"Darren McKall"
Manager, Investment Management Division
Ontario Securities Commission

Application File #: 2024/0439
SEDAR+ File #: 6159261

B.3.4 Cantor Fitzgerald Canada Corporation

Headnote

Pursuant to National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief from the prohibition on the use of corporate officer titles by certain registered individuals in respect of institutional clients – Relief does not extend to interactions by registered individuals with retail clients.

Applicable Legislative Provisions

Multilateral Instrument 11-102 Passport System, s. 4.7(1).
National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, ss. 13.18(2)(b) and 15.1(2).

March 6, 2025

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
CANTOR FITZGERALD CANADA CORPORATION
(the Filer)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction (the **Legislation**) that pursuant to section 15.1 of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**), the Filer and its Registered Individuals (as defined below) are exempt from the prohibition in paragraph 13.18(2)(b) of NI 31-103 that a registered individual may not use a corporate officer title when interacting with clients, unless the individual has been appointed to that corporate office by their sponsoring firm pursuant to applicable corporate law, in respect of Clients (as defined below) (the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

(a) the Ontario Securities Commission is the principal regulator for this application; and

(b) the Filer has provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 Passport System (**MI 11-102**) is intended to be relied upon by the Filer and its Registered Individuals (as defined below) in each of the other provinces and territories of Canada (together with the Jurisdiction, the **Jurisdictions**) in respect of the Exemption Sought.

Interpretation

Terms defined in MI 11-102 and National Instrument 14-101 *Definitions* have the same meaning if used in this decision, unless otherwise defined.

Representations

This decision is based on the following facts represented by the Filer:

1. The Filer is a corporation incorporated under the laws of Nova Scotia with its head office located in Toronto, Ontario.

2. The Filer is registered as an investment dealer under the securities legislation of all the jurisdictions of Canada, and is a member of the Canadian Investment Regulatory Organization (**CIRO**).

3. The Filer is a participating organization of the Toronto Stock Exchange, the TSX Venture Exchange, Cboe Canada, Nasdaq Canada, the Canadian Securities Exchange, and various alternative trading systems.

4. Other than with respect to the subject matter of this decision, the Filer is not in default of securities legislation in any of the Jurisdictions. The Filer and 7 of its registered individuals were in default of the requirements in paragraph 13.18(2)(b) of NI 31-103 from December 31, 2021, to the date of this decision. The Filer understands that the Exemption Sought is only in effect from the date of this decision.

5. The Filer is a wholly-owned, indirect subsidiary of Cantor Fitzgerald L.P., a limited partnership organized and existing under the laws of the State of Delaware.

6. The Filer offers a range of capital markets services and sales and trading services to corporate and institutional clients. Services offered include advisory, underwriting, mergers & acquisitions, equities trading and research.

7. The Filer is the sponsoring firm for registered individuals that interact with clients and use a corporate officer title without being appointed to the corporate office of the Filer pursuant to applicable corporate law (the **Registered Individuals**).

8. The number of Registered Individuals may increase or decrease from time to time as the business of the Filer changes. As of the date of this decision, the Filer has approximately 7 Registered Individuals.

9. The current titles used by the Registered Individuals include the words "Managing Director", “Director”, and “Vice President”, and the Registered Individuals may use additional corporate officer titles in the future (collectively, the **Titles**).

10. The Filer has a process in place for awarding the Titles, which sets out the criteria for each of the Titles. The Titles are based on criteria including seniority and experience, and a Registered Individual's sales activity or revenue generation is not a primary factor in the decision by the Filer to award one of the Titles.

11. The Registered Individuals interact only with institutional clients that are, each, a non-individual "institutional client" as defined in CIRO Investment Dealer and Partially Consolidated Rule 1201 (the **Clients**).

12. Section 13.18 of NI 31-103 prohibits registered individuals in their client-facing relationships from, among other things, using titles or designations that could reasonably be expected to deceive or mislead existing and prospective clients. Paragraph 13.18(2)(b) of NI 31-103 specifically prohibits the use of corporate officer titles by registered individuals who interact with clients unless the individuals have been appointed to those corporate offices by their sponsoring firms pursuant to applicable corporate law.

13. There would be significant operational and human resources challenges for the Filer to comply with the prohibition in paragraph 13.18(2)(b). In addition, the Titles are widely used and recognized throughout the institutional segment of the financial services industry within Canada and globally, and being unable to use the Titles has the potential to put the Filer and its Registered Individuals at a competitive disadvantage as compared to non-Canadian firms that are not subject to the prohibition and who compete for the same institutional clients.

14. Given their nature and sophistication, the use of the Titles by the Registered Individuals would not be expected to deceive or mislead existing and prospective Clients.

15. For the reasons provided above, it would not be prejudicial to the public interest to grant the Exemption Sought.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted, provided that, when using the Titles, the Filer and its Registered Individuals interact only with existing and prospective clients that are exclusively non-individual "institutional clients", as defined in CIRO Investment Dealer and Partially Consolidated Rule 1201.

This decision will terminate six months, or such other transition period as may be provided by law, after the coming into force of any amendment to NI 31-103 or other applicable securities law that affects the ability of the Registered Individuals to use the Titles in the circumstances described in this decision.

“Joseph Della Manna”
Manager, Trading & Markets
Ontario Securities Commission

OSC File #: 2024/0747

B.3.5 Canoe Financial LP

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Existing and future mutual funds granted relief from paragraphs 15.3(4)(c) and (f) of NI 81-102 Investment Funds to permit references to Fundata FundGrade A+ Awards and FundGrade Ratings in sales communications – Relief subject to conditions regarding calculations and disclosure and the requirement that the FundGrade A+ Awards being referenced not have been awarded more than 365 days before the date of the sales communication.

Applicable Legislative Provisions

National Instrument 81-102 Investment Funds, ss. 15.3(4)(c) and (f), and 19.1.

Citation: *Re Canoe Financial LP*, 2025 ABASC 18

March 6, 2025

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA
AND
ONTARIO
(the Jurisdictions)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
CANOE FINANCIAL LP
(the Filer)

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (each a **Decision Maker**) has received an application from the Filer on behalf of existing mutual funds and future mutual funds of which the Filer or an affiliate of the Filer is, or in the future will be, the investment fund manager and to which National Instrument 81-102 *Investment Funds* (**NI 81-102**) applies (each a **Fund** and collectively, **the Funds**) for a decision under the securities legislation of the Jurisdictions (the **Legislation**) granting an exemption from the requirements set out in paragraphs 15.3(4)(c) and 15.3(4)(f) of NI 81-102, which provide that a sales communication must not refer to a performance rating or ranking of a mutual fund or asset allocation service unless:

(a) the rating or ranking is provided for each period for which standard performance data is required to be given, except the period since the inception of the mutual fund, and

(b) the rating or ranking is to the same calendar month-end that is

  (i) not more than 45 days before the date of the appearance or use of the advertisement in which it is included, and

  (ii) not more than three months before the date of first publication of any other sales communication in which it is included,

(together, the **Exemption Sought**), to permit the FundGrade A+ Awards and the FundGrade Ratings to be referenced in sales communications relating to the Funds.

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

(a) the Alberta Securities Commission is the principal regulator for this application;

(b) the Filer has provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in in each jurisdiction of Canada, other than Alberta and Ontario (together with Alberta and Ontario, the **Canadian Jurisdictions**); and

(c) this decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in National Instrument 14-101 *Definitions*, MI 11-102, and NI 81-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

This decision is based on the following facts represented by the Filer:

The Filer and the Funds

1. The Filer is a limited partnership formed under the laws of the Province of Alberta with its head office located in Calgary, Alberta.

2. The Filer is registered as an exempt market dealer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Northwest Territories, Nunavut, and Yukon.

3. The Filer is registered as a portfolio manager in Alberta, Ontario and Québec, as a commodity trading manager in Ontario and as a derivatives portfolio manager in Québec.

4. The Filer is registered as an investment fund manager in Alberta, Newfoundland and Labrador, Ontario and Québec.

5. Either the Filer or an affiliate of the Filer is, or will be, the manager of the Funds.

6. The securities of each of the Funds are, or will be, qualified for distribution to investors pursuant to one or more prospectuses or simplified prospectuses, as the same may be amended or renewed from time to time.

7. Each of the Funds is, or will be, a reporting issuer in one or more of the Canadian Jurisdictions. Each of the Funds is, or will be, subject to NI 81-102, including Part 15 of NI 81-102, which governs sales communications.

8. Neither the Filer nor any of the Funds are in default of securities legislation in any of the Canadian Jurisdictions.

FundGrade Ratings and FundGrade A+ Awards

9. The Filer wishes to include in sales communications of the Funds references to the FundGrade Ratings and references to the FundGrade A+ Awards (each as defined below) where such Funds have been awarded a FundGradeA+ Award.

10. Fundata Canada Inc. (**Fundata**) is a “mutual fund rating entity” as that term is defined in NI 81-102 and is not a member of the organization of the Funds. Fundata is a leader in supplying mutual fund information, analytical tools, and commentary. Fundata’s fund data and analysis, fund awards designations and ratings information provide valuable insight to advisors, media and individual investors.

11. One of Fundata’s programs is the FundGrade A+ Awards program. This program highlights funds that have excelled in delivering consistently strong risk-adjusted performance relative to their peers. The FundGrade A+ Awards designate award-winning funds in most individual fund classifications for the previous calendar year, and the awards are announced in January of each year. The categories for fund classification used by Fundata are those maintained by the Canadian Investment Funds Standards Committee (**CIFSC**) (or a successor to CIFSC), a Canadian organization that is independent of Fundata.

12. The FundGrade A+ Awards are based on a proprietary rating methodology developed by Fundata, the FundGrade Rating system. The FundGrade Rating system evaluates funds based on their risk adjusted performance, measured by three well-known and widely-used metrics: the Sharpe Ratio, the Information Ratio, and the Sortino Ratio. The ratios are calculated for the two through 10 year time periods for each fund. When there is more than one eligible series of a fund, an average ratio is taken for each period. The ratios are ranked across all time periods and an overall score is calculated by equally weighting the yearly rankings.

13. The FundGrade Ratings are letter grades for each fund and are determined for each month. The FundGrade Ratings for each month are released on the seventh business day of the following month. The top 10% of funds earn an A Grade;

the next 20% of funds earn a B Grade; the next 40% of funds earn a C Grade; the next 20% of funds receive a D Grade; and the lowest 10% of funds receive an E Grade. Because the overall score of a fund is calculated by equally weighting the periodic rankings, to receive an A Grade, a fund must show consistently high scores for all ratios across all time periods.

14. Fundata calculates a grade using only the retail series of each fund. Institutional series or fee-based series of any fund are not included in the calculation. A fund must have at least two years of history to be included in the calculation. Once a letter grade is calculated for a fund, it is then applied to all related series of that fund.

15. At the end of each calendar year, Fundata calculates a fund "GPA" for each fund based on the full year's performance. The fund GPA is calculated by converting each month's FundGrade Rating letter grade into a numerical score. Each A is assigned a grade of 4.0; each B is assigned a grade of 3.0; each C is assigned a grade of 2.0; each D is assigned a grade of 1.0; and each E is assigned a grade of 0. The total of the grades for each fund is divided by 12 to arrive at the fund's GPA for the year. Any fund earning a GPA of 3.5 or greater earns a FundGrade A+ Award.

16. When a fund is awarded a FundGrade A+ Award, Fundata will permit such fund to make reference to the award in its sales communications.

Sales Communication Disclosure

17. The FundGrade Ratings fall within the definition of "performance data" under NI 81-102 as they constitute "a rating, ranking, quotation, discussion or analysis regarding an aspect of the investment performance of an investment fund", given that the FundGrade Ratings are based on performance measures calculated by Fundata. The FundGrade A+ Awards may be considered to be "overall ratings or rankings" given that the awards are based on the FundGrade Ratings as described above. Therefore, references to FundGrade Ratings and FundGrade A+ Awards in sales communications relating to the Funds need to meet the applicable requirements in Part 15 of NI 81-102.

18. Paragraph 15.3(4)(c) of NI 81-102 imposes a "matching" requirement for performance ratings or rankings that are included in sales communications for a mutual fund. If a performance rating or ranking is referred to in a sales communication, it must be provided for, or "match", each period for which standard performance data is required to be given for the fund, except for the period since the inception of the fund (i.e. for one, three, five and 10 year periods, as applicable).

19. While FundGrade Ratings are based on calculations for a minimum of two years through to a maximum of 10 years and the FundGrade A+ Awards are based on a yearly average of monthly FundGrade Ratings, specific ratings for the three, five and 10 year periods within the two to 10 year measurement period are not given. This means that a sales communication referencing FundGrade Ratings cannot comply with the "matching" requirement contained in paragraph 15.3(4)(c) of NI 81-102. Relief from paragraph 15.3(4)(c) of NI 81-102 is, therefore, required in order for a Fund to use FundGrade Ratings in sales communications.

20. The exemption in subsection 15.3(4.1) of NI 81-102 for references to overall ratings or rankings of funds cannot be relied upon to reference the FundGrade A+ Awards in sales communications for the Funds because it is available only if a sales communication "otherwise complies" with the requirements of subsection 15.3(4) of NI 81-102. As noted above, sales communications referencing the FundGrade A+ Awards cannot comply with the "matching" requirement in subsection 15.3(4) of NI 81-102 because the underlying FundGrade Ratings are not available for the three, five and 10 year periods within the two to 10 year measurement period for the FundGrade Ratings, rendering the exemption in subsection 15.3(4.1) of NI 81-102 unavailable. Relief from paragraph 15.3(4)(c) of NI 81-102 is, therefore, also required in order for the Funds to reference the FundGrade A+ Awards in sales communications.

21. Paragraph 15.3(4)(f) of NI 81-102 imposes certain restrictions on disclosure in sales communications. This paragraph provides that in order for a rating or ranking such as a FundGrade A+ Award to be used in an advertisement, the advertisement must be published within 45 days of the calendar month-end to which the rating or ranking applies. Further, in order for the rating or ranking to be used in any other sales communication, the rating or ranking must be published within three months of the calendar month-end to which the rating or ranking applies.

22. Because the evaluation of funds for the FundGrade A+ Awards will be based on data aggregated until the end of December in any given year and the results will be published in January of the following year, by the time a fund receives a FundGrade A+ Award in January, paragraph 15.3(4)(f) of NI 81-102 will only allow the FundGrade A+ Award to be used in an advertisement until the middle of February and in other sales communications until the end of March.

23. The Exemption Sought is required in order for the FundGrade Ratings and the FundGrade A+ Awards to be referenced in sales communications relating to the Funds.

24. The Filer submits that the FundGrade A+ Awards and the FundGrade Ratings provide important tools for investors, as they provide investors with context when evaluating investment choices. These awards and ratings provide an objective,

transparent and quantitative measure of performance that is based on the expertise of Fundata in fund analysis that alleviates any concern that references to them may be misleading and, therefore, contrary to paragraph 15.2(1)(a) of NI 81-102.

Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemption Sought is granted, provided that:

1. the sales communication that refers to the FundGrade A+ Awards and the FundGrade Ratings complies with Part 15 of NI 81-102, other than as set out herein, and contains the following disclosure in at least 10 point type:

   (a) the name of the category for which the Fund has received the award or rating;

   (b) the number of mutual funds in the category for the applicable period;

   (c) the name of the ranking entity, i.e., Fundata;

   (d) the length of period and the ending date, or the first day of the period and the ending date on which the FundGrade A+ Award or the FundGrade Rating is based;

   (e) a statement that FundGrade Ratings are subject to change every month;

   (f) in the case of a FundGrade A+ Award, a brief overview of the FundGrade A+ Award;

   (g) in the case of a FundGrade Rating (other than FundGrade Ratings referenced in connection with a FundGrade A+ Award), a brief overview of the FundGrade Rating;

   (h) disclosure of the meaning of the FundGrade Ratings from A to E (e.g., rating of A indicates a fund is in the top 10% of its category); and

   (i) reference to Fundata's website for greater detail on the FundGrade A+ Awards and the FundGrade Ratings;

2. The FundGrade A+ Award being referenced must not have been awarded more than 365 days before the date of the sales communication; and

3. The FundGrade A+ Awards and FundGrade Ratings being referenced are calculated based on comparisons of performance of investment funds within a specified category established by the CIFSC (or a successor to the CIFSC).

"Denise Weeres"
Director, Corporate Finance
Alberta Securities Commission

B.3.6 Fiera Capital Corporation and The Top Funds

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Mutual funds that are not reporting issuers granted 45-day and 30-day extensions, respectively, for the annual and interim financial statement delivery deadlines under NI 81-106 – Top Funds invest the majority of their assets in Underlying Funds – Underlying Funds are subject to a variety of financial reporting deadlines, in some cases extending beyond the annual and interim financial statement filing and delivery deadlines under NI 81-106 – Relief granted provided that no less than 25% of the total assets of the Top Fund as at its financial year end of December 31 are invested in Underlying Funds that have financial reporting periods that end on December 31 of each year and are subject to laws or documentation that require their annual financial statements to be delivered between 90 and 120 days of their financial year-end and interim financial statements to be delivered within 90 days of their most recently completed interim period.

Applicable Legislative Provisions

National Instrument 81-106 Investment Fund Continuous Disclosure, ss. 2.2, 2.4, 5.1(2)(a), 5.1(2)(b) and 17.1.

March 6, 2025

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
QUÉBEC
AND
ONTARIO
(the "Jurisdictions")

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATION
IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
FIERA CAPITAL CORPORATION
(the "Filer")

AND

THE TOP FUNDS
(as defined below)

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (the "**Decision Makers**") have received an application on behalf of the Filer, as investment fund manager of the Fiera Diversified Balanced Fund, Fiera Balanced Growth Fund, Fiera Global Private Equity Fund, Fiera Balanced Ethical Fund, Fiera Diversified Equity Fund, Fiera Diversified Lending Fund, Fiera CRS Balanced Ethical Fund, Fiera Private Investment Fund II and Fiera Private Innovation Fund (collectively, the "**Initial Top Funds**") and any other existing or future mutual fund that is not and will not be a reporting issuer, and that is, or will be managed by the Filer and which may invest in underlying funds (the "**Underlying Funds**") as part of its investment strategy (the "**Future Top Funds**", and together with the Initial Top Funds, the "**Top Funds**" and each a "**Top Fund**") for a decision under the securities legislation of the Jurisdictions (the "**Legislation**") exempting the Filer and the Top Funds from:

1. the requirement in section 2.2 of *Regulation 81-106 respecting Investment Fund Continuous Disclosure* ("**Regulation 81-106**") that the Top Funds file their audited annual financial statements and auditors' report (the "**Annual Financial Statements**") on or before the 90th day after the Top Funds' most recently completed financial year (the "**Annual Filing Deadline**");

2. the requirement in section 2.4 of Regulation 81-106 that the Top Funds file their unaudited interim financial statements (the "**Interim Financial Statements**" and collectively with the Annual Financial Statements, the "**Financial Statements**") on or before the 60th day after the Top Funds' most recently completed interim period (the "**Interim Filing Deadline**");

3. the requirement in paragraph 5.1(2)(a) of Regulation 81-106 that the Top Funds deliver to securityholders their Annual Financial Statements by the Annual Filing Deadline (the "**Annual Delivery Requirement**"); and

4. the requirement in paragraph 5.1(2)(b) of Regulation 81-106 that the Top Funds deliver to securityholders their Interim Financial Statements by the Interim Filing Deadline (the "**Interim Delivery Requirement**");

(collectively, the "**Exemption Sought**").

Under the Process for Exemptive Relief Application in Multiple Jurisdictions (for dual application):

a) the Autorité des marchés financiers has been selected as the principal regulator for this application;

b) the Filer has provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System*, which in Québec is a Regulation, RLRQ, c. V-1.1, r.1(**Regulation 11-102**), is intended to be relied upon in each of the provinces and territories of Canada other than the Jurisdictions (together with the Jurisdictions, the **Canadian territories**); and

c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in Regulation 14-101 *respecting Definitions* (chapter V-1.1, r.3) and Regulation 11-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

This decision is based on the following facts represented by the Filer.

The Filer

1. The Filer is a corporation established under the laws of Ontario and having its head office at 1981 McGill College Avenue, Suite 1500, Montréal, Québec, H3A 0H5, Canada.

2. The Filer is registered as:

   (a) a portfolio manager and exempt market dealer in each jurisdiction of the Canadian territories;

   (b) an adviser in Manitoba;

   (c) an investment fund manager in Newfoundland and Labrador, Ontario and Québec;

   (d) a commodity trading manager in Ontario; and

   (e) a derivatives portfolio manager in Québec.

3. The Filer is a reporting issuer in Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland and Labrador, Nova Scotia, Ontario, Prince Edward Island, Québec and Saskatchewan, with Québec as the principal jurisdiction.

4. The Filer is not in default of securities legislation of any of the Canadian territories.

5. The Filer is the investment fund manager of the Initial Top Funds and is or will be the investment fund manager of the Future Top Funds. The Filer will act as portfolio manager of each Top Fund.

The Initial Top Funds

Fiera Diversified Balanced Fund

6. The Fiera Diversified Balanced Fund is an open-ended trust established under the laws of the Province of Québec by an amended and restated trust agreement dated October 23, 2017.

7. Fiera Diversified Balanced Fund's objective is to provide a superior real return achieved by both capital appreciation and income by investing in a widely diversified portfolio of securities. The Fiera Diversified Balanced Fund invests the majority of its assets in Underlying Funds.

Fiera Balanced Growth Fund

8. The Fiera Balanced Growth Fund is an open-ended trust established under the laws of the Province of Québec by an amended and restated trust agreement dated October 23, 2017.

9. Fiera Balanced Growth Fund's objective is to provide total long-term returns through income and capital appreciation with emphasis on growth. To attain this objective, the Fiera Balanced Growth Fund will invest in a well-diversified portfolio of securities. The Fiera Balanced Growth Fund invests the majority of its assets in Underlying Funds.

Fiera Global Private Equity Fund

10. The Fiera Global Private Equity Fund is an open-ended trust established under the laws of the Province of Québec by an amended and restated trust agreement dated October 23, 2017.

11. The Fiera Global Private Equity Fund's objective is to achieve attractive absolute returns over the long-term, primarily through building a diversified global portfolio of corporate private equity investments. To attain its objective, the Fiera Global Private Equity Fund will invest mainly in Underlying Funds, which investment objective will be consistent with the Fiera Global Private Equity Fund's investment objective and strategy. The Fiera Global Private Equity Fund invests the majority of its assets in Underlying Funds.

Fiera Balanced Ethical Fund

12. The Fiera Balanced Ethical Fund is an open-ended trust established under the laws of the Province of Québec by an amended and restated trust agreement dated October 23, 2017.

13. The fundamental investment objective of the Fiera Balanced Ethical Fund is to provide total long-term returns through income and capital appreciation. To attain this objective, the Fiera Balanced Ethical Fund will invest in a well-diversified portfolio of securities. The Fiera Balanced Ethical Fund will also respond to environmental, social and governance (ESG), as well as ethical considerations established by the Fiera Balanced Ethical Fund. The Fiera Balanced Ethical Fund invests the majority of its assets in Underlying Funds.

Fiera Diversified Equity Fund

14. The Fiera Diversified Equity Fund is an open-ended trust established under the laws of the Province of Québec by an amended and restated trust agreement dated October 23, 2017.

15. The fundamental investment objective of the Fiera Diversified Equity Fund is to provide total long-term returns through capital appreciation. To attain this objective, the Fiera Diversified Equity Fund will invest in a widely diversified portfolio of securities. The Fiera Diversified Equity Fund invests the majority of its assets in Underlying Funds.

Fiera Diversified Lending Fund

16. The Fiera Diversified Lending Fund is an open-ended trust established under the laws of the Province of Québec by an amended and restated trust agreement dated October 23, 2017.

17. The investment objective of the Fiera Diversified Lending Fund is to generate optimized, stable returns in providing private loans primarily by leveraging various investment teams, track records and strategies that exist under the Fiera Capital Private Markets investment platforms. To attain this objective, the Fiera Diversified Lending Fund will invest mainly in investment vehicles such as, but not limited to, limited partnerships, master-feeder structures, pooled investment vehicles, mutual funds, investment trusts, or special purpose vehicles managed by the Filer, or one of its associates or affiliates. The Fiera Diversified Lending Fund may invest the liquidity coming from uncommitted capital and committed capital not yet invested into short-term securities or income-generating securities, directly or indirectly through other investment vehicles. The Fiera Diversified Lending Fund invests the majority of its assets in Underlying Funds.

Fiera CRS Balanced Ethical Fund

18. The Fiera CRS Balanced Ethical Fund is an open-ended trust established under the laws of the Province of Québec by an amended and restated trust agreement dated October 23, 2017.

19. The investment objective of the Fiera CRS Balanced Ethical Fund is to provide total long-term returns through both income and capital appreciation. To attain this objective, the Fiera CRS Balanced Ethical Fund will invest in a well-diversified portfolio of securities. The Fiera CRS Balanced Ethical Fund will also consider environmental, social and governance (ESG) factors, as well as ethical considerations established by the Fiera CRS Balanced Ethical Fund. The Fiera CRS Balanced Ethical Fund invests the majority of its assets in Underlying Funds.

Fiera Private Investment Fund II

20. The Fiera Private Investment Fund II is an open-ended trust established under the laws of the Province of Québec by an amended and restated trust agreement dated October 23, 2017.

21. The investment objective of the Fiera Private Investment Fund II is to provide high returns primarily through capital gains and some income generation. The Fiera Private Investment Fund II primarily seeks to invest in investment vehicles managed by real estate fund managers, which will take equity participation in construction development projects. To attain this objective, the Fiera Private Investment Fund II will invest mainly in vehicles such as, but not limited to, limited partnerships, master-feeder structures, pooled investment vehicles, mutual funds, investment trusts, or special purpose vehicles managed by the Filer, or one of its associates or affiliates. The Fiera Private Investment Fund II may invest the liquidity coming from uncommitted capital and committed capital not yet invested into short-term securities or income-generating securities, directly or indirectly through other investment vehicles. The Fiera Private Investment Fund II invests the majority of its assets in Underlying Funds.

Fiera Private Innovation Fund

22. The Fiera Private Innovation Fund is an open-ended trust established under the laws of the Province of Québec by an amended and restated trust agreement dated October 23, 2017.

23. The investment objective of the Fiera Private Innovation Fund is to provide high returns primarily through capital appreciation. To attain this objective, the Fiera Private Innovation Fund invests mainly in limited partnerships of private equity funds. The Fiera Private Innovation Fund may invest the liquidity coming from uncommitted capital and committed capital not yet invested into short term securities or income-generating securities, directly or indirectly through other investment vehicles. The Fiera Private Innovation Fund invests the majority of its assets in Underlying Funds.

The Top Funds

24. Each Top Fund will be a "mutual fund" for the purposes of the Legislation.

25. Securities of each Top Fund will only be offered for sale on a continuous basis to accredited investors in each jurisdiction of the Canadian territories pursuant to an exemption from the prospectus requirements under Regulation 45-106 *Prospectus and Registration Exemptions* ("**Regulation 45-106**").

26. Units of each Top Fund will only be distributed in each jurisdiction of the Canadian territories pursuant to exemptions from the prospectus requirement in accordance with Regulation 45-106.

27. None of the Top Funds is, or will be, a reporting issuer in any jurisdiction of the Canadian territories.

28. Each Top Fund has and will have a financial year-end of December 31.

29. In addition, each Top Fund may also invest in securities of one or more Underlying Funds in which the investment objective will be consistent with the Top Funds' investment objective and strategy.

30. The Filer believes that investing in the Underlying Funds in accordance with each of the Top Funds' investment objective and strategy offers benefits not available through a direct investment in the companies, other issuers or assets held by the Underlying Funds.

31. Securities of the Underlying Funds are typically redeemable at various intervals, but in some cases may not be redeemable until the termination of the Underlying Funds. As each Top Fund has a long-term investment horizon, each Top Fund is able to manage its own liquidity requirements, taking into consideration the frequency at which the securities of the Underlying Funds may be redeemed.

32. The net asset value of the Top Funds is or will either be calculated daily, monthly or quarterly.

The Underlying Funds

33. The Underlying Funds may be established under, and governed by, the laws of Canada, the United States or other international jurisdictions.

34. The Underlying Funds may have varying financial year-ends and may be subject to a variety of financial reporting deadlines. For example, assets of the Top Funds may be invested in Underlying Funds, the constating documents of which require the Annual Financial Statements to be filed within 120 days of the financial year-end of the Underlying Fund.

35. The Underlying Funds will either be managed by the Filer, or an affiliate thereof, or by third-parties.

36. The offering memorandum of each Top Fund that will be provided to prospective investors, if any, will disclose, or such investors will be otherwise notified that: (i) the Annual Financial Statement for such Top Fund will be delivered to each investor within 135 days of such Top Fund's financial year end; and (ii) the Interim Financial Statement for such Top Fund will be delivered to each investor within 90 days following the end of each interim period of such Top Fund.

37. The Filer will notify securityholders in the Top Funds that it has received and intends to rely on the Exemption Sought.

Financial Statements

38. Section 2.2 and subsection 5.1(2)(a) of Regulation 81-106 require the Top Funds to file and deliver their Annual Financial Statements by the Annual Filing Deadline. As each Top Funds' financial year-end is or will be December 31, they each would have a filing and delivery deadline of March 31.

39. Section 2.4 and subsection 5.1(2)(b) of Regulation 81-106 require the Top Funds to file and deliver their Interim Financial Statements to the securityholders by the Interim Filing Deadline. As the interim period for the Top Funds is or will be June 30, the filing and delivery deadline for the Interim Financial Statements would be August 29.

40. Section 2.11 of Regulation 81-106 provides an exemption (the "**Filing Exemption**") from the obligation to file the Annual Financial Statements within the Annual Filing Deadline and the Interim Financial Statements within the Interim Filing Deadline if, among other things, a mutual fund that is not a reporting issuer delivers its Annual Financial Statements and Interim Financial Statements in accordance with part 5 of Regulation 81-106 by the Annual Filing Deadline.

41. In order to formulate an opinion on the Annual Financial Statements on each Top Fund, the Top Fund's auditors require audited financial statements of the respective Underlying Funds in order to audit the information contained in the Top Fund's Annual Financial Statements. The auditors of the Top Funds have advised the Filer that they will be unable to complete the audit of each Top Fund's Annual Financial Statements until the audited financial statements of the Underlying Funds are completed and available to the respective Top Fund.

42. In most cases, the Top Funds will not be able to obtain the finalized financial statements of the Underlying Funds prior to the Annual Filing Deadline and the Interim Filing Deadline for filing the Financial Statements and, in all cases, no sooner than the deadline for filing such statements and reports of the Underlying Funds and, in all cases, no sooner than other investors of the Underlying Funds receive the financial statements and reports of the Underlying Funds.

43. The Filer does not anticipate it will be able to meet the conditions in subsection 2.11(b) of the Filing Exemption given that it does not expect to be able to deliver the Annual Financial Statements of the Top Funds by the Annual Filing Deadline and the Interim Financial Statements of the Top Funds by the Interim Filing Deadline. The Filer expects this timing delay in the completion of the Financial Statements of the Top Funds to occur every year for the foreseeable future.

44. Each Top Fund therefore seeks an extension of:

    (i) The Annual Filing Deadline and the Annual Delivery Requirement to permit delivery within 135 days of such Top Fund's most recently completed financial year-end, to enable the Top Fund's auditors to first receive the audited annual financial statements and auditors' reports of the relevant Underlying Funds so as to be able to prepare such Top Fund's Annual Financial Statements;

    (ii) The Interim Filing Deadline and the Interim Delivery Requirement to permit delivery within 90 days of such Top Fund's most recently completed interim period, to enable the Top Fund to first receive the interim financial reports of the relevant Underlying Funds so as to be able to determine the net asset value of the relevant Underlying Funds and prepare such Top Fund's Interim Financial Statements.

Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemption Sought is granted to each of the Top Funds so long as:

1. The Top Fund has a financial year ended December 31.

2. The investment objective of the Top Fund involves investing in Underlying Funds.

3. The Top Fund invests the majority of its assets in Underlying Funds.

4. No less than 25% of the total assets of a Top Fund as at its financial year end of December 31 are invested in Underlying Funds that have financial reporting periods that end on December 31 of each year and whose governing law or constating

documents require their annual financial statements to be delivered between 90 and 120 days of their financial year-end and interim financial statements to be delivered within 90 days of their most recent interim period.

5. The Top Fund notifies its securityholders that the Top Fund has received and intends to rely on relief from the filing and delivery requirements under section 2.2, section 2.4, paragraph 5.1(2)(a) and paragraph 5.1(2)(b) of Regulation 81-106.

6. The Top Fund is not a reporting issuer in any of the Canadian territories and the Filer has the necessary registrations to carry out its operations in each of the Canadian territories in which it operates.

7. The conditions in section 2.11 of Regulation 81-106 will be met, except for subsection 2.11(b), and:

   (a) the Annual Financial Statements will be delivered to securityholders of the Top Fund in accordance with Part 5 of Regulation 81-106 on or before the 135th day after the Top Fund's most recently completed financial year; and

   (b) the Interim Financial Statements will be delivered to securityholders of the Top Fund in accordance with Part 5 of Regulation 81-106 on or before the 90th day after the Top Fund's most recently completed interim period.

8. The Exemption Sought terminates within one year of the coming into force of any amendment to Regulation 81-106 or other rule that modifies how the Annual Filing Deadline, Annual Delivery Requirement, Interim Filing Deadline or Interim Delivery Requirement applies in connection with mutual funds that are not reporting issuers.

“Frédéric Belleau”
Senior Director, Investment Products and Sustainable Finance
Autorité des marchés financiers

Application File #: 2024/0597
SEDAR+ File #: 6193489

B.3.7 Manulife Investment Management Limited et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – relief granted under subsection 62(5) of the Securities Act to permit the extension of a prospectus lapse date by 84 days – relief granted under subsection 5.1(4) of NI 81-101 Mutual Fund Prospectus Disclosure to combine the simplified prospectus of conventional mutual funds with the simplified prospectus of alternative mutual funds.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 62(5).
National Instrument 81-101 Mutual Fund Prospectus Disclosure, ss. 5.1(4) and 6.1.

March 7, 2025

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE
RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
MANULIFE INVESTMENT MANAGEMENT LIMITED
(the Filer)

AND

MANULIFE ALTERNATIVE OPPORTUNITIES FUND,
MANULIFE STRATEGIC INCOME PLUS FUND
(the Existing Alternative Funds)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer on behalf of the Existing Alternative Funds for a decision under the securities legislation of the Jurisdiction (the **Legislation**) that the time limit for the renewal of the simplified prospectus, fund facts and ETF facts of the Existing Alternative Funds (the **Alternative Funds Prospectus**) be extended to the time limit that would apply if the lapse date of the Alternative Funds Prospectus was August 1, 2025 (the **Lapse Date Extension**), and that grants relief to the Existing Alternative Funds and any alternative mutual fund established or restructured in the future and managed by the Filer (collectively with the Existing Alternative Funds, the **Alternative Funds**) from the requirement in subsection 5.1(4) of National Instrument 81-101 *Mutual Fund Prospectus Disclosure* (**NI 81-101**), which states that a simplified prospectus for an alternative mutual fund must not be consolidated with a simplified prospectus of another mutual fund if the other mutual fund is not an alternative mutual fund (the **Simplified Prospectus Consolidation**, together with the Lapse Date Extension, the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

(a) the Ontario Securities Commission is the principal regulator for this application; and

(b) the Filer has provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in all provinces and territories of Canada (the **Jurisdictions**).

Interpretation

Terms defined in National Instrument 14-101 *Definitions*, MI 11-102 and National Instrument 81-102 *Investment Funds* (**NI 81-102**) have the same meaning if used in this decision, unless otherwise defined.

Representations

This decision is based on the following facts represented by the Filer:

The Filer

1. The Filer is a corporation amalgamated under the laws of Canada, with its registered head office located in Toronto, Ontario.

2. The Filer is currently registered as a portfolio manager in each province and territory of Canada, an investment fund manager in each of Ontario, Québec and Newfoundland and Labrador, a commodity trading manager in Ontario and a derivatives portfolio manager in Québec.

3. The Filer is, or will be, the investment fund manager of the Alternative Funds.

4. The Filer is not in default of applicable securities legislation in any of the Jurisdictions.

The Alternative Funds

5. Each of the Alternative Funds is, or will be, an open-end mutual fund established under the laws of the Province of Ontario and is, or will be, a reporting issuer as defined in the securities legislation of each of the Jurisdictions.

6. The securities of each Alternative Fund are, or will be, qualified for distribution in one or more of the Jurisdictions using a simplified prospectus, fund facts and ETF facts document prepared and filed in accordance with the securities legislation of such Jurisdictions. Each Alternative Fund is, or will be, subject to the requirements of NI 81-101 and NI 81-102.

7. The Existing Alternative Funds currently distribute securities in the Jurisdictions under a simplified prospectus dated May 9, 2024.

8. Neither of the Existing Alternative Funds is in default of securities legislation in any of the Jurisdictions.

Reasons for the Simplified Prospectus Consolidation

9. The Filer wishes to combine the simplified prospectus of the Alternative Funds with the simplified prospectus of mutual funds existing today or created in the future (i) that are reporting issuers to which NI 81-101 and NI 81-102 apply, (ii) that are not alternative mutual funds, and (iii) for which the Filer acts or will act as the investment fund manager (the **Conventional Funds**) in order to reduce renewal, printing and related costs. Offering the Alternative Funds using the same simplified prospectus as the Conventional Funds would facilitate the distribution of the Alternative Funds in the Jurisdictions under the same prospectus disclosure and enable the Filer to streamline disclosure across the Filer's fund platform.

10. Even though the Alternative Funds are, or will be, alternative mutual funds, they share, or will share many common operational and administrative features with the Conventional Funds and combining them in the same simplified prospectus will allow investors to more easily compare the features of the Alternative Funds and the Conventional Funds.

11. The ability to file the same simplified prospectus for the Alternative Funds and the Conventional Funds will ensure that the Filer can make corresponding changes to the operational and administrative features of the Alternative Funds and the Conventional Funds in a consistent manner, if required.

12. Investors will continue to receive the fund facts and ETF facts document(s) as applicable when purchasing securities of the Alternative Funds as required by applicable securities legislation. The form and content of the fund facts and ETF facts document(s) of the Alternative Funds will not change as a result of the Exemption Sought.

13. The simplified prospectus of the Alternative Funds will continue to be provided to investors, upon request, as required by applicable securities legislation.

14. National Instrument 41-101 *General Prospectus Requirements* (**NI 41-101**) does not contain a provision equivalent to subsection 5.1(4) of NI 81-101. Accordingly, an investment fund manager that manages exchange-traded funds (**ETFs**) is permitted to consolidate a prospectus under NI 41-101 for its ETFs that are alternative mutual funds with a prospectus for its ETFs that are conventional mutual funds. There is no reason why mutual funds filing a simplified prospectus under NI 81-101 should be treated differently from ETFs filing a prospectus under NI 41-101.

Reasons for the Lapse Date Extension

15. Pursuant to subsection 62(1) of the *Securities Act* (Ontario) (the **Act**), the lapse date of the Alternative Funds Prospectus is May 9, 2025. Accordingly, under subsection 62(2) of the Act, the distribution of securities of each Existing Alternative Fund would have to cease on its current lapse date unless: (i) the Existing Alternative Funds file a pro forma simplified prospectus at least 30 days prior to its current lapse date; (ii) the final simplified prospectus is filed no later than 10 days after its current lapse date; and (iii) a receipt for the final simplified prospectus is obtained within 20 days after its current lapse date.

16. The Filer is the investment fund manager of certain Conventional Funds (the **Manulife Funds**) that currently distribute their securities under a simplified prospectus with a lapse date of August 1, 2025 (the **Manulife Funds Prospectus**).

17. It would be impractical to alter and modify all the dedicated systems, procedures and resources required to prepare the renewal simplified prospectus, fund facts and ETF facts documents for the Manulife Funds, and unreasonable to incur the costs and expenses associated therewith, so that the renewal simplified prospectus, fund facts and ETF facts documents of the Manulife Funds can be filed earlier with the renewal simplified prospectus, fund facts and ETF facts documents of the Existing Alternative Funds.

18. If the Exemption Sought is not granted, it will be necessary to file the Alternative Funds Prospectus twice within a short period of time in order to consolidate the Alternative Funds Prospectus with the Manulife Funds Prospectus.

19. The Manager may make minor changes to the features of the Manulife Funds as part of the process of renewing the Manulife Funds Prospectus. As noted above, the ability to file the simplified prospectus of the Existing Alternative Funds with those of the Manulife Funds will ensure that the Manager can make the operational and administrative features of the Existing Alternative Funds and the Manulife Funds consistent with each other, if necessary.

20. There have been no material changes in the affairs of the Existing Alternative Funds since the relevant current prospectus filings.

21. Given the disclosure obligations of the Existing Alternative Funds, should a material change in the business, operations, or affairs of each of the Existing Alternative Funds occur, the current

simplified prospectus, fund facts and ETF facts document(s) of the applicable Existing Alternative Fund(s) will be amended as required under the Legislation.

22. New investors of the Existing Alternative Funds will receive delivery of the most recently filed fund facts or ETF facts document(s) of the applicable Existing Alternative Fund(s). The Alternative Funds Prospectus will still be available upon request.

23. The Exemption Sought will not affect the accuracy of the information contained in the Alternative Funds Prospectus and therefore will not be prejudicial to the public interest.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted.

"Darren McKall"
Manager, Investment Management Division
Ontario Securities Commission

Application File #: 2025/0067
SEDAR+ File #: 6238837

B.3.8 Mulvihill Capital Management Inc. et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted from fund multi-layering restriction in paragraph 2.5(2)(b) of NI 81-102 to permit an investment fund to invest in another investment fund under common management that holds more than 10% of its net assets in securities of other investment funds – Top funds are exchange-traded alternative mutual fund that seeks to achieve its investment objectives by investing part of its assets in preferred shares issued by split share corporations – Underlying fund will be an exchange-traded alternative mutual fund that will primarily invest in an actively managed portfolio of preferred shares offered by split share corporations – Top funds proposing to invest up to 20% of its assets in securities of the Underlying Fund as an efficient and cost-effective alternative to investing directly in a portfolio of individual preferred shares of split share corporations – Relief granted from multi-layering restriction in paragraph 2.5(2)(b) to permit top fund to invest up to 20% of net assets in securities of underlying fund, subject to conditions.

Applicable Legislative Provisions

National Instrument 81-102 Investment Funds, ss. 2.5(2)(b) and 19.1.

March 6, 2025

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
MULVIHILL CAPITAL MANAGEMENT INC.
(the Filer)

AND

IN THE MATTER OF
MULVIHILL PREMIUM YIELD ETF,
MULVIHILL CANADIAN BANK ENHANCED YIELD ETF,
PREMIUM GLOBAL INCOME SPLIT CORP.
(each a Top Fund, and collectively the Top Funds)

DECISION

BACKGROUND

The principal regulator in the Jurisdiction has received an application from the Filer on behalf of the Top Funds for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) granting an exemption from paragraph 2.5(2)(b) of National Instrument 81-102 – *Investment Funds* (**NI 81-102**) to permit each of the Top Funds to purchase securities of Mulvihill Enhanced Split Preferred Share ETF (the **Underlying Fund**), which will hold more than 10% of its net asset value (**NAV**) in securities of other investment funds (the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

(a) the Ontario Securities Commission is the principal regulator for the application; and

(b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 – *Passport System* (**MI 11-102**) is intended to be relied upon in all of the other provinces and territories of Canada (together with the Jurisdiction, the **Jurisdictions**).

INTERPRETATION

Terms defined in National Instrument 14-101 – *Definitions*, MI 11-102 and NI 81-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

This decision is based on the following facts represented by the Filer:

The Filer

1. The Filer is a corporation incorporated under the laws of Canada, with its head office located at 121 King Street West, Suite 2600, Toronto, Ontario, M5H 3X7.

2. The Filer is not in default of securities legislation in any of the Jurisdictions.

3. The Filer acts as investment fund manager and portfolio manager of the Top Funds and will act as investment fund manager and portfolio manager of the Underlying Fund.

4. The Filer is registered with the OSC as an investment fund manager, exempt market dealer and portfolio manager.

The Top Funds

5. Each Top Fund (other than Premium Global Income Split Corp.) is an exchange-traded fund organized and governed by the laws of the Province of Ontario.

6. Premium Global Income Split Corp. is a mutual fund corporation organized and governed by the laws of the Province of Ontario. The preferred shares and class A shares of Premium Global Income Split Corp. are listed for trading on the Toronto Stock Exchange (**TSX**).

7. The Top Funds are governed by the provisions of NI 81-102, subject to any exemption therefrom that may be granted by the securities regulatory authorities.

8. Each Top Fund (other than Premium Global Income Split Corp.) is a reporting issuer in each of the Jurisdictions which currently distributes its securities on a continuous basis under a long form prospectus, prepared pursuant to National Instrument 41-101 – *General Prospectus Requirements* (**NI 41-101**) in the form of Form 41-101F2 – *Information Required in an Investment Fund Prospectus* (**Form 41-101F2**) and Form 41-101F4 – *Information Required in an ETF Facts Document* (**Form 41-101F4**).

9. Premium Global Income Split Corp. is a reporting issuer in each of the Jurisdictions which currently distributes its securities under an at-the-market offering in accordance with (a) the terms of an equity distribution agreement dated December 20, 2024 between the Filer in its own capacity and in its capacity as manager of Premium Global Income Split Corp., National Bank Financial Inc. and CIBC World Markets Inc. and (b) a prospectus supplement prepared pursuant to the fund's base shelf prospectus, prepared pursuant to National Instrument 44-102 – *Shelf Distributions* and National Instrument 44-101 – *Short Form Prospectus Distributions* and Form 44-101F1 – *Short Form Prospectus*.

10. The securities of each of the Top Funds are traded on the TSX.

11. The investment objectives of Mulvihill Premium Yield Fund are to provide its unitholders with (a) high quarterly income on a tax efficient basis, (b) long-term capital appreciation through investment in a portfolio of high-quality equity securities and (c) lower overall portfolio volatility. The fund will write options to seek to earn tax efficient option premium, reduce overall portfolio volatility and enhance the portfolio's total return.

12. The investment objectives of Mulvihill Canadian Bank Enhanced Yield ETF are to provide its unitholders with long-term capital appreciation through exposure to a portfolio consisting principally of common shares of Bank of Montreal, The Bank of Nova Scotia, Canadian Imperial Bank of Commerce, National Bank of Canada, Royal Bank of Canada and The Toronto-Dominion Bank and monthly cash distributions.

13. The investment objectives of Premium Global Income Split Corp. are to (a) provide holders of preferred shares of the fund with fixed cumulative preferential monthly cash distributions in an amount of $0.0625 per preferred share, representing a yield on the $10.00 original issue price of the preferred shares of 7.5% per annum; (b) provide holders of class A shares with monthly cash distributions targeted to be 12.0% per annum payable monthly on the initial $8.00 net asset value per class A share of the fund; and (c) return the issue price to holders of both preferred shares and class A shares of the fund at the time of redemption of such shares on the June 30, 2029 termination date.

14. The Top Funds currently seek to achieve their investment objectives by investing in equity securities directly or indirectly by investing in other investment funds (including exchange-traded funds (**ETFs**) and/or split share corporations (**Split Share Corporations**)) which invest in equity and/or fixed income securities.

15. The Manager does not expect that a Top Fund's allocation to preferred shares issued by Split Share Corporations (**Split Corp. Preferred Shares**) will exceed 20% of its total asset value (at the time of purchase).

16. The Top Funds are subject to National Instrument 81-107 – *Independent Review Committee for Investment Funds* (**NI 81-107**).

17. The Top Funds wish to have the ability to purchase securities of the Underlying Fund which will hold more than 10% of its NAV in securities of other investment funds.

18. Each investment by a Top Fund in securities of the Underlying Fund will be made in accordance with the investment objectives of the Top Fund and will represent the business judgement of responsible persons uninfluenced by considerations other than the best interest of the Top Fund.

19. None of the Top Funds will sell short securities of the Underlying Fund.

The Underlying Fund

20. The Underlying Fund is an exchange-traded 'alternative mutual fund' organized and governed by the laws of the Province of Ontario.

21. The Underlying Fund is governed by the provisions of NI 81-102, subject to any exemption therefrom that may be granted by the securities regulatory authorities.

22. The Underlying Fund is a reporting issuer in each of the Jurisdictions which currently distributes its securities on a continuous basis under a long form prospectus, prepared pursuant to NI 41-101, in the form of Form 41-101F2 and Form 41-101F4.

23. The securities of the Underlying Fund are listed on the TSX.

24. The investment objectives of the Underlying Fund are to provide its unitholders with: (a) monthly distributions and (b) the opportunity for capital preservation, through investment in a portfolio consisting primarily of Split Corp. Preferred Shares of Split Share Corporations.

25. The investment strategy of the Underlying Fund is to primarily invest in an actively managed portfolio consisting primarily of Split Corp. Preferred Shares offered by Split Share Corporations listed on a Canadian exchange. The Underlying Fund may also invest in preferred shares of other issuers, ETFs and other investment funds managed by the Manager or a third-party manager (the ETFs and other investment funds are together referred to herein as the **Other Funds**), equities or income-generating securities, and securities that are convertible into any of the above noted securities provided such investments are consistent with the Underlying Fund's investment objectives.

26. The Underlying Fund is subject to NI 81-107.

27. The Top Funds and the Underlying Fund are related parties. The Filer will comply with its obligations under NI 81-107 in respect of any purchase by any of the Top Funds of securities of the Underlying Fund. All such related party transactions will be disclosed to securityholders of the applicable Top Fund in its management report of fund performance.

28. The market for the securities of the Underlying Fund is highly liquid as the market for the securities is supported by a designated broker which acts as an intermediary between investors and the Underlying Fund, standing in the market with bid and ask prices for such securities in order to maintain a liquid market for the securities of the Underlying Fund. As a result, the Filer expects the Top Funds will be able to dispose of securities of the Underlying Fund through market facilities in order to raise cash, including to fund the redemption requests from securityholders of the applicable Top Fund.

29. As the Underlying Fund's portfolio consists primarily of an actively managed portfolio of Split Corp. Preferred Shares of Split Share Corporations which are 'investment funds' within the meaning of the *Securities Act* (Ontario), and may also include securities of Other Funds, the Underlying Fund holds, and is expected to hold, more than 10% of its NAV in securities of other investment funds.

30. Each Split Share Corporation and the Other Fund held in the portfolio of the Underlying Fund is, and will be, a reporting issuer in the Jurisdictions and is, and will be, subject to the provisions of NI 81-102.

31. The Underlying Fund will not invest in physical commodities, use specified derivatives or engage in short selling.

General

32. In satisfaction of its targeted allocation to Split Corp. Preferred Shares, each Top Funds wishes to invest up to 20% of its total asset value (calculated at the time of purchase) in securities of the Underlying Fund as an efficient and cost-effective alternative to investing directly in individual Split Corp. Preferred Shares.

33. An investment in the Underlying Fund by the Top Funds will enable each of the Top Funds to diversify its portfolio holdings as the Underlying Fund is expected to hold securities of 15-20 Split Share Corporations and Other Funds.

34. Absent the Exemption Sought, an investment by the Top Funds in the Underlying Fund is prohibited by the multi-tiering restriction in paragraph 2.5(2)(b) of NI 81-102 because the Underlying Fund will hold more than 10% of its NAV in securities of other investment funds, consisting of Split Share Corporations and Other Funds.

35. An investment by any of the Top Funds in the Underlying Fund would not qualify for the exemptions in paragraph 2.5(4) of NI 81-102 from the multi-tiering restriction in paragraph 2.5(2)(b) of NI 81-102 because the Underlying Fund will not issue index participation units and will not be a clone fund or money market fund.

36. Except for paragraph 2.5(2)(b) of NI 81-102, each investment by each of the Top Funds in securities of the Underlying Fund will be made in accordance with the provisions of section 2.5 of NI 81-102.

37. There will be no duplication of management fees or incentive fees between a Top Fund and the Underlying Fund, and between the Underlying Fund and the Split Share Corporations and Other Funds.

38. No sales fees or redemption fees are payable by a Top Fund in relation to purchases or redemptions of the securities of the underlying funds in which it invests if such underlying funds are managed by the Manager or an affiliate or associate of the Manager and no sales fees or redemption fees are payable by a Top Fund in relation to its purchases or redemptions of securities of any unrelated investment fund that, to a reasonable person, would duplicate a fee payable by an investor in the Top Fund.

39. When the Underlying Fund invests in Split Corp. Preferred Shares of Split Share Corporations and securities of Other Funds that are managed by the Manager or third-party managers, no management fees or incentive fees are payable by the Underlying Fund that, to a reasonable person, would duplicate a fee payable by the Split Share Corporations and Other Funds for the same service.

40. No sales fees or redemption fees are payable by the Underlying Fund in relation to purchases and redemptions of Split Corp. Preferred Shares of Split Share Corporations and securities of Other Funds in which it invests if such investment funds are managed by the Manager or an affiliate and no sales fees or redemption fees are payable by the Underlying Fund in relation to its purchases or redemptions of securities of any unrelated investment fund that, to a reasonable person, would duplicate a fee payable by an investor in the Underlying Fund.

41. An investment in the Underlying Fund by a Top Fund should pose little investment risk to the Top Fund because the Underlying Fund, as well as the Split Share Corporations and Other Funds in which the Underlying Fund invests, are subject to NI 81-102, subject to any exemptions therefrom that may be granted by the securities regulatory authorities.

42. The Filer is of the view that granting the Exemption Sought is in the best interests of the Top Funds and is not prejudicial to the public interest or to securityholders of the Top Funds.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted, provided that:

(a) the Filer is the investment fund manager and portfolio manager of each of the Top Funds and the Underlying Fund;

(b) an investment by a Top Fund in securities of the Underlying Fund is made in accordance with the investment objectives and strategies of the Top Fund;

(c) the investment strategies of a Top Fund, as disclosed in the prospectus of the Top Fund that is next receipted after the date of this decision, state that the Top Fund may invest in the Underlying Fund which may in turn invest more than 10% of its net assets in other investment funds that are related or unrelated to the Manager;

(d) an investment by a Top Fund in securities of the Underlying Fund will, immediately after purchase, comprise, in aggregate, no more than 20% of the total asset value of the Top Fund;

(e) neither the Underlying Fund nor any of the Split Share Corporations and Other Funds rely on any discretionary relief permitting the investment fund to exceed the leverage exposure otherwise permitted under NI 81-102 through the use of borrowing, short selling and specified derivatives;

(f) there is no duplication of management fees or incentive fees between a Top Fund and the Underlying Fund, and between the Underlying Fund and the Split Share Corporations and Other Funds; and

(g) a Top Fund's investment in securities of the Underlying Fund is otherwise made in compliance with all other requirements of section 2.5 of NI 81-102, except to the extent that discretionary relief has been granted from any such requirement.

"Darren McKall"
Manager, Investment Management Division
Ontario Securities Commission

Application File #: 2025/0116
SEDAR+ File #: 6246677

B.3.9 Focus Asset Management Ltd. and The Focus Fund

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – A mutual fund that is not a reporting issuer is granted a 30-day extension for the annual and interim financial statement filing and delivery deadlines under NI 81-106 – The Fund invests substantially all its assets in Underlying Funds that are under common management and that have the same auditor as the Fund – Certain of the Underlying Funds invest substantially all their assets in Third-Party Funds that do not share the same auditor as the Fund – Third-Party Funds provide exposure to private market assets and are mostly subject to the same financial reporting deadlines as the Fund – Fund's current indirect exposure to Third-Party Funds accounts for approximately 15% of the Fund's total assets – Value of Third-Party Funds must be confirmed by reference to their audited financial statements – Auditor of the Fund unable to express an unmodified audit opinion in accordance with subsection 2.7(3) of NI 81-106 if audited financial statements of the Third-Party Funds are not completed and available sufficiently in advance of the Fund's financial reporting deadline – Relief granted provided that, among other conditions (i) no less than 15% of the total assets of the Fund as at its financial year end of December 31 are invested in one or more Underlying Funds that invest substantially all their assets in one or more Third-Party Funds that have financial reporting periods that end on December 31 of each year and that are subject to laws or contractual obligations that require the annual financial statements of the Third-Party Funds to be delivered within 90 days of their financial year-ends and interim financial statements to be delivered within 60 days of their most recent interim period, (ii) the offering memorandum provided to prospective investors of the Fund after the date of the decision discloses the extended financial reporting deadline, and (iii) the Fund sends a Notice to its existing securityholders notifying them of the extended financial reporting deadline and describes the material terms and conditions of the relief.

Applicable Legislative Provisions

National Instrument 81-106 Investment Fund Continuous Disclosure, ss. 2.2, 2.4, 5.1(2)(a) and (b), 17.1.

March 7, 2025

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF
APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
FOCUS ASSET MANAGEMENT LTD.
(the Filer)

AND

THE FOCUS FUND
(the Fund)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer on behalf of the Fund for a decision under the securities legislation of the Jurisdiction (the **Legislation**) exempting the Fund from:

a) the requirement in section 2.2 of National Instrument 81-106 *Investment Fund Continuous Disclosure* (**NI 81-106**) that the Fund file its audited annual financial statements and auditor's report on or before the 90th day after the Fund's most recently completed financial year (the **Annual Filing Deadline**);

b) the requirement in paragraph 5.1(2)(a) of NI 81-106 that the Fund deliver to securityholders its audited annual financial statements and auditor's report by the Annual Filing Deadline (the **Annual Delivery Requirement**);

c) the requirement in section 2.4 of NI 81-106 that the Fund file its interim financial report on or before the 60th day after the Fund's most recently completed interim period (the **Interim Filing Deadline**); and

d) the requirement in paragraph 5.1(2)(b) of NI 81-106 that the Fund deliver to securityholders its interim financial report by the Interim Filing Deadline (the **Interim Delivery Requirement**);

(collectively, the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

a) the Ontario Securities Commission is the principal regulator for this application; and

b) the Filer has provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 -- *Passport System* (**MI 11-102**) is intended to be relied upon in each of the other provinces and territories of Canada (together with Ontario, the **Canadian Jurisdictions**).

Definitions

Unless expressly defined herein, terms used have the respective meanings given to them in MI 11-102, National Instrument 14-101 *Definitions,* National Instrument 81-102 *Investment Funds* and NI 81-106*.*

Representations

The decision is based on the following facts represented by the Filer:

1. The Filer is a corporation incorporated under the laws of the Province of Ontario. The Filer's head office is located in Toronto, Ontario.

2. The Filer is registered in the categories of investment fund manager, portfolio manager and exempt market dealer in Ontario; and in the categories of investment fund manager and portfolio manager in Quebec and Newfoundland and Labrador; and in the categories of portfolio manager and exempt market dealer in Alberta and British Columbia; and registered in the category of portfolio manager in Manitoba, Nova Scotia, and Saskatchewan.

3. The Filer is the investment fund manager, portfolio manager and exempt market dealer of the Fund.

4. The Filer is not a reporting issuer in any of the Canadian Jurisdictions and is not in default of securities legislation in any of the Canadian Jurisdictions.

The Fund

5. The Fund is a trust formed under the laws of the Province of Ontario.

6. The Fund is a “mutual fund” for purposes of the Legislation.

7. The Fund was created on October 7, 2009, under the name “FAM Balanced Fund”, and in January 2023, the Fund formally changed its name to “The Focus Fund” and changed its investment strategy from investing in individual securities to a fund-on-fund strategy.

8. Units of the Fund are offered for sale on a continuous basis to qualified investors in the Canadian Jurisdictions pursuant to exemptions from the prospectus requirements under the Legislation or National Instrument 45-106 -- *Prospectus Exemptions* (**NI 45-106**).

9. The Fund is not a reporting issuer in any of the Canadian Jurisdictions.

10. The Fund is not in default of securities legislation in any of the Canadian Jurisdictions.

11. The Fund has a financial year-end of December 31.

12. The investment objective of the Fund is to provide investors with an opportunity to diversify their investments in order to achieve security of capital and a reasonable rate of return through capital appreciation, income or both. The Fund currently aims to achieve its investment objective by investing substantially all its assets in other investment funds under common management by the Filer (the **Underlying Funds**).

The Underlying Funds

13. As at December 31, 2024, the Fund invests in units of the following Underlying Funds, which investments are consistent with the Fund’s investment objectives and strategies:

a. Focus Credit Opportunities Fund (Class N) = 25.0%

b. Focus Fixed Income Fund (Class N) = 11.2%

c. Focus Core Equity Fund (Class N) = 20.1%

d. Focus International Equity Fund (Class N) = 15.1%

e. Focus Absolute Return Fund = 5.4%

f. Focus Infrastructure LP Fund = 8.3%

g. Focus Private Debt LP Fund = 3.1%

h. Focus Real Estate LP Fund = 4.2%

i. Cash & Equivalents = 7.5%

14. The Underlying Funds are investment funds domiciled in Canada whose securities are offered to investors in one or more of the Canadian Jurisdictions pursuant to prospectus exemptions under the Legislation or NI 45-106.

15. The Underlying Funds have the same financial year-end as the Fund, but may not all be subject to the same financial reporting deadlines as the Fund because certain of the Underlying Funds may be organized under the laws of a Canadian jurisdiction where NI 81-106 does not apply to a mutual fund that is not a reporting issuer. In those cases, the financial reporting deadlines applicable to the Underlying Funds are stipulated in the Underlying Funds' constating documents and/or their contractual agreements with investors.

16. The Underlying Funds currently have the same auditor as the Fund.

17. The Underlying Funds seek to achieve their respective investment objectives by investing in securities of companies or other issuers directly and/or indirectly through investment funds managed by third-party investment fund managers (**Third-Party Funds**).

18. As the Underlying Funds and the Fund have a common auditor, a misalignment in the financial reporting deadlines of the Underlying Funds and the Fund is not at issue. The issue rests with the Third-Party Funds, with different auditors, having the same financial deadline as the Fund, as described further below.

Third-Party Funds

19. The Third-Party Funds are investment funds as defined under the Legislation whose securities are offered to investors in one or more of the Canadian Jurisdictions pursuant to prospectus exemptions under the Legislation or NI 45-106. Not all Third-Party Funds are domiciled in Canada.

20. As at December 31, 2024, three of the Underlying Funds, being the Focus Private Debt LP Fund, Focus Real Estate LP Fund and Focus Infrastructure LP Fund, invested substantially all their assets in various Third-Party Funds providing exposure to private market assets. The Fund's indirect investments in those Third-Party Funds, through the Underlying Funds, accounted for approximately 15% of the Fund's total assets as at December 31, 2024.

21. Most of the Third-Party Funds currently indirectly held by the Fund through the Underlying Funds are subject to the same financial reporting deadlines as the Fund.

22. The Third-Party Funds do not share the same auditor as the Fund and the Underlying Funds.

23. The Filer believes that the Fund's investments in securities of the Underlying Funds and indirect investments in securities of the Third-Party Funds offer benefits not available through direct investment in the companies, other issuers or assets held by the Underlying Funds and Third-Party Funds.

Financial Statement Filing and Delivery Requirements

24. Generally, section 2.2 and paragraph 5.1(2)(a) of NI 81-106 require the Fund to file and deliver its audited annual financial statements and auditor's report by the Annual Filing Deadline. As the Fund's financial year-end is December 31, the Fund has a filing and delivery deadline of March 31.

25. Section 2.4 and paragraph 5.1(2)(b) of NI 81-106 require the Fund to file and deliver its interim financial reports by the Interim Filing Deadline. As the Fund's interim period-end is June 30, it has an interim filing and delivery deadline of August 29.

26. Section 2.11 of NI 81-106 provides an exemption from the filing requirements of the audited annual financial statements and auditor's report, and interim financial reports under sections 2.2 and 2.4 respectively if, among other things, the Fund delivers such statements and reports in accordance with Part 5 of NI 81-106 by the Annual Filing Deadline and Interim Filing Deadline, as applicable.

27. In order to formulate an opinion on the financial statements of the Fund, the Fund's auditor requires audited financial statements of the respective Underlying Funds as at the date of the financial-year end of the Fund in order to audit the information contained in the Fund's financial statements. However, the audit of the financial statements of Underlying Funds that hold securities of the Third-Party Funds cannot be completed until such Underlying Funds obtain the audited financial statements of the Third-Party Funds.

28. As the Third-Party Funds currently held by the Underlying Funds are considered Level 2 assets in accordance with IFRS – *Fair Value Measurement* issued by the International Accounting Standards Board, their value must be confirmed by the Underlying Funds with reference to the Third-Party Funds' audited financial statements before the auditor of the Underlying Funds and the Fund can complete the respective audits of the financial statements of the Underlying Funds and the Fund.

29. In most cases, the Third-Party Funds do not provide their audited financial statements to the Underlying Funds until March 31st, causing the Underlying Funds to be unable to produce their audited financial statements to the Fund in time to meet the Fund's same financial reporting deadline of March 31st.

30. Given the different auditors of the Third-Party Funds, the Underlying Funds will in most cases be unable to obtain the audited annual financial statements and auditor's reports, and interim financial reports, of the Third-Party Funds sooner than the deadline for filing such statements and reports of the Third-Party Funds and, in all cases, no sooner than other securityholders of the Third-Party Funds receive the financial statements and reports of the Third-Party Funds.

31. The auditor of the Fund has advised the Filer that, given the Fund's material indirect exposure to private market assets held by the Third-Party Funds whose value must be confirmed by reference to their audited financial statements, they may be unable to express an unmodified audit opinion in accordance with subsection 2.7(3) of NI 81-106 if the respective audited financial statements of the Third-Party Funds and Underlying Funds are not completed and available sufficiently in advance of the Fund's Annual Filing Deadline and Annual Delivery Requirement.

32. As a result, the Fund will not be able to meet each Annual Filing Deadline and Annual Delivery Requirement and each Interim Filing Deadline and Interim Delivery Requirement. The Filer expects this timing delay in the completion of the audited annual financial statements and unaudited interim financial reports of the Fund to occur every year for the foreseeable future.

33. The Fund therefore seeks an extension of the Annual Filing Deadline and Annual Delivery Requirement to permit delivery within 120 days of the Fund's year-end to (i) enable the relevant Underlying Funds to receive the audited annual financial statements and auditor's reports of the Third-Party Funds so as to be able to prepare the Underlying Funds' audited annual financial statements and auditor's report, and (ii) in turn, enable the Fund to receive the audited annual financial statements and auditor's reports of the Underlying Funds so as to be able to prepare the Fund's audited annual financial statements and auditor's report.

34. The Fund therefore seeks an extension of the Interim Filing Deadline and Interim Delivery Requirement to permit delivery within 90 days of the Fund's most recently completed interim period, to enable (i) the relevant Underlying Funds to first receive the interim financial reports of the Third-Party Funds so as to be able to determine the net asset value of the Underlying Funds and prepare the Underlying Funds' interim financial reports and (ii) the Fund to first receive the interim financial reports of the Underlying Funds so as to be able to determine the net asset value of the Fund and prepare the Fund's interim financial reports.

35. If the Exemption Sought is granted, the Fund will notify (the **Notice**) its securityholders that (i) it has received and intends to rely on relief from the Annual Filing Deadline and Annual Delivery Requirement and the Interim Filing Deadline and the Interim Delivery Requirement and (ii) securityholders may request a redemption as described below.

36. If the Exemption Sought is granted, securityholders of the Fund may, within 2 business days from the date of the Notice, redeem their units of the Fund at the greater of: (a) the net asset value of the units of the Fund held (the **Redemption Value**); or (b) the original purchase price of the units of the Fund held (the **Original Purchase Value**).

37. The Filer will reimburse the Fund if the Original Purchase Value exceeds the Redemption Value.

38. If the Exemption Sought is granted, the Filer will provide an updated offering memorandum for the Fund to prospective investors disclosing that: (i) audited annual financial statements and auditor's reports for the Fund will be delivered to each investor on or before 120 days of the Fund's financial year-end, and (ii) unaudited interim financial reports for the Fund will be delivered to each investor on or before 90 days following the end of each interim period of the Fund.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that:

(a) The Fund has a financial year end of December 31;

(b) The Fund's investment strategy is to invest its assets primarily in securities of one or more Underlying Funds whose investment objectives are compatible with the Fund's investment objectives;

(c) No less than 15% of the total assets of the Fund as at its financial year end of December 31 are invested in one or more Underlying Funds that invest substantially all their assets in one or more Third-Party Funds that have financial reporting periods that end on December 31 of each year and that are subject to laws of their respective jurisdiction, or have constating documents or contractual obligations that require the annual financial statements of the Third-Party Funds to be delivered within 90 days of their financial year-ends and interim financial statements to be delivered within 60 days of their most recent interim period;

(d) The offering memorandum provided to prospective investors of the Fund after the date of this decision discloses that:

  (i) the Annual Financial Statements for the Fund will be filed and delivered on or before the 120th day after the Fund's most recently completed financial year; and

  (ii) the Interim Financial Statements for the Fund will be filed and delivered on or before the 90th day after the Fund's most recently completed interim period;

(e) The Fund sends a Notice to its existing securityholders that (i) notifies them that the Fund has received and intends to rely on relief from the filing and delivery requirements under section 2.2, section 2.4, paragraph 5.1(2)(a) and paragraph 5.1(2)(b) of NI 81-106, and (ii) describes the material terms and conditions of this relief;

(f) The Fund is not a reporting issuer in any of the Canadian Jurisdictions, and the Filer has the necessary registrations to carry out its operations in each of the Canadian Jurisdictions in which it operates;

(g) The conditions in section 2.11 of NI 81-106 will be met, except for subsection 2.11(b), and:

  (i) the Annual Financial Statements will be delivered to securityholders of the Fund in accordance with Part 5 of NI 81-106 on or before the 120th day after the Fund's most recently completed financial year; and

  (ii) the Interim Financial Statements will be delivered to securityholders of the Fund in accordance with Part 5 of NI 81-106 on or before the 90th day after the Fund's most recently completed interim period.

(h) This decision terminates within one year of the coming into force of any amendment to NI 81-106 or other rule that modifies how the Annual Filing Deadline, Annual Delivery Requirement, Interim Filing Deadline or Interim Delivery Requirement applies in connection with investment funds that are not reporting issuers.

"Darren McKall"
Manager, Investment Management Division
Ontario Securities Commission

Application File #: 2024/0687
SEDAR+ File #: 6212132

B.3.10 Compass Private Wealth Inc. et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – One-time transfer of portfolio securities between two pooled funds, both advised by the same portfolio adviser, to implement a merger between the funds – Funds have substantially similar investment objectives and strategies and valuation policies – Costs of the merger borne by manager – Sale of securities exempt from the self-dealing prohibition in paragraph s. 13.5(2)(b)(iii), National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations.

Applicable Legislative Provisions

National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, ss.13.5(2)(b)(iii) and 15.1.

March 7, 2025

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the "Jurisdiction")

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
COMPASS PRIVATE WEALTH INC.
(the "Filer")

AND

COMPASS INCOME FUND
(the "Terminating Fund")

AND

COMPASS ALTERNATIVE ASSET FUND
(the "Continuing Fund")

DECISION

Background

The principal regulator in the Jurisdiction has received a passport application from the Filer, who will be acting as portfolio manager of the Terminating Fund and the Continuing Fund (collectively, the "**Funds**") on the Effective Date (as defined below) for a decision under the securities legislation of the Jurisdiction (the "**Legislation**") for an exemption from the prohibition contained in subparagraph 13.5(2)(b)(iii) of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* ("**NI 31-103**") which prohibits a registered adviser from knowingly causing an investment portfolio managed by it, including an investment fund for which it acts as an adviser, to purchase or sell a security from or to the investment portfolio of an investment fund for which a responsible person acts as an adviser in order to effect the proposed merger (the "**Merger**") of the Terminating Fund into the Continuing Fund (the "**Exemption Sought**").

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

a) the Ontario Securities Commission is the principal regulator for this application; and

b) the Filer has provided notice that section 4.7(1) of *Multilateral Instrument 11-102 Passport System* ("**MI 11-102**") is intended to be relied upon in the province of Quebec (together with Ontario, the **Jurisdictions**).

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

This decision is based on the following facts represented by the Filer.

The Filer

1. The Filer is a corporation formed under the laws of the Province of Ontario having its head office in Guelph, Ontario.

2. The Filer is a registered as portfolio manager in British Columbia, Ontario and Québec.

3. The Filer is not in default of securities legislation of any jurisdiction of Canada.

The Funds

4. Majestic Asset Management LLC ("**Majestic**") acts as investment fund manager for the Funds. TSX Trust Company acts as trustee for the Funds.

5. Northfront Financial Inc. ("**Northfront**") currently acts as portfolio manager for the Funds. Effective March 31st, 2025, Northfront will cease to act as portfolio manager for the Funds and the Filer will be appointed as portfolio manager for the Funds.

6. Each Fund is an open-ended trust established under the laws of the Province of Quebec by an amended and restated trust agreement dated May 1st, 2014 (the "**Trust Agreement**").

7. The Funds are not reporting issuers in any jurisdiction and are not subject to National Instrument 81-102 *Investment Funds*.

8. Each Fund offers its units in the Jurisdictions pursuant to available prospectus exemptions in accordance with National Instrument 45-106 *Prospectus Exemptions*.

9. The Funds are not in default of securities legislation in any jurisdiction of Canada.

10. Each Fund is a "*mutual fund trust*" as defined in the *Income Tax Act (Canada)* (the "**Tax Act**").

11. The objective of the Terminating Fund is to provide investors with consistent income from public and private securities.

12. To achieve its objective, the Terminating Fund invests in a combination of private and public fixed income investments which includes infrastructure, real estate and private debt to give investors positive returns that are less correlated to traditional public market investments.

13. The objective of the Continuing Fund is to give investors positive returns that are less correlated to traditional public market investments.

14. To achieve its objective, the Continuing Fund allocates its capital to assets across alternative assets, predominantly alternative funds, private equity, private corporate fixed income securities and structured products.

The Merger

15. The Filer and Majestic wish to merge the Terminating Fund into the Continuing Fund on or about March 31st, 2025 (the "**Effective Date**"), subject to receipt of all regulatory approvals. The Filer and Majestic have decided to effect the Merger because of the similarities in the Funds' investment portfolios.

16. Pursuant to the Trust Agreement, no special meeting of unitholders is required to be called in order to approve the Merger.

17. Unitholders of the Funds were provided with a written notice of the Merger at least 60 days prior to the Effective Date. The Filer has determined that the Merger is not material to the Continuing Fund.

18. There will be no increase in management fees and advisory fees paid by unitholders of the Terminating Fund and the Continuing Fund as a result of the Merger.

19. No redemption fees, other fees or commissions will be payable by the Funds' unitholders in connection with the Merger. No sales charges will be payable in connection with the acquisition by the Continuing Fund of the Terminating Fund's investment portfolio.

20. The costs of the Merger will be borne by Majestic.

21. The Terminating Fund and Continuing Fund will take all necessary steps, including the making of a joint election, so that the Merger will occur on a tax-deferred basis under section 132.3 of the *Income Tax Act* (Canada). The Merger will not give rise to material adverse tax consequences for the Terminating Fund and its unitholders.

22. Unitholders of the Terminating Fund will be able to redeem their units at the Terminating Fund's net asset value at all redemption dates up to the Effective Date, with the last redemption date before the Effective Date being February 28th, 2025.

23. The investment objectives and portfolios of the Continuing Fund and the Terminating Fund are similar and both Funds primarily invest in income-generating securities in the private and public markets and seek to generate returns that are less correlated with public markets. The portfolio of assets of the Terminating Fund to be acquired by the Continuing Fund arising from the Merger will be consistent with the investment objectives of the Continuing Fund and comply with the Continuing Fund's investment restrictions.

24. The net asset value of each of the Funds is determined using the same valuation principles.

25. The following steps will be carried out to effect the Merger:

    (i) the value of the Terminating Fund's investment portfolio and other assets will be determined at the close of business on the Effective Date in accordance with the Trust Agreement;

    (ii) any securities in the investment portfolio of the Terminating Fund which do not conform to the investment objective, strategies and restrictions of the Continuing Fund will be sold for cash, if needed;

    (iii) the Continuing Fund will acquire the portfolio assets and other assets of the Terminating Fund in exchange for units of the Continuing Fund;

    (iv) the Continuing Fund will not assume the liabilities of the Terminating Fund and the Terminating Fund will retain sufficient assets to satisfy its estimated liabilities, if any, as of the date of the Merger;

    (v) the units of the Continuing Fund received by the Terminating Fund will have an aggregate net asset value equal to the value of the Terminating Fund's portfolio assets and other assets that the Continuing Fund is acquiring, which units will be issued at the applicable net asset value per unit as of the close of business on the Effective Date;

    (vi) if necessary, the Terminating Fund will distribute a sufficient amount of its income and capital gains, if any, to ensure that the Terminating Fund will not be liable for income tax under Part I of the Tax Act, other than alternative minimum tax, for its current taxation year;

    (vii) immediately thereafter, the units of the Continuing Fund received by the Terminating Fund will be distributed to unitholders of the Terminating Fund on a dollar-for-dollar basis in exchange for their respective equivalent series of units in the Terminating Fund; and

    (viii) as soon as reasonably possible following the Merger, the Terminating Fund will be wound up.

26. The assets of the Funds will be valued in accordance with the valuation policies and procedures outlined in the Trust Agreement and, at this value, the assets of the Terminating Fund will subsequently be exchanged for units of the Continuing Fund as described above.

27. The Filer and Majestic have determined it is in the best interest of the Funds to proceed with the Merger.

28. All unitholders of the Funds are clients under discretionary mandate with the Filer. The Filer has determined that it is in the best interest of, and suitable for, unitholders of the Terminating Fund to hold units of the Continuing Fund.

29. The transfer of the assets of the Terminating Fund to the Continuing Fund will not adversely impact the liquidity of the Continuing Fund.

30. The board of directors of Majestic has determined that the Merger is in the best interests of the Funds and has approved the Merger, subject to obtaining the Exemption Sought.

31. The Filer and Majestic believe that the Merger is in the best interest of unitholders of the Funds for the following reasons:

    (i) the Filer believes it is suitable for unitholders of the Terminating Fund to hold units of the Continuing Fund and be exposed to the Continuing Fund's objective and strategy;

    (ii) the Merger has the potential to lower costs for unitholders as the operating costs of the Continuing Fund will be spread over a greater pool of assets after the Merger;

    (iii) the Merger will increase the size of the Continuing Fund, thus generating cost efficiencies for unitholders, particularly in respect of costs associated with the private equity component of the portfolio;

    (iv) the combined larger portfolio will increase the potential opportunities to acquire private fixed-income investments within the alternative portion of the portfolio;

    (v) the Merger will allow the Filer to streamline and simplify its strategies focused on fixed-income instruments that are less correlated to traditional public market investments; and

    (vi) a greater pool of assets for the Continuing Fund will provide its unitholders with increased diversification.

32. The desired end result of the Merger could be achieved by each unitholder redeeming his or her units of the Terminating Fund and using the proceeds to purchase units of the Continuing Fund. Executing the trades in this manner would result in negative consequences to the Terminating Fund and the Continuing Fund through the incurrence of unnecessary brokerage charges relating to the sale and repurchase of portfolio securities.

33. The portfolio securities and other assets of the Terminating Fund will be transferred from the Terminating Fund to the Continuing Fund in accordance with the steps described above. Because the transfer of portfolio securities and assets will take place at a value determined by common valuation procedures and the issue of units will be based upon the relative net asset value of the portfolio securities and other assets received by the Continuing Fund and notice and redemption rights have been provided to unitholders, any potential conflict of interest has been adequately addressed and as a result, there is no conflict of interest for the Filer in effecting the Merger.

34. The sale of the assets of the Terminating Fund to the Continuing Fund, and the corresponding purchase of such assets by the Continuing Fund, as a step in the Merger may be considered a purchase or sale of securities, knowingly caused by a registered adviser that manages the investment portfolios of both Funds, from the Terminating Fund to, or by the Continuing Fund from, an investment fund for which a "responsible person" acts as an adviser, contrary to subparagraph 13.5(2)(b)(iii) of NI 31-103.

35. Unless the Exemption Sought is granted, the Filer would be prohibited from knowingly causing the units of the Terminating Fund to be issued to the Continuing Fund in connection with the Merger.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted.

"Darren McKall"
Manager, Investment Management Division
Ontario Securities Commission

Application File #: 2025/0022

B.3.11 Andrew Wilkinson

Headnote

Multilateral Instrument 11-102 Passport System and National Policy NP 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Securities Act, s. 76 – Prospectus Requirements – Exemption from the prospectus requirement (for distributions without a prospectus) – A control person is unable to rely on the control person prospectus exemption in NI 45-102 Resale of Securities for trades made under an automatic securities disposition plan and is seeking relief from the prospectus requirement on terms that substantially replicate the control person exemption – Control person intends to establish an automatic securities disposition plan which has the effect of ensuring that the control person cannot profit from material undisclosed information; control person cannot rely on s. 2.8 of NI 45-102; compliance with the requirements in s. 2.8 of NI 45-102 would impede control person's ability to effect orderly trades under the plan.

Securities Act, s. 169 – Confidentiality – An applicant wants to keep an application and order confidential for a limited amount of time after the order is granted. The record provides intimate financial, personal or other information; the disclosure of the information before a specific transaction would be detrimental to the person affected; the information will be made available after a specific date.

Applicable Legislative Provisions

Securities Act, R.S.B.C. 1996, c. 418, ss. 61, 76 and 169.
Securities Act, R.S.O. 1990, c. S.5, as am. ss. 53, 74 and 140.

Citation: 2024 BCSECCOM 412

September 18, 2024

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA
AND
ONTARIO
(the Jurisdictions)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
ANDREW WILKINSON
(the Filer)

DECISION

Background

¶ 1 The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application (the Application) from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation) for an exemption from the prospectus requirement under the Legislation in connection with the sale of Shares (as defined below) of Tiny Ltd. (the Issuer) by the Filer under the Filer ASDP (as defined below) (the Exemption Sought).

Furthermore, the Decision Makers have also received a request from the Filer for a decision that the Application, this decision and all supporting materials or other information submitted in connection with the Application remain confidential until the earlier of (i) the public disclosure by the Filer of the establishment of the Filer ASDP by way of news release and (ii) 90 days from the date of this decision (the Confidentiality Relief).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

(a) the British Columbia Securities Commission is the principal regulator for this application;

(b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Prince Edward Island, Nova Scotia and Newfoundland and Labrador; and

(c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

¶ 2 Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

¶ 3 This decision is based on the following facts represented by the Filer:

The Issuer

1. the Issuer is a corporation governed by the *Canada Business Corporations Act*;

2. the Issuer's head office is located in British Columbia;

3. the Issuer's authorized share capital consists of an unlimited number of Class A Common shares without par value (Shares);

4. as of September 11, 2024, 187,409,663 Shares were issued and outstanding;

5. the Shares are listed on the TSX Venture Exchange under the symbol TINY;

6. the Issuer is a reporting issuer in Alberta, British Columbia, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Prince Edward Island, Nova Scotia and Newfoundland and Labrador and is not in default of securities legislation in any jurisdiction;

The Filer

7. the Filer is the Chairman of the Board of Directors of the Issuer;

8. the Filer resides in British Columbia;

9. as of September 11, 2024, the Filer directly or indirectly owned, in the aggregate, 120,267,396 Shares, representing 64.18% of the Issuer's outstanding Shares;

10. the Filer is deemed to be a control person of the Issuer under the Legislation and the securities legislation of the other jurisdictions in which the Issuer is a reporting issuer;

11. the Filer is not in default of the securities legislation in any jurisdiction;

Automatic Securities Disposition Plan

12. the Filer intends to enter into an automatic securities disposition plan (the Filer ASDP) on or about September 18, 2024, which follows the date on which the Issuer has filed its interim financial statements for the quarter ended June 30, 2024 (the date on which the Filer enters into the Filer ASDP will be referred to as the Effective Date) in order to be able to make orderly sales of certain Filer's Shares;

13. the Filer ASDP will be established in accordance with applicable securities legislation and staff guidance, including Canadian Securities Administrators Staff Notice 55-317 *Automatic Securities Disposition Plans* (Staff Notice 55-317), including the following:

    (a) at the time the Filer enters into the Filer ASDP, the Filer will not possess any knowledge of privileged information or of a material fact or material change with respect to the Issuer that has not been generally disclosed and the Filer ASDP will be entered into in accordance with the Issuer's insider trading policy;

    (b) the Filer ASDP will be entered into in good faith and not as part of a plan or scheme to evade the prohibitions of securities legislation in any jurisdiction of Canada or any other applicable securities laws;

(c) the establishment of the Filer ASDP will be disclosed by way of a news release of all relevant information on the System for Electronic Document Analysis and Retrieval + (SEDAR+);

(d) the Filer ASDP will include provisions prohibiting the commencement of sales under the Filer ASDP until after the filing of the Issuer's interim financial report or annual financial statements which follows the Effective Date and is currently anticipated to be on or after November 15, 2024;

(e) the Filer ASDP will include clear written trading parameters and other instructions to the securities dealer appointed in connection with the Filer ASDP; such trading parameters and other instructions will either include a formula or specify the number of securities to be sold, and set out any minimum trade price, if any, and any date or frequency of sales;

(f) the Filer ASDP will provide for a term equal to the Sales Period (as defined below);

(g) the Filer ASDP will include meaningful restrictions on the ability of the Filer to amend, suspend or terminate the Filer ASDP;

(h) the Filer ASDP will include provisions prohibiting the securities dealer under the Filer ASDP from consulting with the Filer regarding any sales under the Filer ASDP and the Filer from disclosing information to the dealer concerning the Issuer that might influence the execution of the Filer ASDP;

(i) the Issuer will oversee the establishment and use of the Filer ASDP;

(j) the Filer will file an insider report on the System for Electronic Disclosure by Insiders (SEDI) evidencing the change in control of the Shares from the Filer to the securities dealer under the Filer ASDP as well as each time a trade is made under the Filer ASDP, specifying that such trade was made under the Filer ASDP;

(k) all sales of Shares will be conducted by the securities dealer under the Filer ASDP on behalf of the Filer, with no participation by or direction or advice from the Filer;

(l) the total number of Shares sold in the Sales Period (as defined below) under the Filer ASDP in reliance on the Exemption Sought will not exceed 2% of the total number of Shares outstanding, as of the Effective Date; and

(m) all sales of Shares will be conducted over a period of 12 months (the Sales Period) as specified in the corresponding Form 45-102F1 *Notice of Intention to Distribute Securities* (a Form 45-102F1) under Section 2.8 of National Instrument 45-102 *Resale of Securities* (NI 45-102) to be filed when the Filer ASDP is entered into;

14. it is the intention of the Filer and the Issuer to rely on the exemption from the insider trading restrictions available to trades conducted under automatic plans in the Legislation and corresponding law and regulation in the Jurisdictions for all sales under the Filer ASDP;

15. it is currently the intention of the Filer to sell up to approximately 2,000,000 Shares under the Filer ASDP;

16. as the Filer is deemed to be a control person of the Issuer, any sale of the Shares by the Filer would be considered a control distribution, and the Filer would either have to comply with the prospectus requirement or satisfy the conditions of the exemption from the prospectus requirement for trades by a control person in section 2.8 of NI 45-102 (the Exemption for Trades by a Control Person);

17. the Filer's compliance with each of the conditions of the Exemption for Trades by a Control Person would impede, and ultimately prevent, the implementation and operation of the Filer ASDP because (i) the seven-day waiting period requirement in paragraph 2.8(3)(b) of NI 45-102, (ii) the 30-day expiry provision in paragraph 2.8(4)(a) of NI 45-102, and (iii) the prohibition in subsection 2.8(5) of NI 45-102 on filing a new Form 45-102F1 prior to the expiry of a previously filed Form 45-102F1 would prevent continued or successive dispositions under the Filer ASDP by requiring that the Filer refile a Form 45-102F1 respecting the proposed sales of Shares every 30 days over the course of the duration of the Filer ASDP and that the Filer wait at least seven days before making the first trade after each filing of a Form 45-102F1; compliance with these requirements would effectively limit the Filer's ability to conduct sales of Shares to intermittent 23-day windows, separated by seven-day waiting periods, which would have a material detrimental impact on the Filer's ability to implement the Filer ASDP; and

18. in absence of the Filer's compliance with each of the conditions of the Exemption for Trades by a Control Person, the Filer requests the Exemption Sought in order to relieve the Filer from the prospectus requirement in connection with each disposition of Shares under the Filer ASDP and enable the establishment of the Filer

ASDP in accordance with Staff Notice 55-317, while still providing timely and meaningful public disclosure of the intended and completed sales by the Filer of Shares consistent with the policy rationale underlying section 2.8 of NI 45-102.

Decision

¶ 4 Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemption Sought is granted, provided that:

(a) the Filer ASDP is established and administered in accordance with paragraph 13 above, and

(b) the total number of Shares sold under the Filer ASDP does not exceed 2% of the total number of outstanding Shares, as of the Effective Date;

(c) the Filer files a completed and signed notice in the form of Form 45-102F1 (a Notice) in accordance with NI 45-102 at least seven days prior to the first trade of Shares under the Filer ASDP that discloses the aggregate number of Shares intended to be sold under the Filer ASDP and the Sales Period for the sale of Shares under the Filer ASDP'

(d) the Filer files insider reports within three days of the completion of each sale under the Filer ASDP in accordance with the insider reporting obligation applicable to trades by a control person in paragraph 2.8(3)(c) of NI 45-102;

(e) the Sales Period under the Filer ASDP is equal to 12 months;

(f) the Notice for the Filer ASDP is signed no earlier than one business day before it is filed;

(g) the Notice filed in connection with trades under the Filer ASDP expires on the earlier of (i) the end of the Sales Period and (ii) the date that the Filer files the last of the insider reports reflecting the sale of all Shares referred to in the Notice;

(h) the Filer does not conduct further sales of Shares under the Filer ASDP following the expiry of the Notice;

(i) the Issuer is and has been a reporting issuer in a jurisdiction of Canada for the four months immediately preceding each trade under the Filer ASDP;

(j) the Filer has held any Shares, or securities or related financial instruments that were converted into or exercised or settled for such Shares, sold under the Filer ASDP for at least four months prior to the trade of such Shares;

(k) no unusual effort is made to prepare the market or to create a demand for the Shares;

(l) no extraordinary commission or consideration is paid to a person or company in respect of the trade;

(m) the Issuer is not in default of securities legislation in any jurisdiction; and

(n) the Exemption Sought shall terminate on the date that is 12 months following the Effective Date.

Furthermore, the decision of the Decision Makers under the Legislation is that the Confidentiality Relief is granted.

"John Hinze"
Director, Corporate Finance
British Columbia Securities Commission

OSC File #: 2024/0475

B.3.12 Finaix Corp. and Desautels Capital Management Inc.

Headnote

Under paragraph 4.1(1) of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, a registered firm must not permit an individual to act as a dealing, advising or associate advising representative of the registered firm if the individual acts as an officer, partner or director of another firm registered in any jurisdiction of Canada that is not an affiliate of the first-mentioned registered firm or if the individual is registered as a dealing, advising or associate advising representative of another firm registered in any jurisdiction of Canada. The individual will have sufficient time to adequately serve both firms. Conflicts of interest could arise, but the firms will address material conflicts of interest in the best interest of clients. The firms have policies and procedures in place to address material conflicts of interest that may arise as a result of the dual registration in the best interest of clients. The firms are exempted from the prohibition.

Applicable Legislative Provisions

National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, ss. 4.1 and 15.1.

COURTESY TRANSLATION

December 03, 2024

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
QUÉBEC
AND
ONTARIO
(the "Jurisdictions")

and

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
FINAIX CORP.
("FINAIX")

AND

DESAUTELS CAPITAL MANAGEMENT INC.
("DCM")
(collectively, the "Filers")

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions ("**Decision Maker**") has received an application from the Filers for a decision under the securities legislation of the Jurisdictions (the "**Legislation**"), pursuant to section 15.1 of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* ("**NI 31-103**"), for an exemption from the restrictions in paragraph 4.1(1) of NI 31-103 to permit Mr. Vadim di Pietro (the "**Representative**") to be registered as advising representative of FINAIX while also acting as an officer, advising representative and dealing representative of DCM (the "**Exemption Sought**").

Under the Process for Exemptive Relief Applications in multiple jurisdictions (for a dual application):

a. the Autorité des Marchés Financiers is the principal regulator for this application;

b. the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* have the same meaning if used in this decision, unless otherwise defined.

Representations

This decision is based on the following facts represented by the Filers:

FINAIX

1. FINAIX is incorporated under the *Canada Business Corporations Act*. Its head office is located at 4590, boulevard Saint-Laurent, Montréal (Québec) H2T 1R3.

2. FINAIX has applied for registration in the category of portfolio manager in Québec.

3. FINAIX will provide discretionary investment management services primarily to accredited investors and high net worth individuals utilizing a quantitative fundamental investment strategy.

4. FINAIX is not in default of any requirements of securities legislation in any jurisdiction of Canada.

DCM

5. DCM is incorporated under the *Business Corporations Act* (Québec). Its head office is located at 1595, boulevard Daniel-Johnson, bureau 300, Laval (Québec) H7V 4C2. DCM is a wholly owned subsidiary of McGill University ("**McGill**").

6. DCM is registered as an exempt market dealer and investment fund manager in Ontario and Québec. It is also registered as a portfolio manager in Québec.

7. DCM is a university-owned, student-run registered investment management firm that was established to provide McGill students with real-world experience managing investment funds. All students enrolled in McGill's Honours Investment Management and Masters of Management in Finance programs work as analysts for DCM.

8. DCM manages four proprietary funds with approximately $7.5 million in assets utilizing a traditional fundamental investment strategy.

9. DCM provides services only to the McGill Endowment fund and McGill alumni (accredited investors), who seek to support student experiential learning at McGill. Its investor base has remained stable since inception.

10. DCM is not in default of any requirements of securities legislation in any jurisdiction of Canada.

FINAIX and DCM

11. The Filers are each independently owned and are not affiliates of one another.

12. The principal regulator of both Filers is the AMF.

Dual Registration

13. The Representative is an Associate Professor of Finance at McGill. He provides specialized teaching and student training in portfolio management, oversees the students' work and approves all trades.

14. The Representative is currently registered as Chief Compliance Officer ("**CCO**"), Advising Representative (Portfolio Manager) and Dealing Representative (Exempt Market Dealer) of DCM.

15. If the Exemption Sought is granted, the Representative will also be registered as Advising Representative of FINAIX.

16. The Representative also intends to submit an application to become the CCO of FINAIX.

17. The Representative is not in default of any requirements of securities legislation in any jurisdiction of Canada.

18. DCM employs traditional fundamental analysis, which is more long-term and rooted in educational purposes rather than immediate actionable investment strategies. DCM manages 3 long-only equity funds that invest in equities and equity ETFs. DCM also manages a long-only Fixed Income fund that invests in corporate and government bonds as well as bond ETFs. All four funds focus mainly on the Canadian and US markets but are permitted to invest in other countries as well.

19. The Representative's responsibilities at DCM align closely with his specialized teaching and student training activities, which are integral components of his role as an Associate Professor of Finance at McGill. Both positions involve imparting practical investment knowledge and fostering hands-on learning experiences for students.

20. FINAIX will provide comprehensive portfolio management services akin to those offered by traditional asset management firms. It will employ a quantitative fundamental strategy based on proprietary quantitative models.

21. Unlike DCM, which prioritizes experiential learning and fundamental analysis, FINAIX targets clients seeking substantial investment returns rather than donors supporting educational initiatives. FINAIX is dedicated to delivering superior investment outcomes with a focus on sustainable, long-term growth strategies tailored to meet the financial goals of its clientele. FINAIX will offer portfolio management through Segregated Managed Accounts (SMAs). FINAIX's focus will be on absolute return strategies, designed to generate positive returns regardless of market conditions.

22. The potential for conflicts of interest or client confusion due to the dual registration of the Representative is mitigated by DCM and FINAIX having distinct business objectives, investment approaches and client bases.

23. The Representative will have sufficient time and resources to adequately meet his obligations to each of FINAIX and DCM.

24. Each Filer's respective Ultimate Designated Person ("**UDP**") will ensure that the Representative has sufficient time and resources to adequately serve each Filer and its clients.

25. The Filers have in place policies and procedures to address any material conflicts of interest that may arise as a result of the dual registration of the Representative in the best interest of clients.

26. The Representative will be subject to supervision by, and the applicable compliance requirements of, both Filers.

27. Each of the Filers will have compliance and supervisory policies and procedures in place to monitor the conduct of its registered individuals, including the Representative, and to ensure each Filer addresses any material conflicts of interest in the best interests of clients.

28. The relationship between the Filers and the fact that the Representative is dually registered with both Filers will be fully disclosed in writing to clients and prospective clients of each Filer that deal with the Representative.

29. In the absence of the Exemption Sought, the Filers would be prohibited under paragraph 4.1(1) of NI 31-103 from permitting the Representative to be registered as an advising representative of FINAIX while also acting as an officer, advising representative and dealing representative of DCM.

30. The Representative will act in the best interest of all clients of each Filer and will deal fairly, honestly and in good faith with clients of each Filer.

Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Makers to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemption Sought is granted provided that:

The Representative is subject to supervision by, and the applicable compliance requirements of, both Filers;

i. The UDP of each Filer ensures that the Representative has sufficient time and resources to adequately service each Filer and its respective clients;

ii. The Filers each have adequate policies and procedures in place to address material conflicts of interest that may arise as a result of the dual registration of the Representative, in the best interest of clients;

iii. The relationship between the Filers and the fact that the Representative is dually registered with both of them is fully disclosed in writing to clients and prospective clients of each of them that deal with the Representative;

iv. The Filers will maintain distinct business objectives as described herein;

v. The Filers will maintain distinct client bases as described herein;

vi. The Filers will continue to use distinct investment approaches as described herein;

vii. The Exemption Sought expires on the earlier of the date on which FINAIX hires another advising representative or three years from the date hereof.

French version signed by:

"Kim Lachapelle"
Superintendent, Client Services and Financial Education
Autorité des marchés financiers

OSC File #: 2024/0295

B.4
Cease Trading Orders

B.4.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders

Company Name	Date of Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/Revoke
THERE IS NOTHING TO REPORT THIS WEEK.				

Failure to File Cease Trade Orders

Company Name	Date of Order	Date of Revocation
THERE IS NOTHING TO REPORT THIS WEEK.		

B.4.2 Temporary, Permanent & Rescinding Management Cease Trading Orders

Company Name	Date of Order	Date of Lapse
THERE IS NOTHING TO REPORT THIS WEEK.		

B.4.3 Outstanding Management & Insider Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/Expire	Date of Issuer Temporary Order
Performance Sports Group Ltd.	19 October 2016	31 October 2016	31 October 2016		

Company Name	Date of Order	Date of Lapse
Agrios Global Holdings Ltd.	September 17, 2020	
Sproutly Canada, Inc.	June 30, 2022	
iMining Technologies Inc.	September 30, 2022	
Alkaline Fuel Cell Power Corp.	April 4, 2023	
mCloud Technologies Corp.	April 5, 2023	
FenixOro Gold Corp.	July 5, 2023	
HAVN Life Sciences Inc.	August 30, 2023	
Perk Labs Inc.	April 4, 2024	
Xcyte Digital Corp.	February 4, 2025	

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B.7
Insider Reporting

This chapter is available in the print version of the OSC Bulletin, as well as in Thomson Reuters Canada's internet service SecuritiesSource (see www.westlawnextcanada.com).

This chapter contains a weekly summary of insider transactions of Ontario reporting issuers in the System for Electronic Disclosure by Insiders (SEDI). The weekly summary contains insider transactions reported during the seven days ending Sunday at 11:59 pm.

To obtain Insider Reporting information, please visit the SEDI website (www.sedi.ca).

B.9
IPOs, New Issues and Secondary Financings

INVESTMENT FUNDS

Issuer Name:
CIBC Private Wealth Canadian Core Equity Pool
CIBC Private Wealth Canadian Core Pool
CIBC Private Wealth Canadian Dividend Growth Pool
CIBC Private Wealth North American Yield Equity Pool
CIBC Private Wealth North American Yield Pool
CIBC Private Wealth U.S. Core Equity Pool
Principal Regulator – Ontario
Type and Date:
Final Simplified Prospectus dated Mar 5, 2025
NP 11-202 Final Receipt dated Mar 6, 2025
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Filing #06229564

Issuer Name:
Canada Life Emerging Markets Equity Fund
Principal Regulator – Ontario
Type and Date:
Amendment No. 3 to Final Simplified Prospectus dated February 27, 2025
NP 11-202 Final Receipt dated Mar 4, 2025
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Filing #06141687

Issuer Name:
Sun Life MFS U.S. Mid Cap Growth Fund
Sun Life Multi-Strategy Bond Fund
Sun Life Nuveen Flexible Income Fund (formerly, Sun Life NWQ Flexible Income Fund)
Principal Regulator – Ontario
Type and Date:
Amendment No. 2 to Final Simplified Prospectus dated February 28, 2025
NP 11-202 Final Receipt dated Mar 7, 2025
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Filing #06129225

Issuer Name:
Evolve Levered Bitcoin ETF
Evolve Levered Ether ETF
Principal Regulator – Ontario
Type and Date:
Final Long Form Prospectus dated Mar 7, 2025
NP 11-202 Final Receipt dated Mar 10, 2025
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Filing #06236554

Issuer Name:
Bristol Gate Concentrated Canadian Equity ETF
Bristol Gate Concentrated US Equity ETF
Principal Regulator – Ontario
Type and Date:
Final Long Form Prospectus dated Feb 28, 2025
NP 11-202 Final Receipt dated Mar 5, 2025
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Filing #06232452

Issuer Name:
Canada Life Canadian Core Plus Bond Fund
Canada Life Canadian Core Plus Fixed Income Fund
Canada Life Global Multi-Sector Fixed Income Fund
Principal Regulator – Ontario
Type and Date:
Amendment No. 3 to Final Simplified Prospectus dated February 27, 2025
NP 11-202 Final Receipt dated Mar 4, 2025
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Filing #06141681

Issuer Name:
Canada Life Global Low Volatility Fund
Principal Regulator – Ontario
Type and Date:
Amendment No. 3 to Final Simplified Prospectus dated February 27, 2025
NP 11-202 Final Receipt dated Mar 4, 2025
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Filing #06141684

Issuer Name:
BMO Aggregate Bond Index ETF
BMO All-Equity ETF
BMO Balanced ESG ETF
BMO Balanced ETF
BMO BBB Corporate Bond Index ETF
BMO Canadian Bank Income Index ETF
BMO Canadian Banks Accelerator ETF
BMO Canadian Dividend ETF
BMO Canadian High Dividend Covered Call ETF
BMO Canadian MBS Index ETF
BMO Clean Energy Index ETF
BMO Conservative ETF
BMO Corporate Bond Index ETF
BMO Corporate Discount Bond ETF
BMO Covered Call Canadian Banks ETF
BMO Covered Call Dow Jones Industrial Average Hedged to CAD ETF
BMO Covered Call Energy ETF
BMO Covered Call Health Care ETF
BMO Covered Call Technology ETF
BMO Covered Call US Banks ETF
BMO Covered Call Utilities ETF
BMO Discount Bond Index ETF
BMO Dow Jones Industrial Average Hedged to CAD Index ETF
BMO Emerging Markets Bond Hedged to CAD Index ETF
BMO Equal Weight Banks Index ETF
BMO Equal Weight Global Base Metals Hedged to CAD Index ETF
BMO Equal Weight Global Gold Index ETF
BMO Equal Weight Industrials Index ETF
BMO Equal Weight Oil & Gas Index ETF
BMO Equal Weight REITs Index ETF
BMO Equal Weight US Banks Hedged to CAD Index ETF
BMO Equal Weight US Banks Index ETF
BMO Equal Weight US Health Care Hedged to CAD Index ETF
BMO Equal Weight US Health Care Index ETF
BMO Equal Weight Utilities Index ETF
BMO ESG Corporate Bond Index ETF
BMO ESG High Yield US Corporate Bond Index ETF
BMO ESG US Corporate Bond Hedged to CAD Index ETF
BMO Europe High Dividend Covered Call ETF
BMO Europe High Dividend Covered Call Hedged to CAD ETF
BMO Floating Rate High Yield ETF
BMO Global Agriculture ETF
BMO Global Communications Index ETF
BMO Global Consumer Discretionary Hedged to CAD Index ETF
BMO Global Consumer Staples Hedged to CAD Index ETF
BMO Global High Dividend Covered Call ETF
BMO Global Infrastructure Index ETF
BMO Gold Bullion ETF
BMO Gold Bullion Hedged to CAD ETF
BMO Government Bond Index ETF
BMO Growth ETF
BMO High Quality Corporate Bond Index ETF
BMO High Yield US Corporate Bond Hedged to CAD Index ETF
BMO High Yield US Corporate Bond Index ETF
BMO International Dividend ETF

BMO International Dividend Hedged to CAD ETF
BMO Japan Index ETF
BMO Junior Gold Index ETF
BMO Laddered Preferred Share Index ETF
BMO Long Corporate Bond Index ETF
BMO Long Federal Bond Index ETF
BMO Long Provincial Bond Index ETF
BMO Long Short Canadian Equity ETF
BMO Long Short US Equity ETF
BMO Long-Term US Treasury Bond Index ETF
BMO Low Volatility Canadian Equity ETF
BMO Low Volatility Emerging Markets Equity ETF
BMO Low Volatility International Equity ETF
BMO Low Volatility International Equity Hedged to CAD ETF
BMO Low Volatility US Equity ETF
BMO Low Volatility US Equity Hedged to CAD ETF
BMO Mid Corporate Bond Index ETF
BMO Mid Federal Bond Index ETF
BMO Mid Provincial Bond Index ETF
BMO Mid-Term US IG Corporate Bond Hedged to CAD Index ETF
BMO Mid-Term US IG Corporate Bond Index ETF
BMO Mid-Term US Treasury Bond Index ETF
BMO Monthly Income ETF
BMO MSCI ACWI Paris Aligned Climate Equity Index ETF
BMO MSCI All Country World High Quality Index ETF
BMO MSCI Canada Selection Equity Index ETF
BMO MSCI Canada Value Index ETF
BMO MSCI China Selection Equity Index ETF
BMO MSCI EAFE Hedged to CAD Index ETF
BMO MSCI EAFE High Quality Index ETF
BMO MSCI EAFE Index ETF
BMO MSCI EAFE Selection Equity Index ETF
BMO MSCI Emerging Markets Index ETF
BMO MSCI Europe High Quality Hedged to CAD Index ETF
BMO MSCI Global Selection Equity Index ETF
BMO MSCI India Selection Equity Index ETF
BMO MSCI USA High Quality Index ETF
BMO MSCI USA Selection Equity Index ETF
BMO MSCI USA Value Index ETF
BMO Nasdaq 100 Equity Hedged to CAD Index ETF
BMO Nasdaq 100 Equity Index ETF
BMO Premium Yield ETF
BMO Real Return Bond Index ETF
BMO S&P 500 Hedged to CAD Index ETF
BMO S&P 500 Index ETF
BMO S&P US Mid Cap Index ETF
BMO S&P US Small Cap Index ETF
BMO S&P/TSX 60 Index ETF
BMO S&P/TSX Capped Composite Index ETF
BMO Short Corporate Bond Index ETF
BMO Short Federal Bond Index ETF
BMO Short Provincial Bond Index ETF
BMO Short-Term Bond Index ETF
BMO Short-Term Discount Bond ETF
BMO Short-Term US IG Corporate Bond Hedged to CAD Index ETF
BMO Short-Term US TIPS Index ETF
BMO Short-Term US Treasury Bond Index ETF
BMO SPDR Communication Services Select Sector Index ETF
BMO SPDR Consumer Discretionary Select Sector Index ETF
BMO SPDR Consumer Staples Select Sector Index ETF
BMO SPDR Energy Select Sector Index ETF
BMO SPDR Financials Select Sector Index ETF
BMO SPDR Health Care Select Sector Index ETF
BMO SPDR Industrials Select Sector Index ETF
BMO SPDR Materials Select Sector Index ETF
BMO SPDR Real Estate Select Sector Index ETF
BMO SPDR Technology Select Sector Index ETF
BMO SPDR Utilities Select Sector Index ETF
BMO Target 2027 Canadian Corporate Bond ETF
BMO Target 2028 Canadian Corporate Bond ETF
BMO Target 2029 Canadian Corporate Bond ETF
BMO Ultra Short-Term Bond ETF
BMO Ultra Short-Term US Bond ETF
BMO US Aggregate Bond Index ETF
BMO US Dividend ETF
BMO US Dividend Hedged to CAD ETF
BMO US Equity Accelerator Hedged to CAD ETF
BMO US Equity Buffer Hedged to CAD ETF – April
BMO US Equity Buffer Hedged to CAD ETF – January
BMO US Equity Buffer Hedged to CAD ETF – July
BMO US Equity Buffer Hedged to CAD ETF – October
BMO US High Dividend Covered Call ETF
BMO US High Dividend Covered Call Hedged to CAD ETF
BMO US Preferred Share Hedged to CAD Index ETF
BMO US Preferred Share Index ETF
BMO US Put Write ETF
BMO US Put Write Hedged to CAD ETF
BMO US TIPS Index ETF
BMO USD Cash Management ETF
Principal Regulator – Ontario

Type and Date:
Amended and Restated Simplified Prospectus dated February 28, 2025
NP 11-202 Final Receipt dated Mar 10, 2025

Offering Price and Description:
-

Underwriter(s) or Distributor(s):
-

Promoter(s):
-

Filing #06218232

Issuer Name:
Global X Artificial Intelligence Semiconductor Index ETF
Global X Equal Weight Canadian Pipelines Index ETF
Global X Equal Weight Canadian Utilities Index ETF
Principal Regulator – Ontario

Type and Date:
Amendment No. 4 to Final Long Form Prospectus dated March 4, 2025
NP 11-202 Final Receipt dated Mar 7, 2025

Offering Price and Description:
-

Underwriter(s) or Distributor(s):
-

Promoter(s):
-

Filing #06153651

Issuer Name:
Harvest Bitcoin Enhanced Income ETF
Harvest Bitcoin Leaders Enhanced Income ETF
Harvest Low Volatility Canadian Equity ETF
Harvest Low Volatility Canadian Equity Income ETF
Principal Regulator – Ontario
Type and Date:
Preliminary Long Form Prospectus dated Mar 5, 2025
NP 11-202 Preliminary Receipt dated Mar 5, 2025
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Filing #06249238

Issuer Name:
Sun Life JPMorgan International Equity Fund
Principal Regulator – Ontario
Type and Date:
Amendment No. 2 to Final Simplified Prospectus dated February 28, 2025
NP 11-202 Final Receipt dated Mar 7, 2025
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Filing #06129378

NON-INVESTMENT FUNDS

Issuer Name:
Canadian Pacific Railway Company
Principal Regulator – Alberta
Type and Date:
Final Shelf Prospectus dated March 6, 2025
NP 11-202 Final Receipt dated March 6, 2025
Offering Price and Description:
US$6,000,000,000
Canadian Debt Securities
U.S. Debt Securities
Filing # 06246382

Issuer Name:
Liberty Defense Holdings, Ltd. (formerly, Gulfstream Acquisition 1 Corp.)
Principal Regulator – British Columbia
Type and Date:
Amendment to Preliminary Short Form Prospectus dated February 28, 2025
NP 11-202 Amendment Receipt dated March 3, 2025
Offering Price and Description:
$5,001,150
3,031,000 Units
Price: $1.65 per Unit
Filing # 06246333

Issuer Name:
Orezone Gold Corporation
Principal Regulator – British Columbia
Type and Date:
Final Short Form Prospectus dated March 7, 2025
NP 11-202 Final Receipt dated March 7, 2025
Offering Price and Description:
C$35,000,060
42,683,000 Common Shares
Price: C$0.82 per Offered Share
Filing # 06243471

Issuer Name:
Premium Brands Holdings Corporation
Principal Regulator – British Columbia
Type and Date:
Preliminary Short Form Prospectus dated March 7, 2025
NP 11-202 Preliminary Receipt dated March 7, 2025
Offering Price and Description:
$150,000,000
5.50% Convertible Unsecured Subordinated Debentures
Filing # 06249438

Issuer Name:
Bitcoin Well Inc.
Principal Regulator – Alberta
Type and Date:
Final Shelf Prospectus dated March 6, 2025
NP 11-202 Final Receipt dated March 6, 2025
Offering Price and Description:
$25,000,000 - Common Shares, Preferred Shares, Warrants, Subscription Receipts, Debt Securities, Units
Filing # 06237550

Issuer Name:
Skeena Resources Limited
Principal Regulator – British Columbia
Type and Date:
Preliminary Shelf Prospectus dated March 5, 2025
NP 11-202 Preliminary Receipt dated March 6, 2025
Offering Price and Description:
$525,000,000 - Common Shares, Debt Securities, Warrants, Subscription Receipts, Rights, Options, Units
Filing # 06249293

Issuer Name:
Axcap Ventures Inc. (formerly, Netcoins Holdings Inc.)
Principal Regulator – British Columbia
Type and Date:
Amendment to Preliminary Shelf Prospectus dated February 28, 2025
NP 11-202 Amendment Receipt dated March 3, 2025
Offering Price and Description:
$50,000,000 - Common Shares, Warrants, Subscription Receipts, Debt Securities, Units
Filing # 06215190

Issuer Name:
First Nordic Metals Corp.
Principal Regulator – British Columbia
Type and Date:
Preliminary Shelf Prospectus dated February 28, 2025
NP 11-202 Preliminary Receipt dated March 3, 2025
Offering Price and Description:
$100,000,000 - COMMON SHARES, DEBT SECURITIES, SUBSCRIPTION RECEIPTS, WARRANTS, UNITS
Filing # 06247703

Issuer Name:
New Horizon Aircraft Ltd.
Principal Regulator – Ontario
Type and Date:
Preliminary Long Form Prospectus dated March 3, 2025
Preliminary Receipt dated March 4, 2025
Offering Price and Description:
No securities are being offered pursuant to this preliminary prospectus
Filing # 06248519

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B.10
Registrations

B.10.1 Registrants

Type	Company	Category of Registration	Effective Date
Voluntary Surrender	THORNMARK ASSET MANAGEMENT INC.	Investment Fund Manager, Exempt Market Dealer and Portfolio Manager	March 3, 2025
Voluntary Surrender	AON SECURITIES INVESTMENT MANAGEMENT INC.	Portfolio Manager and Commodity Trading Manager	March 3, 2025

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B.11
CIRO, Marketplaces, Clearing Agencies and Trade Repositories

B.11.1.1 Canadian Investment Regulatory Organization (CIRO) – Notice of Delegation

NOTICE OF DELEGATION

March 7, 2025

On March 5, 2025, the Chief Executive Officer of the Commission, with the approval of the Commission, delegated certain powers and duties of the Director under Part XI of the Securities Act (Ontario) (**OSA**) and Part VIII of the Commodity Futures Act (Ontario) (**CFA**), and the regulations related to that Part, to the Canadian Investment Regulatory Organization (**CIRO**). In addition to the delegated powers and duties of the Director, the Commission also delegated to CIRO the powers and duties of the Commission under section 24 of the CFA (**Delegation**).

The Delegation authorizes CIRO to undertake the registration function for firms registered as, or applying for registration as, investment dealers, mutual fund dealers, and futures commission merchants, and the individuals who act on their behalf. The Commission retains concurrent authority for the delegated powers and duties and CIRO's performance of the delegated powers and duties will be subject to an enhanced risk-based framework of ongoing oversight by the Commission.

The Delegation takes effect on April 1, 2025, and is published on the Commission's website.

The Delegation also revokes the assignment of certain powers and duties of the Director to the Investment Industry Regulatory Organization of Canada, a predecessor organization to CIRO, dated September 22, 2009.

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