



**IN THE MATTER OF THE *SECURITIES ACT*
(SY 2007, c. 16 as amended)**

- and -

***Exemptions from Certain Requirements of Securities Legislation for Issuers
whose securities are listed on the Aequitas Neo Exchange Inc.***

**SUPERINTENDENT'S ORDER 2015/04 Y.S.A.
(under section 16 of the *Securities Act*)**

WHEREAS Aequitas NEO Exchange Inc. (**Aequitas NEO Exchange**) is a listing venue that is recognized as an exchange or exempted from recognition as an exchange in all jurisdictions where such is required.

AND WHEREAS Canadian securities legislation distinguishes between venture issuers and issuers that are not venture issuers. A "venture issuer" is defined as a reporting issuer that does not have securities listed or quoted on certain named marketplaces. Aequitas NEO Exchange is not one of those named marketplaces. Accordingly, an issuer with securities listed on Aequitas NEO Exchange that does not have its securities listed on such named marketplaces (a **NEO Issuer**) would be a venture issuer.

AND WHEREAS proposed amendments to Canadian securities legislation published by the Canadian Securities Administrators would result in NEO Issuers being issuers that are not venture issuers (the **Proposed Amendments**).

AND WHEREAS pending implementation of amendments addressing the substance of the Proposed Amendments (the **Final Amendments**), Canadian securities regulatory authorities or regulators are implementing interim measures, including this Blanket Order, directed at having NEO Issuers comply with Canadian securities legislation as though they are not venture issuers.

AND WHEREAS the Superintendent of Securities ("Superintendent") has determined that it would not be prejudicial to the public interest to make this Order;

IT IS ORDERED THAT

1. Unless the context otherwise requires, terms defined in the *Securities Act* (Yukon) or in National Instrument 14-101 *Definitions* have the same meaning in this Order.
2. The provisions of Canadian securities legislation specified below do not apply to a NEO Issuer until the Final Amendments take effect, provided that prior to becoming a NEO Issuer the issuer files an undertaking with the Superintendent in the form of the Schedule to this Blanket Order, or as otherwise permitted by the Superintendent:
 - (a) all provisions of National Instrument 41-101 General Prospectus Requirements (**NI 41-101**) that would otherwise apply to the NEO Issuer solely as a result of the fact that it is a "venture issuer" (within the meaning of NI 41-101);
 - (b) the criterion under paragraph 2.2(e) of National Instrument 44-101 Short Form Prospectus Distributions (**NI 44-101**), which requires an issuer's equity securities be listed and posted for trading on a "short form eligible exchange" (within the meaning of NI 44-101);
 - (c) the criterion under subsection 2.2(1) of National Instrument 44-102 Shelf Distributions, which requires an issuer's equity securities be listed and posted for trading on a "short form eligible exchange" (within the meaning of NI 44-101);
 - (d) section 2.25 of National Instrument 45-106 Prospectus and Registration Exemptions;
 - (e) all provisions of National Instrument 51-102 Continuous Disclosure Obligations (**NI 51-102**) that would otherwise apply to the NEO Issuer solely as a result of the fact that it is a "venture issuer" (within the meaning of NI 51-102);
 - (f) the requirement to file a notice under paragraph 11.2(b) of NI 51-102 in connection with the implementation of the Final Amendments;
 - (g) all provisions of Multilateral Instrument 51-105 Issuers Quoted in the U.S. Over-the-Counter Markets;
 - (h) all provisions of National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (**NI 52-109**) that would otherwise apply to the NEO Issuer solely as a result of the fact that it is a "venture issuer" (within the meaning of NI 52-109);
 - (i) all provisions of National Instrument 52-110 Audit Committees (**NI 52-110**) that would otherwise apply to the NEO Issuer solely as a result of the fact that it is a "venture issuer" (within the meaning of NI 52-110);

- (j) all provisions of National Instrument 58-101 Disclosure of Corporate Governance Practices (**NI 58-101**) that would otherwise apply to the NEO Issuer solely as a result of the fact that it is a "venture issuer" (within the meaning of NI 58-101); and
- (k) the requirement to deliver a "personal information form" (within the meaning of NI 41-101 or National Instrument 81-101 Mutual Fund Prospectus Disclosure (**NI 81-101**), as the case may be) under any of NI 41-101, NI 44-101, National Instrument 44-102 Shelf Distributions or NI 81-101, provided that the NEO Issuer has delivered a personal information form for an individual pursuant to Aequitas NEO Exchange Inc. Form 3, as amended from time to time, to which is attached a completed certificate and consent in the form set out in Schedule 1 – Part B of Appendix A of NI 41-101.

DATED at the City of Whitehorse, Yukon, this 6th day of March, 2015.

Fred Pretorius (original signature on file)

Fred Pretorius
Yukon Superintendent of Securities
Yukon Government

SCHEDULE

To: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission (New Brunswick)
Government of Prince Edward Island, Superintendent of Securities
Nova Scotia Securities Commission
Securities Commission of Newfoundland and Labrador
Superintendent of Securities, Northwest Territories
Superintendent of Securities, Yukon
Superintendent of Securities, Nunavut

(each, a “**Securities Regulatory Authority**”)

UNDERTAKING

Background

1. Aequitas NEO Exchange Inc. (“**Aequitas NEO Exchange**”) is a listing venue for certain reporting issuers in one or more provincial or territorial jurisdictions in Canada;
2. the undersigned (the “NEO Issuer”) has applied to list its securities on Aequitas NEO Exchange;
3. a reporting issuer is categorized under Canadian securities legislation (as defined in National Instrument 14-101 *Definitions*) as a venture issuer or an issuer that is not a venture issuer (a “non-venture issuer”) by reference to the named exchange on which the reporting issuer is listed, and the reporting issuer must comply with the Canadian securities legislation applicable to that categorization;
4. the NEO Issuer is, or will be, a “venture issuer” as defined in Canadian securities legislation;
5. the Securities Regulatory Authorities are in the process of amending Canadian securities legislation to characterize issuers listing on Aequitas NEO Exchange, including the NEO Issuer, as non-venture issuers under Canadian securities legislation (collectively, with related amendments, the “Contemplated Amendments”);
6. the purpose of this Undertaking is to have the NEO Issuer comply with Canadian securities legislation applicable to non-venture issuers, notwithstanding the fact that the NEO Issuer is and will continue to be a venture issuer as defined under Canadian securities legislation for so long as the Contemplated Amendments are not in force;
7. the listing requirements of Aequitas NEO Exchange also require that the NEO Issuer meet the Canadian securities legislation requirements applicable to non-venture issuers and execute an undertaking agreeing to do so;

NOW THEREFORE the NEO Issuer hereby undertakes to the Securities Regulatory Authority in each jurisdiction where the NEO Issuer is or will be a reporting issuer, until such time as the Contemplated Amendments are effective, that:

1. it will publicly file this executed Undertaking on SEDAR;
2. it will comply with Canadian securities legislation, including but not limited to, the legislation listed in the Appendix, as though it were not a “venture issuer” and as though it were a non-venture issuer; and
3. where Canadian securities legislation requires the delivery of a personal information form (as defined under applicable Canadian securities legislation) and the NEO Issuer delivers a personal information form for an individual pursuant to Aequitas NEO Exchange Inc. Form 3 and other required documentation (the “**NEO PIF**”) in lieu of the personal information form, the NEO Issuer will comply with Canadian securities legislation as if the NEO PIF is a personal information form for the purposes of Canadian securities legislation.

In addition, if the NEO Issuer is or will be a reporting issuer in Ontario, Quebec or both, the NEO Issuer hereby undertakes, until such time as the Contemplated Amendments are effective, that it will not invoke the benefit of any of the following exemptions:

1. the exemption with respect to formal valuation requirements provided for in paragraph 4.4(1)(a) of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*, and in Québec, *Regulation 61-101 respecting Protection of Minority Security Holders in Special Transactions* (collectively, “**MI 61-101**”);
2. the exemption with respect to formal valuation requirements provided for in paragraph 5.5(b) of MI 61-101; and
3. the exemption with respect to minority approval requirements provided for in subparagraph 5.7(1)(b)(i) of MI 61-101.

The NEO Issuer consents to Aequitas NEO Exchange applying to the Ontario Securities Commission on the NEO Issuer’s behalf for an order that the provisions of securities legislation that would otherwise apply to the NEO Issuer, solely as a result of it being considered a “venture issuer” until the Contemplated Amendments become effective, will not apply to the NEO Issuer.

DATED this ___ day of _____, 20

[NEO Issuer]

I have authority to bind the NEO Issuer

Name:

Title:

APPENDIX

- a. National Instrument 41-101 *General Prospectus Requirements*, and in Québec *Regulation 41-101 respecting General Prospectus Requirements*;
- b. National Instrument 51-102 *Continuous Disclosure Obligations*, and in Québec *Regulation 51-102 respecting Continuous Disclosure Obligations*;
- c. National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards*, and in Québec *Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards*;
- d. National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, and in Québec *Regulation 52-109 respecting Certification of Disclosure in Issuers' Annual and Interim Filings*;
- e. National Instrument 52-110 *Audit Committees*, and in Québec *Regulation 52-110 respecting Audit Committees*; and
- f. National Instrument 58-101 *Disclosure of Corporate Governance Practices*, and in Québec *Regulation 58-101 respecting Disclosure of Corporate Governance Practices*.