The Alberta Gazette

Part I

Vol. 112 Edmonton, Friday, April 15, 2016 No. 07

RESIGNATIONS & RETIREMENTS

Retirement of Supernumerary Provincial Court Judge

(Provincial Court Act)

March 9, 2016
Honourable Judge Harold Ralph Chisholm

ORDERS IN COUNCIL

O.C. 053/2016

(Municipal Government Act)

Approved and ordered:
Lois Mitchell
Lieutenant Governor. March 8, 2016

The Lieutenant Governor in Council amends Order in Council numbered O.C. 68/2010 by striking out Appendix A and substituting the attached Appendix A, effective January 1, 2010.

Rachel Notley, Chair.

APPENDIX A

DETAILED DESCRIPTION OF THE LANDS SEPARATED FROM LAMONT COUNTY AND ANNEXED TO THE VILLAGE OF CHIPMAN

THE SOUTHEAST QUARTER OF SECTION THIRTY-ONE (31), TOWNSHIP FIFTY-FOUR (54), RANGE EIGHTEEN (18) WEST OF THE FOURTH MERIDIAN AND INCLUDING ALL THAT LAND ADJACENT TO THE EAST SIDE OF SAID QUARTER SECTION LYING WEST OF THE EAST BOUNDARY OF PLAN 962 1333.

SECTION TWENTY-NINE (29), TOWNSHIP FIFTY-FOUR (54), RANGE EIGHTEEN (18) WEST OF THE FOURTH MERIDIAN AND INCLUDING THE NORTH-SOUTH ROAD ALLOWANCE ADJACENT TO THE EAST SIDE OF SAID SECTION.

THE SOUTH HALF OF SECTION THIRTY (30), TOWNSHIP FIFTY-FOUR (54), RANGE EIGHTEEN (18) WEST OF THE FOURTH MERIDIAN AND INCLUDING ALL THAT LAND ADJACENT TO THE EAST SIDE OF SAID HALF SECTION LYING EAST OF THE WEST BOUNDARY OF PLAN 812 1295 AND INCLUDING ALL THAT PORTION OF THE EAST-WEST ROAD ALLOWANCE LYING EAST OF THE PROJECTION SOUTH OF THE WEST BOUNDARY OF PLAN 812 1295.

THE NORTHEAST QUARTER OF SECTION TWENTY-FOUR (24), TOWNSHIP FIFTY-FOUR (54), RANGE NINETEEN (19) WEST OF THE FOURTH MERIDIAN AND INCLUDING THE EAST-WEST ROAD ALLOWANCE ADJACENT TO THE NORTH OF SAID QUARTER SECTION.

SECTION NINETEEN (19), TOWNSHIP FIFTY-FOUR (54), RANGE EIGHTEEN (18) WEST OF THE FOURTH MERIDIAN AND INCLUDING ALL THAT LAND ADJACENT TO THE WEST SIDE OF SAID QUARTER SECTION LYING EAST OF THE WEST BOUNDARY OF PLAN 812 1295.

THE WEST HALF OF SECTION TWENTY (20), TOWNSHIP FIFTY-FOUR (54), RANGE EIGHTEEN (18) WEST OF THE FOURTH MERIDIAN.

O.C. 054/2016

(Municipal Government Act)

Approved and ordered:
Lois Mitchell
Lieutenant Governor. March 8, 2016

The Lieutenant Governor in Council orders that

(a) effective July 1, 2015, the land described in Appendix A and shown on the sketch in Appendix B is separated from Lethbridge County and annexed to the Town of Coalhurst,

(b) any taxes owing to Lethbridge County at the end of June 30, 2015 in respect of the annexed land are transferred to and become payable to the Town of Coalhurst together with any lawful penalties and costs levied in respect of those taxes, and the Town of Coalhurst upon collecting those taxes, penalties and costs must pay them to Lethbridge County,

(c) for the purposes of taxation in 2015, Lethbridge County must assess and tax the annexed land and the assessable improvements to it,

(d) taxes payable for the 2015 taxation year in respect of the assessable land and any improvements to it are to be paid to Lethbridge County and upon collecting those taxes Lethbridge County must remit them to the Town of Coalhurst, and

(e) the assessor for the Town of Coalhurst must assess, for the purposes of taxation in 2016 and subsequent years, the annexed land and the assessable improvements to it,

and makes the Order in Appendix C.

Rachel Notley, Chair.

APPENDIX A

DETAILED DESCRIPTION OF THE LANDS SEPARATED FROM LETHBRIDGE COUNTY AND ANNEXED TO THE TOWN OF COALHURST

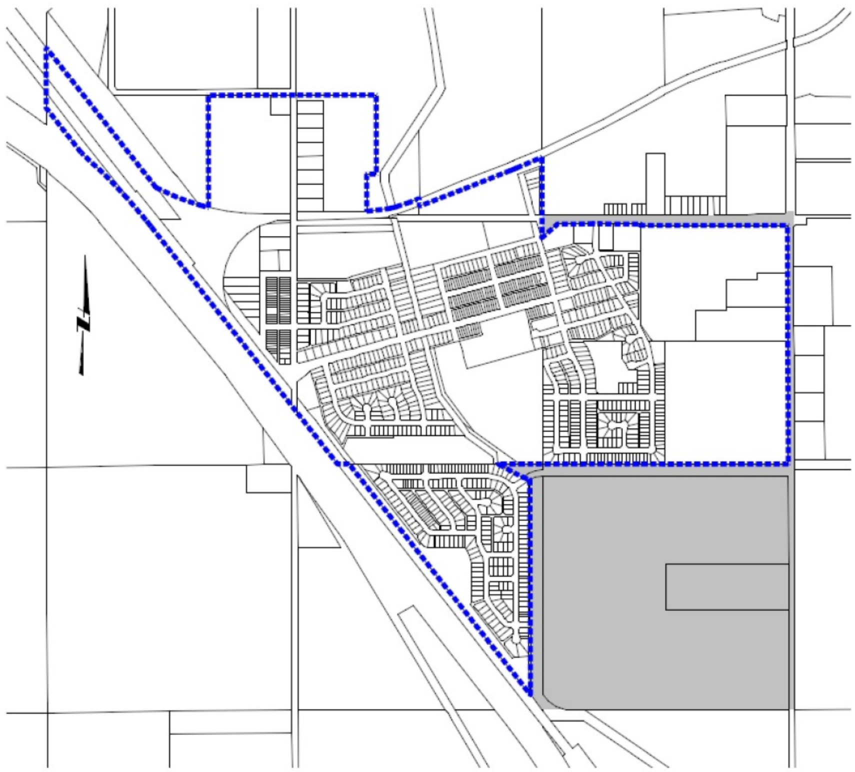
ALL THAT PORTION OF THE NORTH HALF OF SECTION SIXTEEN (16), TOWNSHIP NINE (9), RANGE TWENTY-TWO (22), WEST OF THE FOURTH MERIDIAN NOT WITHIN THE TOWN OF COALHURST LYING EAST OF THE NORTH BOUNDARY OF PLAN RY157 AND INCLUDING THAT PORTION OF THE N/S ROAD ALLOWANCE LYING EAST OF SAID HALF SECTION.

ALL THAT PORTION OF THE EAST HALF OF SECTION TWENTY-ONE (21), TOWNSHIP NINE (9), RANGE TWENTY-TWO (22), WEST OF THE FOURTH MERIDIAN NOT WITHIN THE TOWN OF COALHURST LYING SOUTH OF THE NORTH BOUNDARY OF PLAN 3136BM AND INCLUDING ALL THAT PORTION OF PLAN 831-0050 WITHIN SAID HALF SECTION.

ALL THAT PORTION OF THE N/S ROAD ALLOWANCE ADJACENT TO THE EAST HALF OF SECTION TWENTY-ONE (21), TOWNSHIP NINE (9), RANGE TWENTY-TWO (22), WEST OF THE FOURTH MERIDIAN LYING SOUTH OF THE PROJECTION EAST OF THE NORTHERNMOST POINT OF PLAN 831-0050.

APPENDIX B

A SKETCH SHOWING THE GENERAL LOCATION OF THE AREA ANNEXED TO THE TOWN OF COALHURST



Legend

Existing Town of Coalhurst Boundary

Annexation Area

APPENDIX C

ORDER

1 In this Order, “annexed land” means the land described in Appendix A and shown on the sketch in Appendix B.

2 For taxation purposes in 2015 and subsequent years up to and including 2035, the annexed land and the assessable improvements to it

(a) must be assessed by the Town of Coalhurst on the same basis as if they had remained in Lethbridge County, and

(b) must be taxed by the Town of Coalhurst in respect of each assessment class that applies to the annexed land and the assessable improvements to it using the municipal tax rate established by Lethbridge County for property of the same assessment class.

3 Where in any taxation year a portion of the annexed land

(a) becomes a new parcel of land created as a result of subdivision or separation of title by registered plan of subdivision or by instrument or any other method that occurs at the request of, or on behalf of, the landowner, or

(b) is redesignated at the request of, or on behalf of, the landowner under the Town of Coalhurst's Land Use Bylaw to another designation,

section 2 ceases to apply at the end of that taxation year in respect of that portion of the annexed land and the assessable improvements to it.

4 After section 2 ceases to apply to a portion of the annexed land in a taxation year, that portion of the annexed land and the assessable improvements to it must be assessed and taxed for the purposes of property taxes in the following year in the same manner as other property of the same assessment class in the Town of Coalhurst is assessed and taxed.

5 The Town of Coalhurst shall, within 30 days after the date this Order in Council is made by the Lieutenant Governor in Council, pay compensation to Lethbridge County in the amount of fourteen thousand and twenty-eight dollars and seventy-two cents ($14,028.72).

GOVERNMENT NOTICES

Agriculture and Forestry

Form 15

(Irrigation Districts Act)
(Section 88)

Notice to Irrigation Secretariat:
Change of Area of an Irrigation District

On behalf of the **Lethbridge Northern Irrigation District**, I hereby request that the Irrigation Secretariat forward a certified copy of this notice to the Registrar of Land Titles for the purposes of registration under section 22 of the *Land Titles Act* and arrange for notice to be published in The Alberta Gazette.

The following parcels of land should be **added** to the irrigation district and the appropriate notation added to the certificate of title:

LINC Number	Short Legal Description as shown on title	Title Number
0022 106 140	4;22;11;28;SE	971 089 049 +1
0022 084 180	4;22;11;16;SW	001 077 530
0022 084 214	4;22;11;16;NW	001 077 530 +1
0022 085 353	4;22;11;17;NE	081 189 290
0035 675 066	4;22;11;15;SW	131 108 168 +3
0022 084 206	4;22;11;16;SE	991 122 485 +2
0022 087 274	4;22;11;21;SW	991 180 405
0013 362 132	4;22;11;22;SW	991 122 486
0022 091 391	4;22;11;22;NW	991 122 487
0022 084 198	4;22;11;16;NE	131 124 587
0022 091 383	4;22;11;21;SE	131 124 588
0022 091 375	4;22;11;21;NE	131 124 588
0016 039 893	4;22;11;9;NE	971 135 354 + 1
0012 921 268	4;22;11;9;SE	981 114 278

I certify that the procedures required under Part 4 of the *Irrigation Districts Act* have been completed and the area of the **Lethbridge Northern Irrigation District** should be changed according to the above list.

Rebecca Fast, *Office Administrator,*
Irrigation Secretariat.

On behalf of the **Western Irrigation District**, I hereby request that the Irrigation Secretariat forward a certified copy of this notice to the Registrar of Land Titles for the purposes of registration under section 22 of the *Land Titles Act* and arrange for notice to be published in the Alberta Gazette.

The following parcels of land should be **added** to the irrigation district and the appropriate notation added to the certificate of title:

LINC Number	Short Legal Description as shown on title	Title Number
0029 838 794	4;22;23;25;NE	121 234 715

I certify the procedures required under part 4 of the *Irrigation Districts Act* have been completed and the area of the **Western Irrigation District** should be changed according to the above list.

Rebecca Fast, *Office Administrator,*
Irrigation Secretariat.

On behalf of the **Western Irrigation District**, I hereby request that the Irrigation Secretariat forward a certified copy of this notice to the Registrar for Land Titles for the purposes of registration under section 22 of the *Land Titles Act* and arrange for notice to be published in the Alberta Gazette.

The following parcels of land should be **removed** from the irrigation district and the notation removed from the certificate of title:

LINC Number	Short Legal Description as shown on title	Title Number
0013303524	7710634;5;12	151 303 638
0016 210 015	7710634;1;20	161 030 440
0027 600 303	9812349;3;1	16 1 028 579
0021 599 569	4;28;24;2;NE	101 356 200
0021 599 577	4;28;24;2;SE	101 356 200 +1

I certify the procedures required under part 4 of the *Irrigation Districts Act* have been completed and the area of the **Western Irrigation District** should be changed according to the above list.

Rebecca Fast, *Office Administrator,*
Irrigation Secretariat.

Energy

Declaration of Withdrawal from Unit Agreement

(Petroleum and Natural Gas Tenure Regulations)

The Minister of Energy on behalf of the Crown in Right of Alberta hereby declares and states that the Crown in right of Alberta has withdrawn as a party to the agreement entitled “Richdale Upper Mannville “QQ” Unit” effective February 29, 2016.

Raksha Acharya, *for Minister of Energy.*

Production Allocation Unit Agreement

(Mines and Minerals Act)

Notice is hereby given, pursuant to section 102 of the Mines and Minerals Act, that the Minister of Energy on behalf of the Crown has executed counterparts of the agreement entitled "Production Allocation Unit Agreement – Chauvin South Lloydminster Agreement" and that the Unit became effective on October 1, 2015.

EXHIBIT "A" - PART I

ATTACHED TO AND MADE PART OF AN AGREEMENT ENTITLED
"Chauvin South Lloydminster Agreement"

Tract No.	Land Description (M-R-T: Sec)	Lease Number	Royalty Owner	Tract Participation (%)	Working Interest Owner	Share of Working Interest (%)	Share of Tract Participation (%)
1	4-02-043: 13 SE	Freehold	Heritage Royalty Resource Corp.	89.63	Talisman Energy Canada	100	89.63
2	4-01-043: 18 L4	127076	Crown	10.37	Talisman Energy Canada	100	10.37

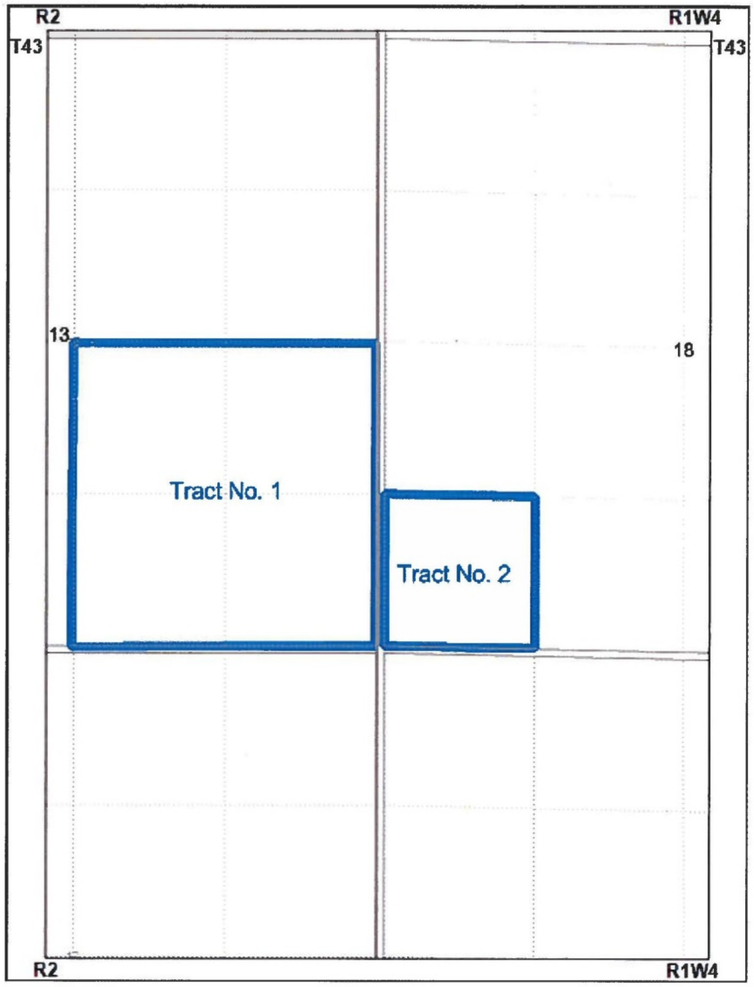
Working Interest Owners:

Talisman Energy Canada 100%

Effective as of the Effective Date

EXHIBIT "B"

ATTACHED TO AND MADE PART OF AN AGREEMENT ENTITLED
"Chauvin South Lloydminster Agreement"

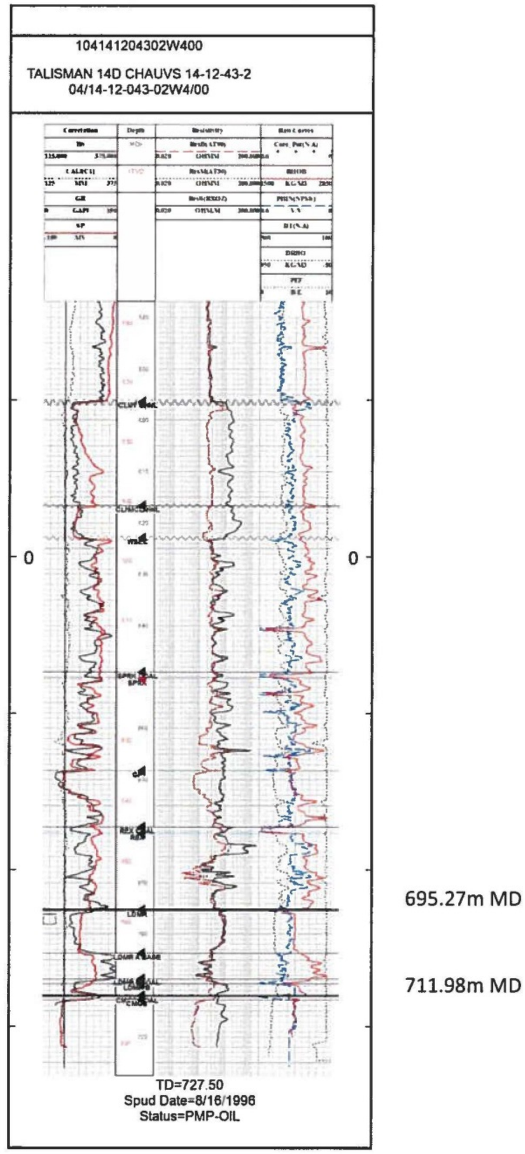


Effective as of the Effective Date

EXHIBIT "C"

ATTACHED TO AND MADE PART OF AN AGREEMENT ENTITLED
"Chauvin South Lloydminster Agreement"

A portion of the neutron density, resistivity, and gamma ray logs recorded at the well 104/14-12-043-02W400 located in LSD 14-12-043-02W4M.



Notice is hereby given, pursuant to section 102 of the *Mines and Minerals Act*, that the Minister of Energy on behalf of the Crown has executed counterparts of the agreement entitled “Production Allocation Unit Agreement – Highvale Banff Agreement No. 2” and that the Unit became effective on December 1, 2015.

EXHIBIT "A" - PART I

ATTACHED TO AND MADE PART OF AN AGREEMENT ENTITLED
“Highvale Banff Agreement No. 2”

Tract No.	Land Description (M R T: Sec)	Lease Number	Royalty Interest Owner	Tract Participation (%)	Working Interest Owner	Share of Working Interest (%)	Share of Tract Participation (%)
1a	5-04-050: 15SWP	P&NG Lease dated July 14, 2014	McDougall & Secord, Limited	8.99	New Star Energy Ltd.	100	8.99
1b	5-04-050: 15SWP	0408100546	Crown	19.15	New Star Energy Ltd.	100	19.15
2a	5-04-050: 16SEP	P&NG Lease dated February 11, 2013	The Estate of Anna Elvina Alexander	7.74	New Star Energy Ltd.	100	7.74
2b	5-04-050: 16SEP	0406110065	Crown	53.61	New Star Energy Ltd.	100	53.61
3	5-04-050: 16SW	0406110065	Crown	10.51	New Star Energy Ltd.	100	10.51

Working Interest Owners:

New Star Energy Ltd. 100%

Effective as of the Effective Date

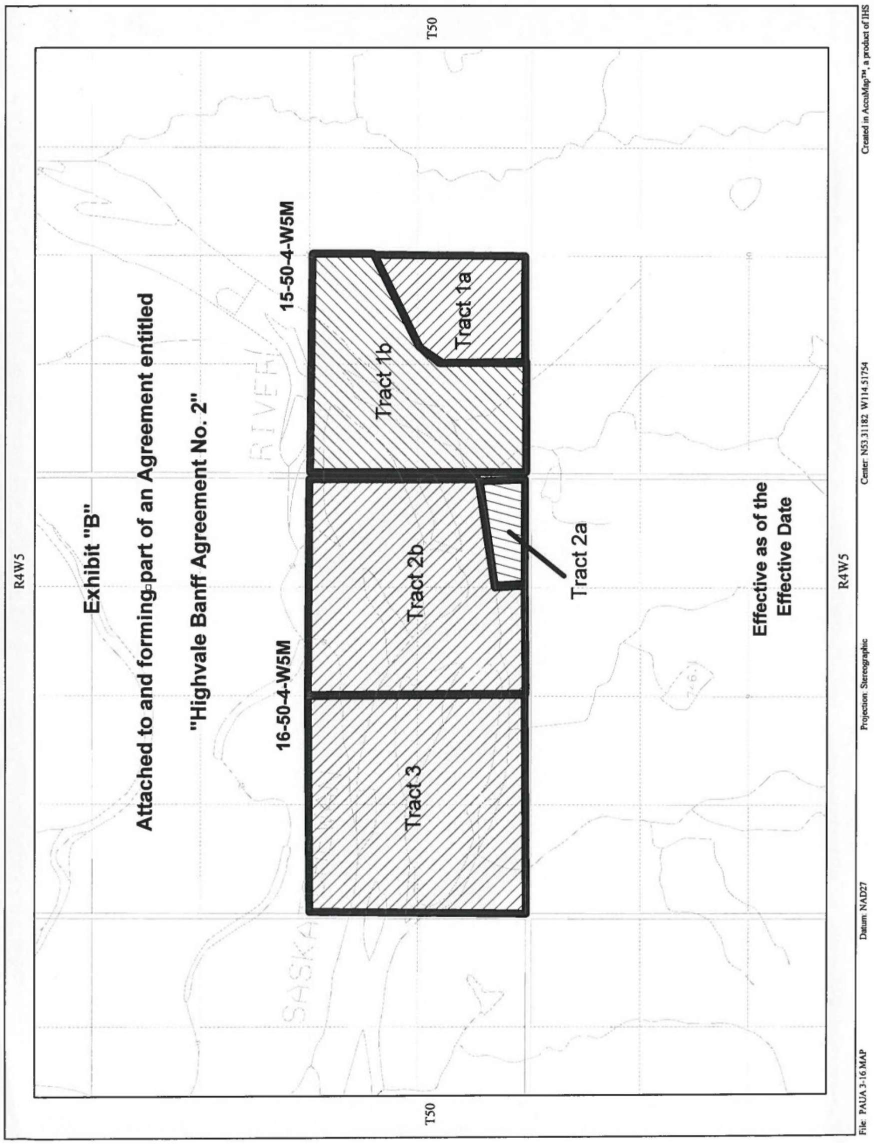
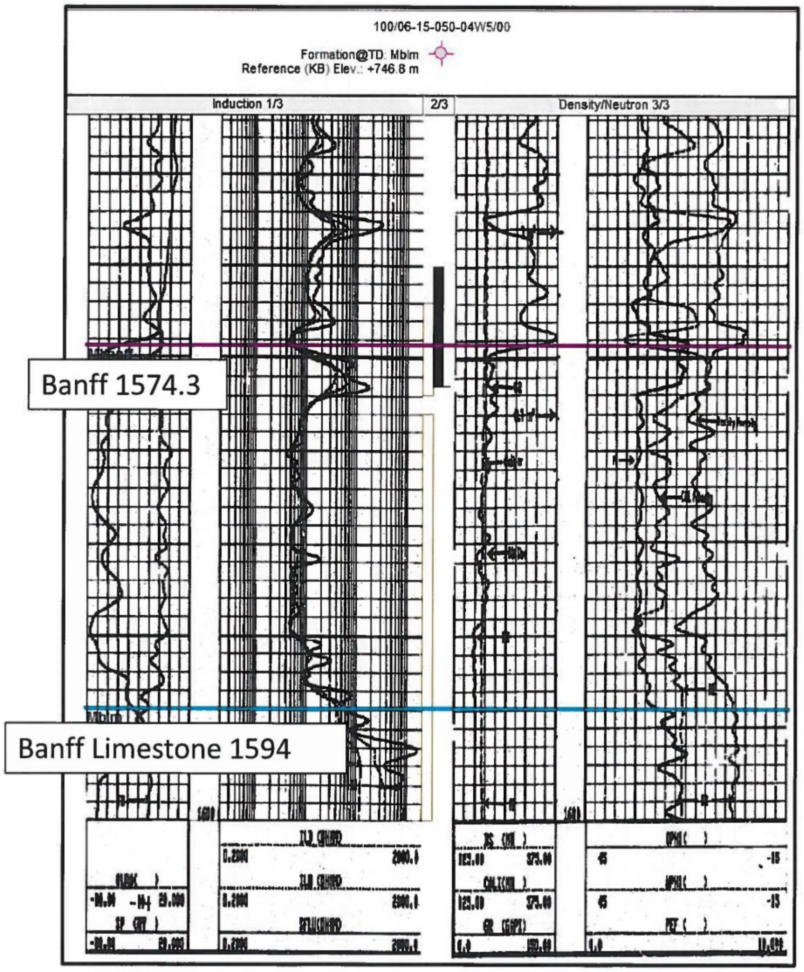


Exhibit "B"
Attached to and forming part of an Agreement entitled
"Highvale Banff Agreement No. 2"
15-50-4-W5M
16-50-4-W5M
Tract 1a
Tract 1b
Tract 2a
Tract 2b
Tract 3
Effective as of the Effective Date
R4W5
T50
RIVER
SASK
File: PAUA 3-16 MAP
Datum: NAD27
Projection: Stereographic
Center: N53.31182 W114.51754
Created in AccuMap™, a product of IHS

EXHIBIT "C"
ATTACHED TO AND MADE PART OF AN AGREEMENT ENTITLED
"Highvale Banff Agreement No.2"
A portion of the induction and density-neutron log recorded at the well 100/06-15-050-04W5/00 located in Lsd 6-15-50-4W5M



Notice is hereby given, pursuant to section 102 of the Mines and Minerals Act, that the Minister of Energy on behalf of the Crown has executed counterparts of the agreement entitled “Production Allocation Unit Agreement – Pembina Banff Agreement” and that the Unit became effective on December 1, 2015.

EXHIBIT "A" - PART I

ATTACHED TO AND MADE PART OF AN AGREEMENT ENTITLED
“Pembina Banff Agreement”

Tract No.	Land Description (M R T: Sec)	Lease Number	Royalty Interest Owner	Tract Participation (%)	Working Interest Owner	Share of Working Interest (%)	Share of Tract Participation (%)
1a	5-04-050: 15SWP	P&NG Lease dated July 14, 2014	McDougall & Secord, Limited	13.22	New Star Energy Ltd.	100	13.22
1b	5-04-050: 15SWP	0408100546	Crown	28.19	New Star Energy Ltd.	100	28.19
2	5-04-050: 15NW	0408100546	Crown	58.59	New Star Energy Ltd.	100	58.59

Working Interest Owners:

New Star Energy Ltd. 100%

Effective as of the Effective Date

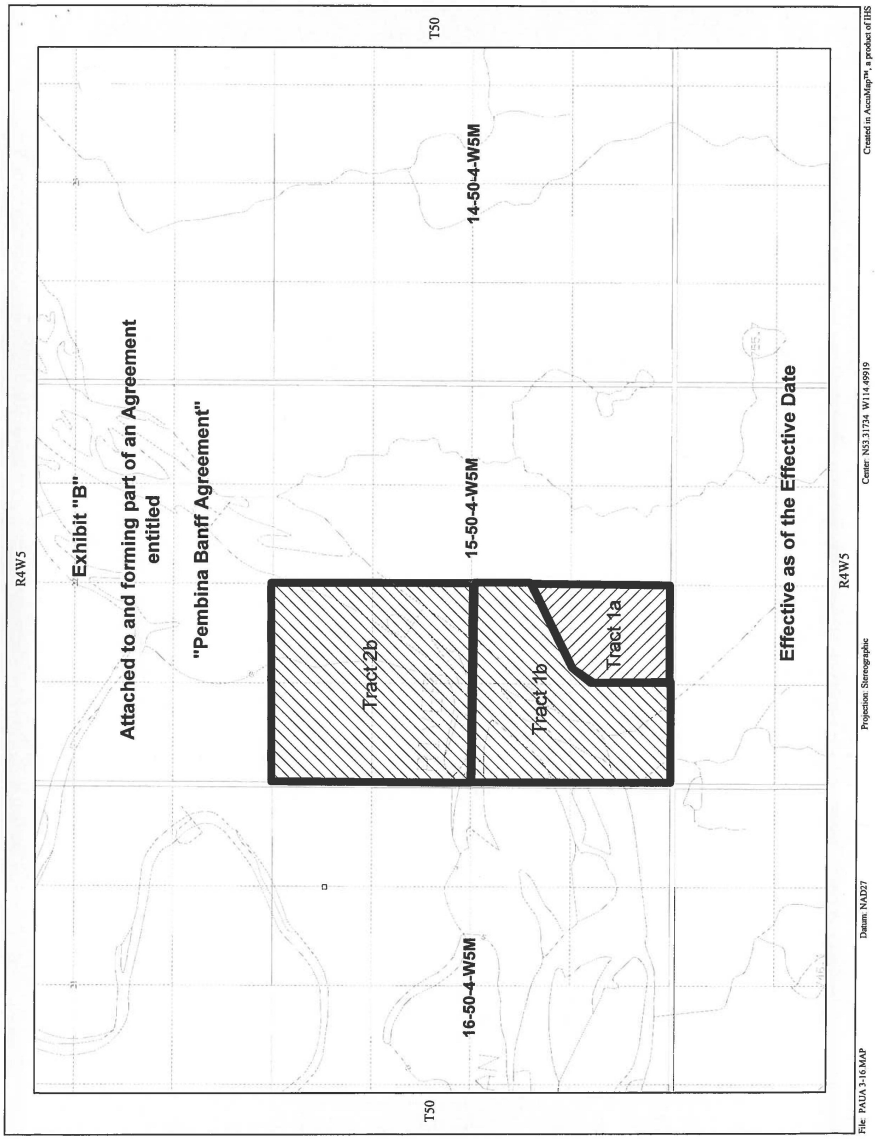
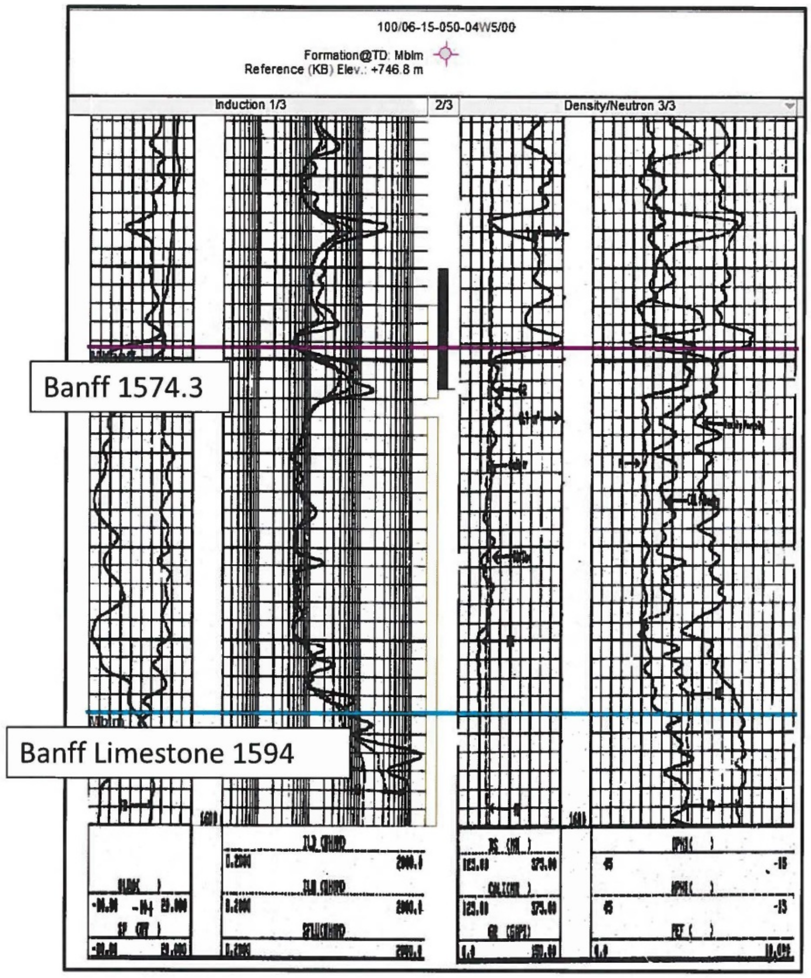


Exhibit "B"
Attached to and forming part of an Agreement entitled
"Pembina Banff Agreement"
Effective as of the Effective Date
Tract 2b
Tract 1b
Tract 1a
14-50-4-W5M
15-50-4-W5M
16-50-4-W5M
R4W5
R4W5
T50
T50
File: PAUA 3-16.MAP
Datum: NAD27
Projection: Stereographic
Center: N53.31734 W114.49919
Created in AccuMap™, a product of IHS

EXHIBIT "C"
ATTACHED TO AND MADE PART OF AN AGREEMENT ENTITLED
"Pembina Banff Agreement"
A portion of the induction and density-neutron log recorded at the well 100/06-15-050-04W5/00 located in Lsd 6-15-50-4W5M



Infrastructure

Sale or Disposition of Land

(Government Organization Act)

Name of Purchaser: Li Xie and Shifen Chen
Consideration: $520,000.00
Land Description: Plan 0214343, Block 2, Lot 3. Excepting thereout all mines and minerals. Area: 1.78 Hectares (4.4 Acres) more or less.

Justice and Solicitor General

Designation of Qualified Technician Appointment
(Intox EC/IR II)

RCMP K Division, Traffic Services
Anderson, Joseph Michael Chaz
Ash, Samantha
Audette, Clinton Robert
Bales, Jennifer Pamela
Bond, Charles Eugene
Boyle, James Arnold
Brown, Colin Michael
Butt, Justin Chesley James
Campbell, Craig Andrew
Choo, Sherrie Shui Jin
Fenton, Christina Marie
Gill, Charles Pierre Philippe Vincent
Lavertu, Maxime Joseph Ianick
Lazorko, James Edward
Lessmeister, Andrew Kevin
Magnusson, Joshua Thomas Ballam
Mcgowan, Michael William
Montgomery, Marcel James Olivier
Orr, Brandon Jonathan
Rauch, Kristopher Wayne
Taylor, Melissa Marie Cecile
Vallee, Patrick Denis
Visser, Shane Brandon

(Date of Designation March 17, 2016)

Legislative Assembly

Office of the Chief Electoral Officer

Notice: Member Elected to Serve in the Legislative Assembly of Alberta

Edmonton, April 4, 2016

Notice is hereby given under the provisions of the *Election Act* that I have received the Certificate and Return from the Returning Officer appointed to conduct the Provincial By-election on the 22nd day of March 2016, for the following Electoral Division, and the said Return shows that the following Member was duly elected:

Electoral Division	**Member Elected**
Calgary-Greenway	Prab Gill

Glen Resler, *Chief Electoral Officer*.

Safety Codes Council

Agency Accreditation - Cancellation

Pursuant to Section 30 of the Safety Codes Act it is hereby ordered that

Palliser Regional Municipal Services, Accreditation No. A000158, Order No. 0243

Is to cease services under the Safety Codes Act for the discipline of **Building**.

Consisting of all parts of the Alberta Building Code Including applicable Alberta amendments and regulations.

Issued Date: March 30, 2016.

Pursuant to Section 30 of the Safety Codes Act it is hereby ordered that

Palliser Regional Municipal Services, Accreditation No. A000158, Order No. 0242

Is to cease services under the Safety Codes Act for **Electrical**.

Consisting of all parts of the Canadian Electrical Code Code for Electrical Installations at Oil & Gas Facilities and Alberta Electrical Utility Code.

Issued Date: March 30, 2016.

Pursuant to Section 30 of the Safety Codes Act it is hereby ordered that

Palliser Regional Municipal Services, Accreditation No. A000158, Order No. 0241

Is to cease services under the Safety Codes Act for the discipline of **Fire**.

Consisting of all parts of the Alberta Fire Code Including Investigations Including applicable Alberta amendments and regulations.

Issued Date: March 30, 2016.

Pursuant to Section 30 of the Safety Codes Act it is hereby ordered that

Palliser Regional Municipal Services, Accreditation No. A000158, Order No. 0240

Is to cease administration under the Safety Codes Act within its jurisdiction for **Gas**.

Consisting of all parts of the Natural Gas and Propane Installation Code & Propane Storage and Handling Code Including applicable Alberta amendments and regulations.

Issued Date: March 30, 2016.

Pursuant to Section 30 of the Safety Codes Act it is hereby ordered that

Palliser Regional Municipal Services, Accreditation No. A000158, Order No. 0239

Is to cease administration under the Safety Codes Act within its jurisdiction for **Plumbing**.

Consisting of all parts of the National Plumbing Code & Alberta Private Sewage Systems Standard of Practice Including applicable Alberta amendments and regulations.

Issued Date: March 30, 2016.

Corporate Accreditation

(Safety Codes Act)

Pursuant to section 28 of the Safety Codes Act it is hereby ordered that

Shell Canada Ltd, Accreditation No. C000102, Order No. 2955

Having satisfied the terms and conditions of the Safety Codes Council is authorized to administer the Safety Codes Act including applicable Alberta amendments and regulations within the Corporation’s industrial facilities for the discipline of **Gas**

Consisting of all parts of the Natural Gas and Propane Installation Code and Propane Storage and Handling Code.

Accredited Date: March 21, 2016 Issued Date: March 21, 2016.

Municipal Accreditation

(Safety Codes Act)

Pursuant to Section 26 of the Safety Codes Act it is hereby ordered that

Village of Andrew, Accreditation No. M000332, Order No. 0923

Having satisfied the terms and conditions of the Safety Codes Council is authorized to administer the Safety Codes Act including applicable Alberta amendments and regulations within the Municipality's boundaries for the discipline of **Electrical**

Consisting of all parts of the Canadian Electrical Code Part I and Code for Electrical Installations at Oil and Gas Facilities

Excluding the Alberta Electrical Utility Code

Excluding any or all things, processes or activities located on all existing and future industrial facilities that are owned by or are under the care and control of an accredited corporation.

Accredited Date: November 18, 1996 Issued Date: March 17, 2016.

Alberta Securities Commission

MULTILATERAL INSTRUMENT 91-101
DERIVATIVES: PRODUCT DETERMINATION

(Securities Act)

Made as a rule by the Alberta Securities Commission on January 13, 2016 pursuant to sections 223 and 224 of the Securities Act.

MULTILATERAL INSTRUMENT 91-101
DERIVATIVES: PRODUCT DETERMINATION

Definitions and interpretation

1. (1) This Instrument applies to Multilateral Instrument 96-101 *Trade Repositories and Derivatives Data Reporting*.

(2) In this Instrument, a person or company is an affiliated entity of another person or company if one of them controls the other or if each of them is controlled by the same person or company.

(3) In this Instrument, a person or company (the first party) is considered to control another person or company (the second party) if any of the following apply:

(a) the first party beneficially owns or directly or indirectly exercises control or direction over securities of the second party carrying votes which, if exercised, would entitle the first party to elect a majority of the directors of the second party unless the first party holds the voting securities only to secure an obligation;

(b) the second party is a partnership, other than a limited partnership, and the first party holds more than 50% of the interests of the partnership;

(c) the second party is a limited partnership and the general partner of the limited partnership is the first party;

(d) the second party is a trust and a trustee of the trust is the first party.

(4) In British Columbia, Newfoundland and Labrador, Northwest Territories, Nunavut, Prince Edward Island and Yukon, in this Instrument, “derivative” means a contract or instrument if each of the following apply:

(a) it is an option, swap, future, forward, or other financial or commodity contract or instrument whose market price, value, or delivery, payment or settlement obligations are derived from, referenced to or based on an underlying interest including a value, price, index, event, probability or thing;

(b) it is a “security”, as defined in securities legislation, solely by reason of it being one or more of the following:

(i) a document evidencing an option, subscription or other interest in a security;

(ii) a futures contract;

(iii) an investment contract;

(iv) an option.

(5) In this Instrument, subject to subsection 2(1), “specified derivative” means

(a) in Alberta, New Brunswick, Nova Scotia and Saskatchewan, a “derivative” as defined in the securities legislation of the local jurisdiction, and

(b) in British Columbia, Newfoundland and Labrador, Northwest Territories, Nunavut, Prince Edward Island and Yukon, a “derivative” as defined in subsection 1(4).

Excluded contracts and instruments

2. (1) Despite subsection 1(5), in this Instrument, “specified derivative” does not include any of the following:

(a) a contract or instrument that is regulated by any of the following:

(i) gaming control legislation of Canada or of a jurisdiction of Canada;

(ii) gaming control legislation of a foreign jurisdiction, if each of the following apply to the contract or instrument:

(A) it is entered into outside of Canada;

(B) it would be regulated under gaming control legislation of Canada or the local jurisdiction if it had been entered into in the local jurisdiction;

(b) an insurance contract or an income or annuity contract or instrument, entered into

(i) with an insurer holding a licence under insurance legislation of Canada or a jurisdiction of Canada and regulated as insurance under that legislation, or

(ii) outside of Canada with an insurer holding a licence under insurance legislation of a foreign jurisdiction, if it would be regulated as insurance under insurance legislation of Canada or of the local jurisdiction if it had been entered into in the local jurisdiction;

(c) a contract or instrument for the purchase and sale of currency if all of the following apply:

(i) except if all or part of the delivery of the currency referenced in the contract or instrument is rendered impossible or commercially unreasonable by an intervening event or occurrence not reasonably within the control of the counterparties to the contract or instrument, their affiliated entities or their agents, the contract or instrument requires settlement by the delivery of the currency referenced in the contract or instrument on or before either of the following:

(A) the 2nd business day after the date of execution of the transaction;

(B) if the contract or instrument was entered into concurrently with a related trade in a security, the settlement date for the related trade in the security;

(ii) the counterparties intended, at the time of the execution of the contract or instrument, that the contract or instrument would be settled by the delivery of the currency referenced in the contract or instrument within the time periods set out in subparagraph (i);

(iii) the counterparties to the contract or instrument do not enter into an arrangement or practice that would permit the settlement date of the contract or instrument to be extended or that has the effect of extending the settlement date of the contract or instrument, whether by simultaneously terminating the contract or instrument and entering into another contract or instrument with similar terms or otherwise;

(d) a contract or instrument for delivery of a commodity, other than currency, to which each of the following apply:

(i) the counterparties intended, at the time of execution of the transaction, that the contract or instrument would be settled by delivery of the commodity;

(ii) the contract or instrument does not permit cash settlement in place of delivery of the commodity except if all or part of the delivery is rendered impossible or commercially unreasonable by an intervening event or occurrence not reasonably within the control of the counterparties, their affiliated entities or their agents;

(e) a contract or instrument that is evidence of a deposit issued by a bank listed in Schedule I, II or III to the *Bank Act* (Canada), by an association to which the *Cooperative Credit Associations Act* (Canada) applies or by a company to which the *Trust and Loan Companies Act* (Canada) applies;

(f) a contract or instrument that is evidence of a deposit issued by a credit union, league, caisse populaire, loan corporation, treasury branch or trust company operated under legislation in a jurisdiction of Canada;

(g) a contract or instrument that is traded on an exchange if that exchange is any of the following:

(i) recognized by a securities regulatory authority in a jurisdiction of Canada;

(ii) exempt from recognition by a securities regulatory authority in a jurisdiction of Canada;

(iii) an exchange in a foreign jurisdiction that is a signatory to the International Organization of Securities Commissions' Multilateral Memorandum of Understanding;

(iv) in Northwest Territories, Nunavut, Prince Edward Island and Yukon, designated under the securities legislation of the local jurisdiction;

(h) in New Brunswick, Nova Scotia and Saskatchewan, a contract or instrument that would be a security but for the exclusion of derivatives from the definition of security, unless the contract or instrument would be a security solely by reason of it being an investment contract;

(i) in British Columbia, Newfoundland and Labrador, Northwest Territories, Nunavut, Prince Edward Island and Yukon, a contract or instrument to which all of the following apply:

(i) the contract or instrument is issued by any of the following:

(A) an issuer;

(B) a control person of an issuer;

(C) an insider of an issuer;

(ii) the underlying interest of the contract or instrument is a security of the issuer or of an affiliated entity of the issuer;

(iii) the contract or instrument is used for either or both of the following purposes:

(A) to compensate or incent the performance of a director, employee or service provider of the issuer or an affiliated entity of the issuer;

(B) as a financing instrument in connection with the raising of capital for the issuer or an affiliated entity of the issuer or for the acquisition of a business or property by the issuer or an affiliated entity of the issuer.

(2) For the purposes of paragraph (1)(g), a reference to "exchange" does not include the following:

(a) a swap execution facility as that term is defined in the Commodity Exchange Act, 7 U.S.C. §1a(50) (United States);

(b) a security-based swap execution facility as that term is defined in the 1934 Act;

(c) a multilateral trading facility as that term is defined in Directive 2014/65/EU Article 4(1)(22) of the European Parliament;

(d) an organized trading facility as that term is defined in Directive 2014/65/EU Article 4(1)(23) of the European Parliament;

(e) an entity organised in a foreign jurisdiction that is similar to an entity described in any of paragraphs (a) to (d).

Effective date

3. (1) This Instrument comes into force on May 1, 2016.

(2) In Saskatchewan, despite subsection (1), if these regulations are filed with the Registrar of Regulations after May 1, 2016, these regulations come into force on the day on which they are filed with the Registrar of Regulations.

Alberta Securities Commission

MULTILATERAL INSTRUMENT 96-101
TRADE REPOSITORIES AND DERIVATIVES DATA REPORTING

(Securities Act)

Made as a rule by the Alberta Securities Commission on January 13, 2016 pursuant to sections 223 and 224 of the Securities Act.

MULTILATERAL INSTRUMENT 96-101
TRADE REPOSITORIES AND DERIVATIVES DATA REPORTING

PART 1
DEFINITIONS AND INTERPRETATION

Definitions and interpretation

1. (1) In this Instrument

"accounting principles" means accounting principles as defined in National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards*;

"auditing standards" means auditing standards as defined in National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards*;

"asset class" means the category of the underlying interest of a derivative and includes, for greater certainty, interest rate, foreign exchange, credit, equity and commodity;

"board of directors" means, in the case of a recognized trade repository that does not have a board of directors, a group of individuals that acts in a capacity similar to a board of directors;

"creation data" means data resulting from a transaction which is within the classes of data described in the fields listed in Appendix A, other than valuation data;

"derivatives data" means all data that is required to be reported under Part 3;

"derivatives dealer" means a person or company engaging in or holding himself, herself or itself out as engaging in the business of trading in derivatives as principal or agent;

"Global LEI System" means the system for unique identification of parties to financial transactions developed by the Legal Entity Identifier Regulatory Oversight Committee;

"interim period" means interim period as defined in section 1.1 of National Instrument 51-102 *Continuous Disclosure Obligations*;

"Legal Entity Identifier System Regulatory Oversight Committee" means the international working group established by the finance ministers and the central bank governors of the Group of Twenty nations and the Financial Stability Board, under the Charter of the Regulatory Oversight Committee for the Global Legal Entity Identifier System dated November 5, 2012;

"life-cycle event" means an event that results in a change to derivatives data reported to a recognized trade repository in respect of a derivative;

"life-cycle event data" means data reflecting changes to derivatives data resulting from a life-cycle event;

"local counterparty" means a counterparty to a derivative if, at the time of the transaction, one or more of the following apply:

(a) the counterparty is a person or company, other than an individual, to which one or more of the following apply:

(i) it is organized under the laws of the local jurisdiction;

(ii) its head office is in the local jurisdiction;

(iii) its principal place of business is in the local jurisdiction;

(b) the counterparty is a derivatives dealer in the local jurisdiction;

(c) the counterparty is an affiliated entity of a person or company to which paragraph (a) applies and the person or company is liable for all or substantially all of the liabilities of the counterparty;

"participant" means a person or company that has entered into an agreement with a recognized trade repository to access the services of the recognized trade repository;

"publicly accountable enterprise" means a publicly accountable enterprise as defined in Part 3 of National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards*;

"reporting clearing agency" means either of the following:

(a) a person or company recognized or exempted from recognition as a clearing agency under securities legislation;

(b) a clearing agency that has provided a written undertaking to the regulator or securities regulatory authority to act as the reporting counterparty with respect to derivatives cleared by it that are subject to this Instrument;

"reporting counterparty" has the same meaning as in subsection 25(1);

"transaction" means any of the following:

(a) entering into, assigning, selling or otherwise acquiring or disposing of a derivative;

(b) the novation of a derivative;

"U.S. AICPA GAAS" means auditing standards of the American Institute of Certified Public Accountants, as amended from time to time;

"U.S. GAAP" means generally accepted accounting principles in the United States of America that the SEC has identified as having substantial authoritative support, as supplemented by Regulation S-X under the 1934 Act, as amended from time to time;

"U.S. PCAOB GAAS" means auditing standards of the Public Company Accounting Oversight Board (United States of America), as amended from time to time;

"user" means, in respect of a recognized trade repository, a counterparty to a derivative that has been reported to the recognized trade repository under this Instrument including, for greater certainty, a delegate of a counterparty acting in its delegated capacity;

"valuation data" means data within the classes of data described in the fields listed in Appendix A under Item E – "Valuation Data".

(2) In this Instrument, a person or company is an affiliated entity of another person or company if one of them controls the other or if each of them is controlled by the same person or company.

(3) In this Instrument, a person or company (the first party) is considered to control another person or company (the second party) if any of the following apply:

(a) the first party beneficially owns or directly or indirectly exercises control or direction over securities of the second party carrying votes which, if exercised, would entitle the first party to elect a majority of the directors of the second party unless the first party holds the voting securities only to secure an obligation;

(b) the second party is a partnership, other than a limited partnership, and the first party holds more than 50% of the interests of the partnership;

(c) the second party is a limited partnership and the general partner of the limited partnership is the first party;

(d) the second party is a trust and a trustee of the trust is the first party.

(4) In this Instrument, “derivative” means a “specified derivative” as defined in Multilateral Instrument 91-101 *Derivatives: Product Determination*.

(5) In this Instrument, “trade repository” means

(a) in British Columbia, Newfoundland and Labrador, Northwest Territories, Nunavut, Prince Edward Island and Yukon, a quotation and trade reporting system for derivatives, and

(b) in Nova Scotia, a derivatives trade repository.

PART 2
TRADE REPOSITORY RECOGNITION AND ONGOING REQUIREMENTS

Filing of initial information on application for recognition as a trade repository

2. (1) A person or company applying for recognition as a trade repository must file Form 96101F1 *Application for Recognition – Trade Repository Information Statement* as part of its application.

(2) A person or company applying for recognition as a trade repository whose head office or principal place of business is located in a foreign jurisdiction must file Form 96-101F2 *Trade Repository Submission to Jurisdiction and Appointment of Agent for Service of Process*.

(3) No later than the 7th day after becoming aware of an inaccuracy in or making a change to the information provided in Form 96-101F1, a person or company that has filed Form 96-101F1 must file an amendment to Form 96-101F1 in the manner set out in Form 96-101F1.

Change in information by a recognized trade repository

3. (1) A recognized trade repository must not implement a significant change to a matter set out in Form 96-101F1 *Application for Recognition – Trade Repository Information Statement* unless it has filed an amendment to the information provided in Form 96-101F1 in the manner set out in Form 96-101F1 no later than 45 days before implementing the change.

(2) Despite subsection (1), a recognized trade repository must not implement a change to a matter set out in Exhibit I (Fees) of Form 96-101F1 unless it has filed an amendment to the information provided in Exhibit I no later than 15 days before implementing the change.

(3) For a change to a matter set out in Form 96-101F1 other than a change referred to in subsection (1) or (2), a recognized trade repository must file an amendment to the information provided in Form 96-101F1 by the earlier of

(a) the close of business of the recognized trade repository on the 10th day after the end of the month in which the change was made, or

(b) the time the recognized trade repository discloses the change.

Filing of initial audited financial statements

4. (1) A person or company applying for recognition as a trade repository must file audited financial statements for its most recently completed financial year as part of its application for recognition as a trade repository.

(2) The financial statements referred to in subsection (1) must

(a) be prepared in accordance with one of the following:

(i) Canadian GAAP applicable to publicly accountable enterprises;

(ii) IFRS;

(iii) U.S. GAAP, if the person or company is incorporated or organized under the laws of the United States of America or a jurisdiction of the United States of America,

(b) identify in the notes to the financial statements the accounting principles used to prepare the financial statements,

(c) disclose the presentation currency, and

(d) be audited in accordance with one of the following:

(i) Canadian GAAS;

(ii) International Standards on Auditing;

(iii) U.S. AICPA GAAS or U.S. PCAOB GAAS, if the person or company is incorporated or organized under the laws of the United States of America or a jurisdiction of the United States of America.

(3) The financial statements referred to in subsection (1) must be accompanied by an auditor's report that

(a) is prepared in accordance with the same auditing standards used to conduct the audit and,

(i) if prepared in accordance with Canadian GAAS or International Standards on Auditing, expresses an unmodified opinion, or

(ii) if prepared in accordance with U.S. AICPA GAAS or U.S. PCAOB GAAS, expresses an unqualified opinion,

(b) identifies all financial periods presented for which the auditor has issued the auditor's report,

(c) identifies the auditing standards used to conduct the audit,

(d) identifies the accounting principles used to prepare the financial statements, and

(e) is prepared and signed by a person or company that is authorized to sign an auditor's report under the laws of a jurisdiction of Canada or a foreign jurisdiction, and that meets the professional standards of that jurisdiction.

Filing of annual audited and interim financial statements by a recognized trade repository

5. (1) A recognized trade repository must file annual audited financial statements that comply with subsections 4(2) and (3) no later than the 90th day after the end of its financial year.

(2) A recognized trade repository must file interim financial statements no later than the 45th day after the end of each interim period.

(3) The interim financial statements referred to in subsection (2) must

(a) be prepared in accordance with one of the following:

(i) Canadian GAAP applicable to publicly accountable enterprises;

(ii) IFRS;

(iii) U.S. GAAP, if the person or company is incorporated or organized under the laws of the United States of America or a jurisdiction of the United States of America, and

(b) identify in the notes to the financial statements the accounting principles used to prepare the financial statements.

Ceasing to carry on business

6. (1) A recognized trade repository that intends to cease carrying on business as a trade repository in the local jurisdiction must file a report on Form 96-101F3 *Cessation of Operations Report for Recognized Trade Repository* no later than the 180th day before the date on which it intends to cease carrying on that business.

(2) A recognized trade repository that involuntarily ceases to carry on business as a trade repository in the local jurisdiction must file a report on Form 96-101F3 as soon as practicable after it ceases to carry on that business.

Legal framework

7. (1) A recognized trade repository must establish, implement and maintain clear and transparent written rules, policies and procedures that are not contrary to the public interest and that are reasonably designed to ensure that

(a) each material aspect of its activities complies with applicable laws,

(b) its rules, policies, procedures and contractual arrangements applicable to its users are consistent with applicable laws,

(c) the rights and obligations of its users and owners with respect to the use of derivatives data reported to the trade repository are clear and transparent, and

(d) where a reasonable person would conclude that it is appropriate to do so, an agreement that it enters into clearly states service levels, rights of access, protection of confidential information, who possesses intellectual property rights and levels of operational reliability of the recognized trade repository's systems, as applicable.

(2) Without limiting the generality of subsection (1), a recognized trade repository must implement rules, policies and procedures that clearly establish the status of records of contracts for derivatives reported to the trade repository and whether those records of contracts are the legal contracts of record.

Governance

8. (1) A recognized trade repository must establish, implement and maintain clear and transparent written governance arrangements that set out a clear organizational structure with direct lines of responsibility and are reasonably designed to do each of the following:

(a) provide for internal controls;

(b) provide for the safety of the recognized trade repository;

(c) ensure oversight of the recognized trade repository;

(d) support the stability of the financial system and other relevant public interest considerations;

(e) balance the interests of relevant stakeholders.

(2) A recognized trade repository must establish, implement and maintain written rules, policies and procedures reasonably designed to identify and manage or resolve conflicts of interest.

(3) A recognized trade repository must disclose on its website, in a manner that is easily accessible to the public,

(a) the governance arrangements required under subsection (1), and

(b) the rules, policies and procedures required under subsection (2).

Board of directors

9. (1) A recognized trade repository must have a board of directors.

(2) The board of directors of a recognized trade repository must include

(a) individuals who have sufficient skill and experience to effectively oversee the management of its operations in accordance with all relevant laws, and

(b) reasonable representation by individuals who are independent of the recognized trade repository.

(3) The board of directors of a recognized trade repository must, in consultation with the chief compliance officer of the recognized trade repository, manage or resolve conflicts of interest identified by the chief compliance officer.

Management

10. (1) A recognized trade repository must establish, implement and maintain written policies and procedures that

(a) specify the roles and responsibilities of management, and

(b) ensure that management has sufficient skill and experience to effectively discharge its roles and responsibilities.

(2) A recognized trade repository must notify the regulator or securities regulatory authority no later than the 5th business day after appointing or replacing its chief compliance officer, chief executive officer or chief risk officer.

Chief compliance officer

11. (1) The board of directors of a recognized trade repository must appoint a chief compliance officer with sufficient skill and experience to effectively serve in that capacity.

(2) The chief compliance officer of a recognized trade repository must report directly to the board of directors of the recognized trade repository or, if so directed by the board of directors, to the chief executive officer of the recognized trade repository.

(3) The chief compliance officer of a recognized trade repository must

(a) establish, implement and maintain written rules, policies and procedures designed to identify and resolve conflicts of interest,

(b) establish, implement and maintain written rules, policies and procedures designed to ensure that the recognized trade repository complies with securities legislation,

(c) monitor compliance with the rules, policies and procedures required under paragraphs (a) and (b) on an ongoing basis,

(d) report to the board of directors of the recognized trade repository as soon as practicable upon becoming aware of a circumstance indicating that the recognized trade repository, or an individual acting on its behalf, has not complied with securities legislation in any jurisdiction, including a foreign jurisdiction, in which it operates and any of the following apply:

(i) the non-compliance creates a risk of harm to a user;

(ii) the non-compliance creates a risk of harm to the capital markets;

(iii) the non-compliance is part of a pattern of non-compliance;

(iv) the non-compliance could impact the ability of the recognized trade repository to carry on business as a trade repository in compliance with securities legislation,

(e) report to the board of directors of the recognized trade repository as soon as practicable upon becoming aware of a conflict of interest that creates a risk of harm to a user or to the capital markets, and

(f) prepare and certify an annual report assessing compliance by the recognized trade repository, and individuals acting on its behalf, with securities legislation and submit the report to the board of directors.

(4) Concurrently with submitting a report under paragraph (3)(d), (e) or (f), the chief compliance officer must file a copy of the report with the regulator or securities regulatory authority.

Fees

12. A recognized trade repository must disclose on its website, in a manner that is easily accessible to the public, all fees and other material charges imposed by it on its participants for each service it offers with respect to the collection and maintenance of derivatives data.

Access to recognized trade repository services

13. (1) A recognized trade repository must establish, implement and maintain written objective risk-based criteria for participation that permit fair and open access to the services it provides.

(2) A recognized trade repository must disclose the criteria referred to in subsection (1) on its website in a manner that is easily accessible to the public.

(3) A recognized trade repository must not do any of the following:

(a) unreasonably prevent, condition or limit access by a person or company to the services offered by it;

(b) unreasonably discriminate between or among its participants;

(c) impose an unreasonable barrier to competition;

(d) require a person or company to use or purchase another service to utilize the trade reporting service offered by the trade repository.

Acceptance of reporting

14. A recognized trade repository must accept derivatives data from a participant for all derivatives of an asset class set out in the recognition order for the trade repository.

Communication policies, procedures and standards

15. A recognized trade repository must use or accommodate relevant internationally accepted communication procedures and standards that facilitate the efficient exchange of data between its systems and those of

(a) its participants,

(b) other trade repositories,

(c) clearing agencies, exchanges and other platforms that facilitate derivatives transactions, and

(d) its service providers.

Due process

16. (1) Before making a decision that directly and adversely affects a participant or an applicant that applies to become a participant, a recognized trade repository must give the participant or applicant an opportunity to be heard.

(2) A recognized trade repository must keep records of, give reasons for, and provide for reviews of its decisions, including, for each applicant, the reasons for granting, denying or limiting access.

Rules, policies and procedures

17. (1) A recognized trade repository must have rules, policies and procedures that

(a) allow a reasonable participant to understand each of the following:

(i) the participant's rights, obligations and material risks resulting from being a participant of the recognized trade repository;

(ii) the fees and other charges that the participant may incur in using the services of the recognized trade repository,

(b) allow a reasonable user to understand the conditions of accessing derivatives data relating to a derivative to which it is a counterparty, and

(c) are reasonably designed to govern all aspects of the services it offers with respect to the collection and maintenance of derivatives data and other information relating to a derivative.

(2) The rules, policies and procedures of a recognized trade repository must not be inconsistent with securities legislation.

(3) A recognized trade repository must monitor compliance with its rules, policies and procedures on an ongoing basis.

(4) A recognized trade repository must establish, implement and maintain written rules, policies and procedures that provide appropriate sanctions for violations of its rules, policies and procedures applicable to its participants.

(5) A recognized trade repository must disclose on its website, in a manner that is easily accessible to the public,

(a) the rules, policies and procedures required under this section, and

(b) its procedures for adopting new rules, policies and procedures or amending existing rules, policies and procedures.

Records of data reported

18. (1) A recognized trade repository must have recordkeeping procedures reasonably designed to ensure that it records derivatives data accurately, completely and on a timely basis.

(2) A recognized trade repository must keep, in a safe location and in a durable form, records of derivatives data relating to a derivative required to be reported under this Instrument for 7 years after the date on which the derivative expires or terminates.

(3) A recognized trade repository must create and maintain at least one copy of each record of derivatives data required to be kept under subsection (2), for the same period as referenced in subsection (2), in a safe location and in a durable form, separate from the location of the original record.

Comprehensive risk-management framework

19. A recognized trade repository must establish, implement, and maintain a written risk-management framework reasonably designed to comprehensively manage risks including general business, legal and operational risks.

General business risk

20. (1) A recognized trade repository must establish, implement and maintain appropriate systems, controls and procedures reasonably designed to identify, monitor, and manage its general business risk.

(2) Without limiting the generality of subsection (1), a recognized trade repository must hold sufficient insurance coverage and liquid net assets funded by equity to cover potential general business losses in order that it can continue operations and services as a going concern and in order to achieve a recovery or an orderly wind-down if those losses materialize.

(3) For the purposes of subsection (2), a recognized trade repository must hold, at a minimum, liquid net assets funded by equity equal to 6 months of current operating expenses.

(4) A recognized trade repository must have policies and procedures reasonably designed to identify scenarios that could potentially prevent it from being able to provide its critical operations and services as a going concern and to assess the effectiveness of a full range of options for an orderly wind-down.

(5) A recognized trade repository must establish, implement and maintain written rules, policies and procedures reasonably designed to facilitate its orderly wind-down based on the results of the assessment required by subsection (4).

(6) A recognized trade repository must establish, implement and maintain written rules, policies and procedures reasonably designed to ensure that it or a successor entity, insolvency administrator or other legal representative will be able to continue to comply with the requirements of subsection 6(2) and section 37 in the event of the bankruptcy or insolvency of the recognized trade repository or the wind-down of the recognized trade repository's operations.

System and other operational risk requirements

21. (1) A recognized trade repository must establish, implement and maintain appropriate systems, controls and procedures reasonably designed to identify and minimize the impact of the plausible sources of operational risk, both internal and external, including risks to data integrity, data security, business continuity and capacity and performance management.

(2) The systems, controls and procedures required under subsection (1) must be approved by the board of directors of the recognized trade repository.

(3) Without limiting the generality of subsection (1), a recognized trade repository must

(a) develop and maintain

(i) an adequate system of internal controls over its systems, and

(ii) adequate information technology general controls, including, without limitation, controls relating to information systems operations, information security and integrity, change management, problem management, network support and system software support,

(b) in accordance with prudent business practice, on a reasonably frequent basis and, in any event, at least annually,

(i) make reasonable current and future capacity estimates, and

(ii) conduct capacity stress tests to determine the ability of those systems to process derivatives data in an accurate, timely and efficient manner, and

(c) promptly notify the regulator or securities regulatory authority of a material systems failure, malfunction, delay or other disruptive incident, or a breach of data security, integrity or confidentiality, and provide a post-incident report that includes a root-cause analysis as soon as practicable.

(4) Without limiting the generality of subsection (1), a recognized trade repository must establish, implement and maintain business continuity plans, including disaster recovery plans, reasonably designed to

(a) achieve prompt recovery of its operations following a disruption,

(b) allow for the timely recovery of information, including derivatives data, in the event of a disruption, and

(c) provide for the exercise of authority in the event of an emergency.

(5) A recognized trade repository must test its business continuity plans, including disaster recovery plans, at least annually.

(6) For each of its systems for collecting and maintaining reports of derivatives data, a recognized trade repository must annually engage a qualified party to conduct an independent review and prepare a report in accordance with established audit standards to ensure that the recognized trade repository is in compliance with paragraphs (3)(a) and (b) and subsections (4) and (5).

(7) A recognized trade repository must provide the report referred to in subsection (6) to

(a) its board of directors or audit committee promptly upon the completion of the report, and

(b) the regulator or securities regulatory authority not later than the 30th day after providing the report to its board of directors or audit committee.

(8) A recognized trade repository must disclose on its website, in a manner that is easily accessible to the public, all technology requirements regarding interfacing with or accessing the services provided by the recognized trade repository

(a) if operations have not begun, sufficiently in advance of operations to allow a reasonable period for testing and system modification by participants, and

(b) if operations have begun, sufficiently in advance of implementing a material change to technology requirements to allow a reasonable period for testing and system modification by participants.

(9) A recognized trade repository must make available testing facilities for interfacing with or accessing the services provided by the recognized trade repository,

(a) if operations have not begun, sufficiently in advance of operations to allow a reasonable period for testing and system modification by participants, and

(b) if operations have begun, sufficiently in advance of implementing a material change to technology requirements to allow a reasonable period for testing and system modification by participants.

(10) A recognized trade repository must not begin operations in the local jurisdiction unless it has complied with paragraphs (8)(a) and (9)(a).

(11) Paragraphs (8)(b) and (9)(b) do not apply to a recognized trade repository if

(a) the change to the recognized trade repository's technology requirements must be made immediately to address a failure, malfunction or material delay of its systems or equipment,

(b) the recognized trade repository immediately notifies the regulator or securities regulatory authority of its intention to make the change to its technology requirements, and

(c) the recognized trade repository discloses on its website, in a manner that is easily accessible to the public, the changed technology requirements as soon as practicable.

Data security and confidentiality

22. (1) A recognized trade repository must establish, implement and maintain written rules, policies and procedures reasonably designed to ensure the safety, privacy and confidentiality of derivatives data reported to it under this Instrument.

(2) A recognized trade repository must not release derivatives data for commercial or business purposes unless one or more of the following apply:

(a) the derivatives data has otherwise been disclosed under section 39;

(b) the counterparties to the derivative have provided the recognized trade repository with their express written consent to use or release the derivatives data.

Confirmation of data and information

23. (1) A recognized trade repository must establish, implement and maintain written rules, policies and procedures reasonably designed to allow for confirmation by each counterparty to a derivative that has been reported under this Instrument that the derivatives data reported in relation to the derivative is accurate.

(2) Despite subsection (1), a recognized trade repository is not required to establish, implement and maintain written rules, policies or procedures referred to in that subsection in respect of a counterparty that is not a participant of the recognized trade repository.

Outsourcing

24. If a recognized trade repository outsources a material service or system to a service provider, including to an associate or affiliated entity of the recognized trade repository, the recognized trade repository must do each of the following:

(a) establish, implement and maintain written rules, policies and procedures for the selection of a service provider to which a material service or system may be outsourced and for the evaluation and approval of such an outsourcing arrangement;

(b) identify any conflicts of interest between the recognized trade repository and a service provider to which a material service or system is outsourced, and establish, implement, maintain and enforce written rules, policies and procedures to mitigate and manage or resolve those conflicts of interest;

(c) enter into a written contract with the service provider that is appropriate for the materiality and nature of the outsourced activity and that provides for adequate termination procedures;

(d) maintain access to the books and records of the service provider relating to the outsourced activity;

(e) ensure that the regulator or securities regulatory authority has the same access to all data, information and systems maintained by the service provider on behalf of the recognized trade repository that it would have absent the outsourcing arrangement;

(f) ensure that all persons or companies conducting an audit or independent review of the recognized trade repository under this Instrument have appropriate access to all data, information and systems maintained by the service provider on behalf of the recognized trade repository that those persons or companies would have absent the outsourcing arrangement;

(g) take appropriate measures to determine that a service provider to which a material service or system is outsourced establishes, maintains and periodically tests an appropriate business continuity plan, including a disaster recovery plan in accordance with the requirements set out in section 21;

(h) take appropriate measures to ensure that the service provider protects the safety, privacy and confidentiality of derivatives data and of users' confidential information in accordance with the requirements set out in section 22;

(i) establish, implement, maintain and enforce written rules, policies and procedures to regularly review the performance of the service provider under the outsourcing agreement.

PART 3
DATA REPORTING

Reporting counterparty

25. (1) In this Instrument, “reporting counterparty”, with respect to a derivative involving a local counterparty, means

(a) if the derivative is cleared through a reporting clearing agency, the reporting clearing agency,

(b) if paragraph (a) does not apply and the derivative is between a derivatives dealer and a counterparty that is not a derivatives dealer, the derivatives dealer,

(c) if paragraphs (a) and (b) do not apply and the counterparties to the derivative have, at the time of the transaction, agreed in writing that one of them will be the reporting counterparty, the counterparty determined to be the reporting counterparty under the terms of that agreement, and

(d) in any other case, each counterparty to the derivative.

(2) A local counterparty to a derivative to which paragraph (1)(c) applies must keep a record of the written agreement referred to in that paragraph for 7 years after the date on which the derivative expires or terminates.

(3) The records required to be maintained under subsection (2) must be kept in

(a) a safe location and in a durable form, and

(b) a manner that permits the records to be provided to the regulator within a reasonable time following request.

(4) Despite section 40, a local counterparty that agrees under paragraph (1)(c) to be the reporting counterparty for a derivative to which section 40 applies must report derivatives data relating to the derivative in accordance with this Instrument.

Duty to report

26. (1) A reporting counterparty to a derivative involving a local counterparty must report, or cause to be reported, the data required to be reported under this Part to a recognized trade repository.

(2) Despite subsection (1), if no recognized trade repository accepts the data required to be reported under this Part, the reporting counterparty must electronically report the data required to be reported under this Part to the regulator or securities regulatory authority.

(3) A reporting counterparty satisfies the reporting obligation in respect of a derivative required to be reported under subsection (1) if each of the following applies:

(a) one of the following applies to the derivative:

(i) the derivative is required to be reported solely because a counterparty to the derivative is a local counterparty under subparagraph (a)(i) of the definition of "local counterparty" and that local counterparty does not conduct business in the local jurisdiction other than incidental to being organized under the laws of the local jurisdiction;

(ii) the derivative is required to be reported solely because a counterparty to the derivative is a local counterparty under paragraph (c) of the definition of "local counterparty";

(b) the derivative is reported to a recognized trade repository under one or more of the following:

(i) Manitoba Securities Commission Rule 91-507 *Trade Repositories and Derivatives Data Reporting*, as amended from time to time;

(ii) Ontario Securities Commission Rule 91-507 *Trade Repositories and Derivatives Data Reporting*, as amended from time to time;

(iii) Québec Regulation 91-507 respecting trade repositories and derivatives data reporting, as amended from time to time;

(c) the reporting counterparty instructs the recognized trade repository referred to in paragraph (b) to provide the regulator or securities regulatory authority with access to the derivatives data that it is required to report under this Instrument and otherwise uses its best efforts to provide the regulator or securities regulatory authority with access to such derivatives data.

(4) A reporting counterparty must report all derivatives data relating to a derivative to the same recognized trade repository to which an initial report was made.

(5) A reporting counterparty must not submit derivatives data that is false or misleading to a recognized trade repository.

(6) A reporting counterparty must report an error or omission in the derivatives data it has reported as soon as practicable after discovery of the error or omission and, in any event, no later than the end of the business day following the day of discovery of the error or omission.

(7) A local counterparty, other than the reporting counterparty, must notify the reporting counterparty of an error or omission with respect to derivatives data relating to a derivative to which it is a counterparty as soon as practicable after discovery of the error or omission and, in any event, no later than the end of the business day following the day of discovery of the error or omission.

(8) If a local counterparty to a derivative that is required to be reported under this Instrument and is cleared through a reporting clearing agency has specified a recognized trade repository to which derivatives data in relation to the derivative is to be reported, the reporting clearing agency must report the derivatives data to that recognized trade repository.

Identifiers, general

27. (1) In a report of creation data required under this Part, a reporting counterparty must include each of the following:

(a) the legal entity identifier of each counterparty to the derivative as set out in section 28;

(b) the unique product identifier for the derivative as set out in section 30.

(2) In a report of life-cycle data or valuation data required under this Part, a reporting counterparty must include the unique transaction identifier for the transaction relating to the derivative as set out in section 29.

Legal entity identifiers

28. (1) A recognized trade repository must identify each counterparty to a derivative that is required to be reported under this Instrument in all recordkeeping and all reporting required under this Instrument by means of a single legal entity identifier.

(2) Subject to subsection (3), the legal entity identifier referred to in subsection (1) must be a unique identification code assigned to a counterparty in accordance with the standards set by the Global LEI System.

(3) If the Global LEI System is unavailable to a counterparty to a derivative at the time when a report under this Instrument is required to be made, each of the following applies:

(a) each counterparty to the derivative must obtain a substitute legal entity identifier which complies with the standards established March 8, 2013 by the Legal Entity Identifier Regulatory Oversight Committee for pre-legal entity identifiers;

(b) a local counterparty must use the substitute legal entity identifier until a legal entity identifier is assigned to the counterparty in accordance with the standards set by the Global LEI System as required under subsection (2);

(c) after the holder of a substitute legal entity identifier is assigned a legal entity identifier in accordance with the standards set by the Global LEI System as required under subsection (2), the local counterparty must ensure that it is identified only by the assigned legal entity identifier in all derivatives data reported under this Instrument in respect of a derivative to which it is a counterparty.

(4) If a local counterparty to a derivative required to be reported under this Instrument is not eligible to receive a legal entity identifier assigned by the

Global LEI System, the reporting counterparty must identify the counterparty by a single alternative identifier.

Unique transaction identifiers

29. (1) A recognized trade repository must identify each transaction relating to a derivative that is required to be reported under this Instrument in all recordkeeping and all reporting required under this Instrument by means of a unique transaction identifier.

(2) A recognized trade repository must assign a unique transaction identifier to a transaction, using its own methodology or incorporating a unique transaction identifier previously assigned to the transaction.

(3) A recognized trade repository must not assign more than one unique transaction identifier to a transaction.

Unique product identifiers

30. (1) In this section, "unique product identifier" means a code that uniquely identifies a sub-type of derivative and is assigned in accordance with international or industry standards.

(2) For each derivative that is required to be reported under this Instrument, the reporting counterparty must assign a unique product identifier that identifies the sub-type of the derivative.

(3) A reporting counterparty must not assign more than one unique product identifier to a derivative.

(4) If international or industry standards for a unique product identifier are not reasonably available for a particular sub-type of derivative at the time a report is made under this Instrument, a reporting counterparty must assign a unique product identifier to the derivative using its own methodology or incorporating a unique product identifier previously assigned to the derivative.

Creation data

31. (1) A reporting counterparty must report creation data relating to a derivative that is required to be reported under this Instrument to a recognized trade repository immediately following the transaction.

(2) Despite subsection (1), if it is not practicable to immediately report the creation data, a reporting counterparty must report creation data as soon as practicable and in no event later than the end of the business day following the day on which the data would otherwise be required to be reported.

Life-cycle event data

32. (1) A reporting counterparty must report all life-cycle event data relating to a derivative that is required to be reported under this Instrument to a recognized trade repository by the end of the business day on which the life-cycle event occurs.

(2) Despite subsection (1), if it is not practicable to report life-cycle event data by the end of the business day on which the life-cycle event occurs, the reporting counterparty must report life-cycle event data no later than the end of the business day following the day on which the life-cycle event occurs.

Valuation data

33. (1) A reporting counterparty must report valuation data relating to a derivative that is required to be reported under this Instrument to a recognized trade repository in accordance with industry accepted valuation standards

(a) daily, based on relevant closing market data from the previous business day, if the reporting counterparty is a reporting clearing agency or a derivatives dealer, or

(b) quarterly, as of the last day of each calendar quarter, if the reporting counterparty is not a reporting clearing agency or a derivatives dealer.

(2) Despite subsection (1), valuation data required to be reported under paragraph (1)(b) must be reported to the recognized trade repository no later than the 30th day after the end of the calendar quarter.

Pre-existing derivatives

34. (1) Despite section 31 and subject to subsection 44(2), on or before December 1, 2016, a reporting counterparty must report creation data relating to a derivative if all of the following apply:

(a) the reporting counterparty is a reporting clearing agency or a derivatives dealer;

(b) the transaction was entered into before May 1, 2016;

(c) there were outstanding contractual obligations with respect to the derivative on the earlier of the date that the derivative is reported or December 1, 2016.

(2) Despite section 31 and subject to subsection 44(3), on or before February 1, 2017, a reporting counterparty must report creation data relating to a derivative if all of the following apply:

(a) the reporting counterparty is not a reporting clearing agency or a derivatives dealer;

(b) the transaction was entered into before May 1, 2016;

(c) there were outstanding contractual obligations with respect to the derivative on the earlier of the date that the derivative is reported or February 1, 2017.

(3) Despite section 31, a reporting counterparty to a derivative to which subsection (1) or (2) applies is required to report, in relation to the derivative, only the creation data indicated in the column in Appendix A entitled "Required for Pre-existing Derivatives".

(4) Despite section 32, a reporting counterparty is not required to report life-cycle event data relating to a derivative to which subsection (1) or (2) applies until the reporting counterparty has reported creation data in accordance with subsection (1) or (2).

(5) Despite section 33, a reporting counterparty is not required to report valuation data relating to a derivative to which subsection (1) or (2) applies until the reporting counterparty has reported creation data in accordance with subsection (1) or (2).

Timing requirements for reporting data to another recognized trade repository

35. Despite subsection 26(4) and sections 31 to 34, if a recognized trade repository ceases operations or stops accepting derivatives data for an asset class of derivatives, a reporting counterparty may fulfill its reporting obligations under this Instrument by reporting the derivatives data to another recognized trade repository or, if there is not an available recognized trade repository, the regulator or securities regulatory authority.

Records of data reported

36. (1) A reporting counterparty must keep records relating to a derivative that is required to be reported under this Instrument, including transaction records, for 7 years after the date on which the derivative expires or terminates.

(2) A reporting counterparty must keep the records referred to in subsection (1) in a safe location and in a durable form.

PART 4
DATA DISSEMINATION AND ACCESS TO DATA

Data available to regulators

37. (1) A recognized trade repository must

(a) provide to the regulator or securities regulatory authority direct, continuous and timely electronic access to derivatives data in the possession of the recognized trade repository that has been reported under this Instrument or that may impact the capital markets,

(b) provide the data referenced in paragraph (a) on an aggregated basis, and

(c) notify the regulator or securities regulatory authority of the manner in which the derivatives data provided under paragraph (b) has been aggregated.

(2) A recognized trade repository must establish, implement and maintain rules, policies or operations designed to ensure that it meets or exceeds the access standards and recommendations published by the International Organization of Securities Commissions in the August, 2013 report entitled "Authorities' access to trade repository data", as amended from time to time.

(3) A reporting counterparty must use its best efforts to provide the regulator or securities regulatory authority with prompt access to all derivatives data that it is required to report under this Instrument, including instructing a trade repository to provide the regulator or securities regulatory authority with access to that data.

Data available to counterparties

38. (1) A recognized trade repository must provide all counterparties to a derivative with timely access to all derivatives data relating to that derivative which is submitted to the recognized trade repository.

(2) A recognized trade repository must have appropriate verification and authorization procedures in place to deal with access pursuant to subsection (1) by a non-reporting counterparty or a delegate of a non-reporting counterparty.

(3) Each counterparty to a derivative must permit the release of all derivatives data required to be reported or disclosed under this Instrument.

(4) Subsection (3) applies despite any agreement to the contrary between the counterparties to a derivative.

Data available to public

39. (1) Unless otherwise governed by the requirements or conditions of a decision of the securities regulatory authority, a recognized trade repository must, on a reasonably frequent basis, create and make available on its website, in a manner that is easily accessible to the public, at no cost, aggregate data on open positions, volume, number and, if applicable, price, relating to the derivatives reported to it under this Instrument.

(2) The data made available under subsection (1) must include, at a minimum, breakdowns, if applicable, by currency of denomination, geographic location of reference entity or asset, asset class, contract type, maturity and whether the derivative is cleared.

(3) A recognized trade repository must make transaction level reports available to the public at no cost.

(4) In making transaction level reports available for the purpose of subsection (3), a recognized trade repository must not disclose the identity of either counterparty to the derivative.

(5) A recognized trade repository must make the data referred to in this section available to the public on its website or through a similar medium, in a usable form and in a manner that is easily accessible to the public at no cost.

(6) Despite subsections (1) to (5), a recognized trade repository must not make public derivatives data relating to a derivative between affiliated entities, unless otherwise required by law.

PART 5
EXCLUSIONS

Commodity derivative

40. Despite Part 3, a local counterparty is not required to report derivatives data relating to a derivative the asset class of which is a commodity, other than currency, if

(a) none of the counterparties to the derivative are any of the following:

(i) a clearing agency;

(ii) a derivatives dealer;

(iii) an affiliated entity of a person or company referred to in subparagraph (i) or (ii), and

(b) the aggregate month-end gross notional amount under all outstanding derivatives the asset class of which is a commodity, other than currency, of the local counterparty and of each affiliated entity of the local counterparty that is a local counterparty in a jurisdiction of Canada, excluding derivatives with an affiliated entity, did not, in any calendar month in the preceding 12 calendar months, exceed $250 000 000.

Derivative between a government and its consolidated entity

41. Despite Part 3, a counterparty is not required to report derivatives data relating to a derivative between

(a) the government of a local jurisdiction, and

(b) a crown corporation or agency the accounts of which are consolidated for accounting purposes with those of the government referred to in paragraph (a).

Derivative between a non-resident derivatives dealer and a non-local counterparty

42. Despite Part 3, a counterparty is not required to report derivatives data relating to a derivative if the derivative is required to be reported solely because one or both counterparties is a local counterparty under paragraph (b) of the definition of “local counterparty”.

PART 6
EXEMPTIONS

Exemption – general

43. (1) Except in Alberta, the regulator or securities regulatory authority may, under the statute referred to in Appendix B of National Instrument 14-101 *Definitions* opposite the name of the local jurisdiction, grant an exemption to this Instrument.

(2) In Alberta, the regulator or securities regulatory authority may grant an exemption to this Instrument, in whole or in part, subject to such terms, conditions, restrictions or requirements as may be imposed in the exemption.

PART 7
TRANSITION PERIOD AND EFFECTIVE DATE

Transition period

44. (1) Despite Part 3, a reporting counterparty that is not a reporting clearing agency or a derivatives dealer is not required to make a report under that Part until November 1, 2016.

(2) Despite Part 3, a reporting counterparty is not required to report derivatives data relating to a derivative if all of the following apply:

(a) the derivative is entered into before May 1, 2016;

(b) the derivative expires or terminates on or before July 28, 2016;

(c) the reporting counterparty is a reporting clearing agency or a derivatives dealer.

(3) Despite Part 3, a reporting counterparty is not required to report derivatives data relating to a derivative if all of the following apply:

(a) the derivative is entered into before May 1, 2016;

(b) the derivative expires or terminates on or before October 31, 2016;

(c) the reporting counterparty is not a reporting clearing agency or a derivatives dealer.

(4) Despite Part 3, a reporting counterparty is not required to report derivatives data relating to a derivative if all of the following apply:

(a) the derivative is entered into before January 1, 2017;

(b) the counterparties are affiliated entities at the time of the transaction;

(c) none of the counterparties to the derivative is one or more of the following:

(i) a recognized or exempt clearing agency;

(ii) a derivatives dealer;

(iii) an affiliated entity of a person or company referred to in subparagraph (i) or (ii).

Effective date

45. (1) This Instrument comes into force on May 1, 2016.

(2) In Saskatchewan, despite subsection (1), if these regulations are filed with the Registrar of Regulations after May 1, 2016, these regulations come into force on the day on which they are filed with the Registrar of Regulations.

(3) Despite subsection (1) and, in Saskatchewan, subject to subsection (2), Parts 3 and 5 come into force on July 29, 2016.

(4) Despite subsection (1) and, in Saskatchewan, subject to subsection (2), subsection 39(3) comes into force on January 1, 2017.

APPENDIX A
to
MULTILATERAL INSTRUMENT 96-101
TRADE REPOSITORIES AND DERIVATIVES DATA REPORTING
Minimum Data Fields Required to be Reported to a Recognized Trade Repository

Instructions:
The reporting counterparty is required to provide a response for each of the fields unless the field is not applicable to the derivative.

Data field	Description	Required for Pre-existing Derivatives
Transaction identifier	The unique transaction identifier as provided by the recognized trade repository or the identifier as identified by the two counterparties, electronic trading venue of execution or clearing agency.	Y
Master agreement type	The type of master agreement, if used for the reported derivative.	N
Master agreement version	Date of the master agreement version (e.g., 2002, 2006).	N
Cleared	Indicate whether the derivative has been cleared by a clearing agency.	Y
Intent to clear	Indicate whether the derivative will be cleared by a clearing agency.	N

Clearing agency	LEI of the clearing agency where the derivative is or will be cleared.	Y (If available)
Clearing member	LEI of the clearing member, if the clearing member is not a counterparty.	N
Clearing exemption	Indicate whether one or more of the counterparties to the derivative are exempted from a mandatory clearing requirement.	N
Broker/Clearing intermediary	LEI of the broker acting as an intermediary for the reporting counterparty without becoming a counterparty.	N
Electronic trading venue identifier	LEI of the electronic trading venue where the transaction was executed.	Y
Inter-affiliate	Indicate whether the derivative is between two affiliated entities.	Y (If available)
Collateralization	Indicate whether the derivative is collateralized. Field Values: ● Fully (initial and variation margin required to be posted by both parties); ● Partially (variation only required to be posted by both parties); ● One-way (one party will be required to post some form of collateral); ● Uncollateralized.	N
Identifier of reporting counterparty	LEI of the reporting counterparty or, in case of an individual, its client code.	Y
Identifier of non-reporting counterparty	LEI of the non-reporting counterparty or, in case of an individual, its client code.	Y
Counterparty side	Indicate whether the reporting counterparty was the buyer or seller. In the case of swaps, other than credit default, the buyer will represent the payer of leg 1 and the seller will be the payer of leg 2.	Y
Identifier of agent reporting the derivative	LEI of the agent reporting the derivative if reporting of the derivative has been delegated by the reporting counterparty.	N
Jurisdiction of reporting counterparty	If the reporting counterparty is a local counterparty under the derivatives data reporting rules of one or more provinces of Canada, indicate all of the jurisdictions in which it is a local counterparty.	Y (If available)

Jurisdiction of non-reporting counterparty	If the non-reporting counterparty is a local counterparty under the derivatives data reporting rules of one or more provinces of Canada, indicate all of the jurisdictions in which it is a local counterparty.	Y (If available)
A. Common Data	These fields are required to be reported for all derivatives even if the information may be entered in an Additional Asset Information field below. A field is not required to be reported if the unique product identifier adequately describes the data required in that field.	
Unique product identifier	Unique product identification code based on the taxonomy of the product.	N
Contract or instrument type	The name of the contract or instrument type (e.g., swap, swaption, forward, option, basis swap, index swap, basket swap).	Y
Underlying asset identifier 1	The unique identifier of the asset referenced in the derivative.	Y
Underlying asset identifier 2	The unique identifier of the second asset referenced in the derivative, if more than one. If more than two assets identified in the derivative, report the unique identifiers for those additional underlying assets.	Y
Asset class	Major asset class of the product (e.g., interest rate, credit, commodity, foreign exchange, equity).	Y (If available)
Effective date or start date	The date the derivative becomes effective or starts.	Y
Maturity, termination or end date	The date the derivative expires.	Y
Payment frequency or dates	The dates or frequency the derivative requires payments to be made (e.g., quarterly, monthly).	Y
Reset frequency or dates	The dates or frequency at which the price resets (e.g., quarterly, semi-annually, annually).	Y
Day count convention	Factor used to calculate the payments (e.g., 30/360, actual/360).	Y
Delivery type	Indicate whether derivative is settled physically or in cash.	Y
Price 1	The price, rate, yield, spread, coupon or similar characteristic of the derivative. This must not include any premiums such as commissions, collateral premiums or accrued interest.	Y
Price 2	The price, rate, yield, spread, coupon or similar characteristic of the derivative. This must not include any premiums such as	Y

	commissions, collateral premiums or accrued interest.	
Price notation type 1	The manner in which the price is expressed (e.g., percentage, basis points).	Y
Price notation type 2	The manner in which the price is expressed (e.g., percentage, basis points).	Y
Price multiplier	The number of units of the underlying reference entity represented by 1 unit of the derivative.	Y (If available)
Notional amount leg 1	Total notional amount(s) of leg 1 of the derivative.	Y
Notional amount leg 2	Total notional amount(s) of leg 2 of the derivative.	Y
Currency leg 1	Currency of leg 1.	Y
Currency leg 2	Currency of leg 2.	Y
Settlement currency	The currency used to determine the cash settlement amount.	Y
Up-front payment	Amount of any up-front payment.	N
Currency or currencies of up-front payment	The currency or currencies in which any up-front payment is made by one counterparty to another.	N
Embedded option	Indicate whether the option is an embedded option.	Y (If available)
B. Additional Asset Information	These fields are required to be reported for the respective types of derivatives set out below, even if the information is entered in a Common Data field above.	
i) Interest rate derivatives		
Fixed rate leg 1	The rate used to determine the payment amount for leg 1 of the derivative.	Y
Fixed rate leg 2	The rate used to determine the payment amount for leg 2 of the derivative.	Y
Floating rate leg 1	The floating rate used to determine the payment amount for leg 1 of the derivative.	Y
Floating rate leg 2	The floating rate used to determine the payment amount for leg 2 of the derivative.	Y
Fixed rate day count convention	Factor used to calculate the fixed payer payments (e.g., 30/360, actual/360).	Y

Fixed leg payment frequency or dates	Frequency or dates of payments for the fixed rate leg of the derivative (e.g., quarterly, semi-annually, annually).	Y
Floating leg payment frequency or dates	Frequency or dates of payments for the floating rate leg of the derivative (e.g., quarterly, semi-annually, annually).	Y
Floating rate reset frequency or dates	The dates or frequency at which the floating leg of the derivative resets (e.g., quarterly, semi-annually, annually).	Y
ii) Currency derivatives		
Exchange rate	Contractual rate(s) of exchange of the currencies.	Y
iii) Commodity derivatives		
Sub-asset class	Specific information to identify the type of commodity derivative (e.g., Agriculture, Power, Oil, Natural Gas, Freights, Metals, Index, Environmental, Exotic).	Y
Quantity	Total quantity in the unit of measure of an underlying commodity.	Y
Unit of measure	Unit of measure for the quantity of each side of the derivative (e.g., barrels, bushels).	Y
Grade	Grade of product being delivered (e.g., grade of oil).	Y
Delivery point	The delivery location.	N
Load type	For power, load profile for the delivery.	Y
Transmission days	For power, the delivery days of the week.	Y
Transmission duration	For power, the hours of day transmission starts and ends.	Y
C. Options	These fields are required to be reported for options derivatives, even if the information is entered in a Common Data field above.	
Option exercise date	The date(s) on which the option may be exercised.	Y
Option premium	Fixed premium paid by the buyer to the seller.	Y
Strike price (cap/floor rate)	The strike price of the option.	Y
Option style	Indicate whether the option can be exercised on a fixed date or anytime during the life of the derivative (e.g., American, European, Bermudan, Asian).	Y
Option type	Put/call.	Y

D. Event Data		
Action	Describes the type of event to the derivative (e.g., new transaction, modification or cancellation of existing derivative).	N
Execution timestamp	The time and date of execution of a transaction, including a novation, expressed using Coordinated Universal Time (UTC).	Y (If available)
Post-transaction events	Indicate whether the report results from a post-transaction service (e.g., compression, reconciliation) or from a life-cycle event (e.g., amendment).	N
Reporting timestamp	The time and date the derivative was submitted to the trade repository, expressed using UTC.	N
E. Valuation data	These fields are required to be reported on a continuing basis for all reported derivatives, including reported pre-existing derivatives.	
Value of derivative calculated by the reporting counterparty	Mark-to-market valuation or mark-to-model valuation of the derivative.	N
Valuation currency	Indicate the currency used when reporting the value of the derivative.	N
Valuation date	Date of the latest mark-to-market or mark-to-model valuation.	N
F. Other details		
Other details	Where the terms of the derivative cannot be effectively reported in the above prescribed fields, provide any additional information that may be necessary.	Y (If applicable)

FORM 96-101F1
APPLICATION FOR RECOGNITION –
TRADE REPOSITORY INFORMATION STATEMENT

Filer:

Type of Filing: ☐ **INITIAL** ☐ **AMENDMENT**

Name(s)

1. Full name of trade repository:

2. Name(s) under which business is conducted, if different from item 1:

3. If this filing makes a name change on behalf of the trade repository in respect of the name set out in item 1 or item 2, enter the previous name and the new name.

Previous name:
New name:

Contact information

4. Head office

   Address:
   Telephone:
   Fax:

5. Mailing address (if different):

6. Other office(s)

   Address:
   Telephone:
   Fax:

7. Website address:

8. Contact employee

   Name and title:
   Telephone:
   Fax:
   E-mail:

9. Counsel

   Firm name:
   Lawyer name:
   Telephone:
   Fax:
   E-mail:

10. Canadian counsel (if applicable)

   Firm name:
   Lawyer name:
   Telephone:
   Fax:
   E-mail:

EXHIBITS

File all Exhibits with the Filing. For each Exhibit, include the name of the trade repository, the date of filing of the Exhibit and the date as of which the information is accurate (if different from the date of the filing). If any required Exhibit is inapplicable, a statement to that effect must be furnished in place of such Exhibit.

Except as provided below, if the filer files an amendment to the information provided in its Filing and the information relates to an Exhibit filed with the Filing or a subsequent amendment, the filer must, in order to comply with section 3 of the Instrument, provide a description of the change, the expected date of the implementation of the change, and file a complete and updated Exhibit. The filer must provide a clean and blacklined version showing changes from the previous filing.

If the filer has otherwise filed the information required by the previous paragraph under section 17 of the Instrument, it is not required to file the information again as an amendment to an Exhibit. However, if supplementary material relating to a filed rule is contained in an Exhibit, an amendment to the Exhibit must also be filed.

Exhibit A – Corporate Governance

1. Legal status:

   ☐ Corporation

   ☐ Partnership

   ☐ Other (specify):

2. Indicate the following:

   (1) Date (DD/MM/YYYY) of formation.

   (2) Place of formation.

   (3) Statute under which trade repository was organized.

   (4) Regulatory status in other jurisdictions.

3. Provide a copy of the constating documents (including corporate by-laws), shareholder agreements, partnership agreements and other similar documents, and all subsequent amendments.

4. Provide the policies and procedures to address potential conflicts of interest arising from the operation of the trade repository or the services it provides, including those related to the commercial interest of the trade repository, the interests of its owners and its operators, the responsibilities and sound functioning of the trade repository, and those between the operations of the trade repository and its regulatory responsibilities.

5. An applicant that is located outside of the local jurisdiction that is applying for recognition as a trade repository under the local securities legislation must additionally provide the following:

   (1) An opinion of legal counsel that, as a matter of law, the applicant has the power and authority to provide the securities regulatory authority with prompt access to the applicant's books and records and submit to onsite inspection and examination by the securities regulatory authority.

(2) A completed Form 96-101F2 *Trade Repository Submission to Jurisdiction and Appointment of Agent for Service of Process*.

Exhibit B – Ownership

1. Provide a list of the registered or beneficial holders of securities of, partnership interests in, or other ownership interests in, the trade repository, indicating the following for each:

   (1) Name.

   (2) Principal business or occupation and title.

   (3) Ownership interest.

   (4) Nature of the ownership interest, including a description of the type of security, partnership interest or other ownership interest.

2. In the case of a trade repository that is publicly traded, if the trade repository is a corporation, please only provide a list of each shareholder that directly owns 5% or more of a class of a security with voting rights.

Exhibit C – Organization

1. Provide a list of partners, officers, governors, and members of the board of directors and any standing committees of the board, or persons performing similar functions, who presently hold or have held their offices or positions during the previous year, indicating the following for each:

   (1) Name.

   (2) Principal business or occupation and title.

   (3) Dates of commencement and expiry of present term of office or position.

   (4) Type of business in which each is primarily engaged and current employer.

   (5) Type of business in which each was primarily engaged in the preceding five years, if different from that set out in item 4.

   (6) Whether the person is considered to be an independent director.

2. Provide a list of the committees of the board, including their mandates.

3. Provide the name of the trade repository's Chief Compliance Officer.

Exhibit D – Affiliated Entities

1. For each affiliated entity of the trade repository, provide the name and head office address and describe the principal business of the affiliated entity.

2. For each affiliated entity of the trade repository

   (a) to which the trade repository has outsourced any of its key services or systems described in Exhibit E – Operations of the Trade Repository, including business recordkeeping, recordkeeping of trade data, trade data reporting, trade data comparison or data feed, or

   (b) with which the trade repository has any other material business relationship, including loans or cross-guarantees,

   provide the following information:

   (1) Name and address of the affiliated entity.

   (2) The name and title of the directors and officers, or persons performing similar functions, of the affiliated entity.

   (3) A description of the nature and extent of the contractual and other agreements with the trade repository, and the roles and responsibilities of the affiliated entity under the arrangement.

   (4) A copy of each material contract relating to any outsourced functions or other material relationship.

   (5) Copies of constating documents (including corporate by-laws), shareholder agreements, partnership agreements and other similar documents.

   (6) For the latest financial year of any affiliated entity that has any outstanding loans or cross-guarantee arrangements with the trade repository, copies of financial statements, which may be unaudited, prepared in accordance with one or more of the following:

      (a) Canadian GAAP applicable to publicly accountable enterprises;

      (b) IFRS;

      (c) U.S. GAAP, if the affiliated entity is incorporated or organized under the laws of the United States of America or a jurisdiction of the United States of America.

Exhibit E – Operations of the Trade Repository

1. Describe in detail the manner of operation of the trade repository and its associated functions, including, but not limited to, the following:

   (1) The structure of the trade repository.

   (2) Means of access by the trade repository’s participants and, if applicable, their clients to the trade repository’s facilities and services.

   (3) The hours of operation.

(4) The facilities and services offered by the trade repository including, but not limited to, collection and maintenance of derivatives data.

(5) A list of the types of derivatives instruments for which data recordkeeping is offered, including, but not limited to, a description of the features and characteristics of the instruments.

(6) Procedures regarding the entry, display and reporting of derivatives data.

(7) Recordkeeping procedures that ensure derivatives data is recorded accurately, completely and on a timely basis.

(8) The safeguards and procedures to protect derivatives data of the trade repository's participants, including required policies and procedures reasonably designed to protect the privacy and confidentiality of the data.

(9) Training provided to participants and a copy of any materials provided with respect to systems and rules and other requirements of the trade repository.

(10) Steps taken to ensure that the trade repository's participants have knowledge of and comply with the requirements of the trade repository.

(11) The trade repository's risk management framework for comprehensively managing risks including business, legal and operational risks.

2. Provide all policies, procedures and manuals related to the operation of the trade repository.

Exhibit F – Outsourcing

1. Where the trade repository has outsourced the operation of key services or systems described in Exhibit E – Operations of the Trade Repository to an arm's-length third party, including any function associated with the collection and maintenance of derivatives data, provide the following information:

(1) Name and address of the person or company (including any affiliated entities of the trade repository) to which the function has been outsourced.

(2) A description of the nature and extent of the contractual or other agreement with the trade repository and the roles and responsibilities of the arm's-length party under the arrangement.

(3) A copy of each material contract relating to any outsourced function.

Exhibit G – Systems and Contingency Planning

1. For each of the systems for collecting and maintaining reports of derivatives data, describe:

   (1) Current and future capacity estimates.

   (2) Procedures for reviewing system capacity.

   (3) Procedures for reviewing system security.

   (4) Procedures to conduct stress tests.

   (5) The filer's business continuity and disaster recovery plans, including any relevant documentation.

   (6) Procedures to test business continuity and disaster recovery plans.

   (7) The list of data to be reported by all types of participants.

   (8) The data format or formats that will be available to the securities regulatory authority and other persons or companies receiving trade reporting data.

Exhibit H – Access to Services

1. Provide a complete set of all forms, agreements or other materials pertaining to access to the services of the trade repository described in item 1(4) in Exhibit E – Operations of the Trade Repository.

2. Describe the types of trade repository participants.

3. Describe the trade repository's criteria for access to the services of the trade repository.

4. Describe any differences in access to the services offered by the trade repository to different groups or types of participants.

5. Describe conditions under which the trade repository's participants may be subject to suspension or termination with regard to access to the services of the trade repository.

6. Describe any procedures that will be involved in the suspension or termination of a participant.

7. Describe the trade repository's arrangements for permitting clients of participants to have access to the trade repository. Provide a copy of any agreements or documentation relating to these arrangements.

Exhibit I – Fees

1. Provide a description of the fee model and all fees charged by the trade repository, or by a party to which services have been directly or indirectly

outsourced, including, but not limited to, fees relating to access and the collection and maintenance of derivatives data, how such fees are set, and any fee rebates or discounts and how the rebates and discounts are set.

CERTIFICATE OF TRADE REPOSITORY

The undersigned certifies that the information given in this report is true and correct.

DATED at ____________ this ________ day of ________________, 20____

____

(Name of trade repository)

____

(Name of director, officer or partner – please type or print)

____

(Signature of director, officer or partner)

____

(Official capacity – please type or print)

[*If applicable*,]

**ADDITIONAL CERTIFICATE
OF TRADE REPOSITORY THAT IS LOCATED OUTSIDE OF
[*insert local jurisdiction*]**

The undersigned certifies that

1. it will provide the securities regulatory authority with access to its books and records and will submit to onsite inspection and examination by the securities regulatory authority;

2. as a matter of law, it has the power and authority to

    (a) provide the securities regulatory authority with access to its books and records, and

    (b) submit to onsite inspection and examination by the securities regulatory authority.

DATED at ____________ this ________ day of ________________, 20____

____

(Name of trade repository)

____

(Name of director, officer or partner – please type or print)

____
(Signature of director, officer or partner)

____
(Official capacity – please type or print)

FORM 96-101F2
TRADE REPOSITORY SUBMISSION TO JURISDICTION AND APPOINTMENT OF AGENT FOR SERVICE OF PROCESS

1. Name of trade repository (the “Trade Repository”):

   ____

2. Jurisdiction of incorporation, or equivalent, of the Trade Repository:

   ____

3. Address of principal place of business of the Trade Repository:

   ____

4. Name of the agent for service of process for the Trade Repository (the “Agent”):

   ____

5. Address of the Agent in [*insert local jurisdiction*]:

   ____

6. The Trade Repository designates and appoints the Agent as its agent upon whom may be served a notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding arising out of or relating to or concerning the activities of the Trade Repository in [*insert local jurisdiction*]. The Trade Repository hereby irrevocably waives any right to challenge service upon its Agent as not binding upon the Trade Repository.

7. The Trade Repository agrees to unconditionally and irrevocably attorn to the non-exclusive jurisdiction of (i) the courts and administrative tribunals of [*insert local jurisdiction*] and (ii) any proceeding in any province or territory arising out of, related to, concerning or in any other manner connected with the regulation and oversight of the activities of the Trade Repository in [*insert local jurisdiction*].

8. The Trade Repository must file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before the Trade Repository ceases to be recognized or exempted by the

Commission, to be in effect for 6 years from the date it ceases to be recognized or exempted unless otherwise amended in accordance with item 9.

9. Until 6 years after it has ceased to be recognized or exempted by the Commission from the recognition requirement under the securities legislation of [*insert local jurisdiction*], the Trade Repository must file an amended submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before any change in the name or above address of the Agent.

10. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of [*insert local jurisdiction*].

Dated: __________________________ __________________________________

Signature of the Trade Repository

____

Print name and title of signing officer of the Trade Repository

AGENT

CONSENT TO ACT AS AGENT FOR SERVICE

I, _____________________________________ (name of Agent in full; if Corporation, full Corporate name) of ______________________________ (business address), hereby accept the appointment as agent for service of process of _________________________________ (insert name of Trade Repository) and hereby consent to act as agent for service pursuant to the terms of the appointment executed by _______________________________________ (insert name of Trade Repository) on _______________________________________ (insert date).

Dated: ______________________ ____________________________________

Signature of the Trade Repository

____

Print name and title of signing officer of the Trade Repository

FORM 96-101F3
CESSATION OF OPERATIONS REPORT FOR RECOGNIZED TRADE REPOSITORY

1. Identification:

   (1) Full name of the recognized trade repository:

   (2) Name(s) under which business is conducted, if different from item 1(1):

2. Date the recognized trade repository proposes to cease carrying on business as a trade repository:

3. If cessation of business was involuntary, date the recognized trade repository has ceased to carry on business as a trade repository:

EXHIBITS

File all Exhibits with this Cessation of Operations Report. For each exhibit, include the name of the recognized trade repository, the date of filing of the exhibit and the date as of which the information is accurate (if different from the date of the filing). If any required Exhibit is inapplicable, a statement to that effect must be furnished in place of such Exhibit.

Exhibit A

Provide the reasons for the recognized trade repository ceasing to carry on business as a trade repository.

Exhibit B

Provide a list of all derivatives instruments for which data recordkeeping is offered during the last 30 days prior to ceasing business as a trade repository.

Exhibit C

Provide a list of all participants who are counterparties to a derivative required to be reported under this Instrument and for whom the recognized trade repository provided services during the last 30 days prior to ceasing business as a trade repository.

CERTIFICATE OF RECOGNIZED TRADE REPOSITORY

The undersigned certifies that the information given in this report is true and correct.

DATED at ____________ this ________ day of ________________, 20____

____
(Name of trade repository)

____
(Name of director, officer or partner – please type or print)

____
(Signature of director, officer or partner)

____
(Official capacity – please type or print)

Alberta Securities Commission

AMENDMENTS TO
MULTILATERAL INSTRUMENT 62-104
TAKE-OVER BIDS AND ISSUER BIDS

(Securities Act)

Made as a rule by the Alberta Securities Commission on February 10, 2016 pursuant to sections 223 and 224 of the Securities Act.

AMENDMENTS TO
MULTILATERAL INSTRUMENT 62-104 *TAKE-OVER BIDS AND ISSUER BIDS*

1. Multilateral Instrument 62-104 Take-Over Bids and Issuer Bids is amended by this Instrument.

2. Subsection 1.8(1) is replaced with the following:

1.8 (1) In this Instrument, in determining the beneficial ownership of securities of an offeror, of an acquiror or of any person acting jointly or in concert with the offeror or the acquiror, at any given date, the offeror, the acquiror or the person is deemed to have acquired and to be the beneficial owner of a security, including an unissued security, if the offeror, the acquiror or the person

(a) is the beneficial owner of a security convertible into the security within 60 days following that date, or

(b) has a right or obligation permitting or requiring the offeror, the acquiror or the person, whether or not on conditions, to acquire beneficial ownership of the security within 60 days by a single transaction or a series of linked transactions..

3. Subsection 1.9(1) is replaced with the following:

1.9 (1) In this Instrument, it is a question of fact as to whether a person is acting jointly or in concert with an offeror or an acquiror and, without limiting the generality of the foregoing,

(a) the following are deemed to be acting jointly or in concert with an offeror or an acquiror:

(i) a person that, as a result of any agreement, commitment or understanding with the offeror, the acquiror or with any other person acting jointly or in concert with the offeror or the acquiror, acquires or offers to acquire securities of the same class as those subject to the offer to acquire;

(ii) an affiliate of the offeror or the acquiror;

(b) the following are presumed to be acting jointly or in concert with an offeror or an acquiror:

(i) a person that, as a result of any agreement, commitment or understanding with the offeror, the acquiror or with any other person acting jointly or in concert with the offeror or the acquiror, intends to exercise jointly or in concert with the offeror, the acquiror or with any person acting jointly or in concert with the offeror or the acquiror any voting rights attaching to any securities of the offeree issuer;

(ii) an associate of the offeror or the acquiror..

4. Part 5 is replaced with the following:

PART 5: REPORTS AND ANNOUNCEMENTS OF ACQUISITIONS

Definitions and Interpretation

5.1 (1) In this Part,

"acquiror" means a person who acquires a security, other than by way of a take-over bid or an issuer bid made in compliance with Part 2;

"acquiror's securities" means securities of an issuer beneficially owned, or over which control or direction is exercised, on the date of the acquisition or disposition, by an acquiror or any person acting jointly or in concert with the acquiror;

"specified securities lending arrangement" means a securities lending arrangement if all of the following apply:

(a) the material terms of the securities lending arrangement are set out in a written agreement;

(b) the securities lending arrangement requires the borrower to pay to the lender amounts equal to all dividends or interest payments, if any, paid on the security that would have been received by the lender if the lender had held the security throughout the period beginning at the date of the transfer or loan and ending at the time the security or an identical security is transferred or returned to the lender;

(c) the lender has established policies and procedures that require the lender to maintain a record of all securities that it has transferred or lent under securities lending arrangements;

(d) the written agreement referred to in paragraph (a) provides for any of the following:

(i) the lender has an unrestricted right to recall all securities that it has transferred or lent under the securities lending arrangement, or an equal number of identical securities, before the record date for voting at any meeting of securityholders at which the securities may be voted;

(ii) the lender requires the borrower to vote the securities transferred or lent in accordance with the lender's instructions;

"securities lending arrangement" means an arrangement between a lender and a borrower with respect to which both of the following apply:

(a) the lender transfers or lends a security to the borrower;

(b) at the time that the security is lent or transferred, the lender and the borrower reasonably expect that the borrower will, at a later date, transfer or return to the lender the security or an identical security.

(2) For the purposes of this Part, if an acquiror and one or more persons acting jointly or in concert with the acquiror acquire or dispose of securities, the securities are deemed to be acquired or disposed of, as applicable, by the acquiror.

Early warning

5.2 (1) An acquiror who acquires beneficial ownership of, or control or direction over, voting or equity securities of any class of a reporting issuer, or securities convertible into voting or equity securities of any class of a reporting issuer, that, together with the acquiror's securities of that class, constitute 10% or more of the outstanding securities of that class, must

(a) promptly, and, in any event, no later than the opening of trading on the business day following the acquisition, issue and file a news release containing the information required by section 3.1 of National Instrument 62-103 *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*, and

(b) promptly, and, in any event, no later than 2 business days from the date of the acquisition, file a report containing the information required by section 3.1 of National Instrument 62-103 *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*.

(2) An acquiror who is required to make disclosure under subsection (1) must make further disclosure, in accordance with subsection (1), each time any of the following events occur:

(a) the acquiror or any person acting jointly or in concert with the acquiror, acquires or disposes beneficial ownership of, or acquires or ceases to have control or direction over, either of the following:

(i) securities in an amount equal to 2% or more of the outstanding securities of the class of securities that was the subject of the most recent report required to be filed by the acquiror under subsection (1) or under this subsection;

(ii) securities convertible into 2% or more of the outstanding securities referred to in subparagraph (i);

(b) there is a change in a material fact contained in the most recent report required to be filed under paragraph (1)(b) or under paragraph (a) of this subsection.

(3) An acquiror must issue and file a news release and file a report in accordance with subsection (1) if beneficial ownership of, or control or direction over, the outstanding securities of the class of securities that was the subject of the most recent report required to be filed by the acquiror under this section decreases to less than 10%.

(4) If an acquiror issues and files a news release and files a report under subsection (3), the requirements under subsection (2) do not apply unless subsection (1) applies in respect of a subsequent acquisition of beneficial ownership of, or control or direction over, voting or equity securities of any class of a reporting issuer, or securities convertible into voting or equity securities of any class of a reporting issuer, that, together with the acquiror's securities of that class, constitute 10% or more of the outstanding securities of that class.

Moratorium provisions

5.3 (1) During the period beginning on the occurrence of an event in respect of which a report is required to be filed under section 5.2 and ending on the expiry of the first business day following the date that the report is filed, an acquiror, or any person acting jointly or in concert with the acquiror, must not acquire or offer to acquire beneficial ownership of, or control or direction over, any securities of the class in respect of which the report is required to be filed or any securities convertible into securities of that class.

(2) Subsection (1) does not apply to an acquiror that has beneficial ownership of, or control or direction over, securities that, together with the acquiror's securities of that class, constitute 20% or more of the outstanding securities of that class.

Acquisitions during bid

5.4 (1) If, after a take-over bid or an issuer bid has been made under Part 2 for voting or equity securities of a reporting issuer and before the expiry of the bid, an acquiror acquires beneficial ownership of, or control or direction over, securities of the class subject to the bid which, when added to the acquiror's securities of that class, constitute 5% or more of the outstanding securities of that class, the acquiror must, before the opening of trading on the next business day, issue and file a news release containing the information required by subsection (3).

(2) An acquiror must issue and file an additional news release in accordance with subsection (3) before the opening of trading on the next business day each time the acquiror, or any person acting jointly or in concert with the acquiror, acquires beneficial ownership of, or control or direction over, in aggregate, an additional 2% or more of the outstanding securities of the class of securities that was the subject of the most recent news release required to be filed by the acquiror under this section.

(3) A news release or further news release required under subsection (1) or (2) must set out

(a) the name of the acquiror,

(b) the number of securities of the offeree issuer that were beneficially acquired, or over which control or direction was acquired, in the transaction that gave rise to the requirement under subsection (1) or (2) to issue the news release,

(c) the number of securities and the percentage of outstanding securities of the offeree issuer that the acquiror and all persons acting jointly or in concert with the acquiror, have beneficial ownership of, or control or direction over, immediately after the acquisition described in paragraph (b),

(d) the number of securities of the offeree issuer that were beneficially acquired, or over which control or direction was acquired, by the acquiror and all persons acting jointly or in concert with the acquiror, since the commencement of the bid,

(e) the name of the market in which the acquisition described in paragraph (b) took place, and

(f) the purpose of the acquiror and all persons acting jointly or in concert with the acquiror in making the acquisition described in paragraph (b), including any intention of the acquiror and all persons acting jointly or in concert with the acquiror to increase the beneficial ownership of, or control or direction over, any of the securities of the offeree issuer.

Duplicate news release not required

5.5 If the facts in respect of which a news release is required to be filed under sections 5.2 and 5.4 are identical, a news release is required only under the provision requiring the earlier news release.

Copies of news release and report

5.6 An acquiror that files a news release or report under section 5.2 or 5.4 must promptly send a copy of each filing to the reporting issuer.

Exception

5.7 Sections 5.2, 5.3 and 5.4 do not apply to either of the following:

(a) an acquiror that is a lender in respect of securities transferred or lent pursuant to a specified securities lending arrangement;

(b) an acquiror that is a borrower in respect of securities or identical securities borrowed, disposed of or acquired in connection with a securities lending arrangement if all of the following apply:

(i) the borrowed securities are disposed of by the borrower no later than 3 business days from the date of the transfer or loan;

(ii) the borrower will at a later date acquire the securities or identical securities and transfer or return those securities to the lender;

(iii) the borrower does not intend to vote and does not vote the securities or identical securities during the period beginning on the date of the transfer or loan and ending at the time the securities or identical securities are transferred or returned to the lender..

5. Except in Ontario, this Instrument comes into force on May 9, 2016. In Ontario, this Instrument comes into force on the later of the following:

(a) May 9, 2016;

(b) the day on which sections 1, 2 and 3, subsections 4 (2) and (3), and sections 5, 7, 8 and 10 of Schedule 18 of the *Budget Measures Act, 2015* (Ontario) are proclaimed into force.

Alberta Securities Commission

AMENDMENTS TO
NATIONAL INSTRUMENT 62-103
THE EARLY WARNING SYSTEM AND RELATED
TAKE-OVER BID AND INSIDER REPORTING ISSUES

(Securities Act)

Made as a rule by the Alberta Securities Commission on February 10, 2016 pursuant to sections 223 and 224 of the Securities Act.

AMENDMENTS TO
NATIONAL INSTRUMENT 62-103 *THE EARLY WARNING SYSTEM AND RELATED TAKE-OVER BID AND INSIDER REPORTING ISSUES*

1. National Instrument 62 -103 The Early Warning System and Related Take-Over Bid and Insider Reporting Issues is amended by this Instrument.

2. Section 1.1(1) is amended by

(a) adding the following definitions:

"acquiror" has the meaning ascribed to that term in Part 5 of NI 62-104;

"acquiror's securities" has the meaning ascribed to that term in Part 5 of NI 62 104;

"economic exposure" has the meaning ascribed to that term in NI 55-104;

"securities lending arrangement" has the meaning ascribed to that term in Part 5 of NI 62-104;***,***

(b) replacing "offeror***" with "***acquiror***" in the definition of "***acquisition announcement provisions***" wherever it occurs,***

(c) replacing the definition of "early warning requirements***" with the following:***

"early warning requirements" means the requirements set out in section 5.2 of NI 62 104;***,***

(d) replacing the definition of "moratorium provisions***" with the following:***

"moratorium provisions" means the provisions set out in subsection 5.3(1) of NI 62 104; ***, and***

(e) deleting the definitions of "offeror***" and "***offeror's securities***".***

3. Section 3.1 is replaced with the following:

3.1 Contents of News Releases and Reports

(1) A news release and report required under the early warning requirements shall contain the information required by Form 62-103F1 *Required Disclosure under the Early Warning Requirements*.

(2) Despite subsection (1), a news release required under the early warning requirements may omit the information otherwise required by Items 2.3, 3.3, 3.5 through 3.8, 4.2, 4.3, 6 and 9, and Item 7 to the extent that the information relates to those sections and items, of Form 62-103F1 *Required Disclosure under the Early Warning Requirements*, if

(a) the omitted information is included in the corresponding report required by the early warning requirements, and

(b) the news release indicates the name and telephone number of an individual to contact to obtain a copy of the report.

(3) The acquiror shall send a copy of the report referred to in paragraph (2)(a) promptly to any entity requesting it..

4. ***Section 3.2 is amended by replacing*** "offeror" ***with*** "acquiror" ***wherever it occurs.***

5. ***Section 4.2 is amended by adding*** "(1)" ***before*** "An"***, by deleting*** "or" ***at the end of paragraph (a), by replacing*** "." ***with*** "; or" ***at the end of paragraph (b) and by adding the following paragraph and subsection:***

(c) solicits proxies from securityholders of the reporting issuer in any of the following circumstances:

(i) in support of the election of one or more persons as directors of the reporting issuer other than the persons proposed to be nominated by management of the reporting issuer;

(ii) in support for a reorganization, amalgamation, merger, arrangement or other similar corporate action involving the securities of the reporting issuer if that action is not supported by management of the reporting issuer;

(iii) in opposition to a reorganization, amalgamation, merger, arrangement or other similar corporate action involving the securities of the reporting issuer if that action is proposed by management of the reporting issuer.

(2) For the purposes of this section, "solicit" has the meaning ascribed to that term in National Instrument 51-102 *Continuous Disclosure Obligations*..

6. ***Subsection 4.3(2) is amended by replacing*** "Appendix F" ***with*** "Form 62-103F2 *Required Disclosure by an Eligible Institutional Investor under Section 4.3*"***.***

7. ***Subsection 4.7(1) is amended by replacing*** "Appendix G" ***with*** "Form 62-103F3 *Required Disclosure by an Eligible Institutional Investor under Part 4*"***.***

8. ***Section 5.1 is amended by replacing*** "offeror" ***with*** "acquiror" ***in paragraph (b).***

9. ***Section 8.2 is amended by deleting*** "(1)"***.***

10. ***Part 9 and Section 9.1 is amended by deleting*** "; Early Warning Decrease Reports" ***in the titles of the Part and of the Section.***

11. Section 9.1 is amended by deleting "(3)," in subsection (1) and by repealing subsection (3).

12. Appendices E, F and G are repealed.

13. The Instrument is amended by adding the following forms:

FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

2.3 State the names of any joint actors.

INSTRUCTION

If the acquiror is a corporation, general partnership, limited partnership, syndicate or other group of persons, provide its name, the address of its head office, its jurisdiction of incorporation or organization, and its principal business.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

3.3 If the transaction involved a securities lending arrangement, state that fact.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

INSTRUCTIONS

(i) "Related financial instrument" has the meaning ascribed to that term in NI 55 104. Item 3.6 encompasses disclosure of agreements, arrangements or understandings where the economic interest related to a security beneficially owned or controlled has been altered.

(ii) For the purposes of Items 3.6, 3.7 and 3.8, a material term of an agreement, arrangement or understanding does not include the identity of the counterparty or proprietary or commercially sensitive information.

(iii) For the purposes of Item 3.8, any agreements, arrangements or understandings that have been disclosed under other items in this Form do not have to be disclosed under this item.

Item 4 – Consideration Paid

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

(a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;

(b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;

(c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;

(d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

(e) a material change in the present capitalization or dividend policy of the reporting issuer;

(f) a material change in the reporting issuer's business or corporate structure;

(g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;

(h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;

(i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;

(j) a solicitation of proxies from securityholders;

(k) an action similar to any of those enumerated above.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

INSTRUCTIONS

(i) Agreements, arrangements or understandings that are described under Item 3 do not have to be disclosed under this item.

(ii) For the purposes of Item 6, the description of any agreements, arrangements, commitments or understandings does not include naming the persons with whom those agreements, arrangements, commitments or understandings have been entered into, or proprietary or commercially sensitive information.

Item 7 – Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Item 9 – Certification

The acquiror must certify that the information is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

The certificate must state the following:

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

…………………………………………….

Date

……………………………………………….

Signature

………………………………………………….

Name/Title

FORM 62-103F2

REQUIRED DISCLOSURE BY AN ELIGIBLE INSTITUTIONAL INVESTOR UNDER SECTION 4.3

State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Item 2 – Identity of the Eligible Institutional Investor

2.1 State the name and address of the eligible institutional investor.

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

2.3 State that the eligible institutional investor is ceasing to file reports under Part 4 for the reporting issuer.

2.4 Disclose the reasons for doing so.

2.5 State the names of any joint actors.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities and the eligible institutional investor's securityholding percentage in the class of securities immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

3.3 If the transaction involved a securities lending arrangement, state that fact.

3.4 State the designation and number or principal amount of securities and the eligible institutional investor's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report and over which

(a) the eligible institutional investor, either alone or together with any joint actors, has ownership and control,

(b) the eligible institutional investor, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the eligible institutional investor or any joint actor, and

(c) the eligible institutional investor, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

3.5 If the eligible institutional investor or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the eligible institutional investor's securityholdings.

3.6 If the eligible institutional investor or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

3.7 If the eligible institutional investor or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the eligible institutional investor's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

INSTRUCTIONS

(i) *"Related financial instrument" has the meaning ascribed to that term in NI 55 104. Item 3.5 encompasses disclosure of agreements, arrangements or understandings where the economic interest related to a security beneficially owned or controlled has been altered.*

(ii) *For the purposes of Items 3.5, 3.6 and 3.7, a material term of an agreement, arrangement or understanding does not include the identity of the counterparty or proprietary or commercially sensitive information.*

(iii) *For the purposes of Item 3.7, any agreements, arrangements or understandings that have been disclosed under other items in this Form do not have to be disclosed under this item.*

Item 4 – Consideration Paid

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the eligible institutional investor.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the eligible institutional investor and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the eligible institutional investor and any joint actors may have which relate to or would result in any of the following:

(a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;

(b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;

(c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;

(d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

(e) a material change in the present capitalization or dividend policy of the reporting issuer;

(f) a material change in the reporting issuer's business or corporate structure;

(g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person;

(h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;

(i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;

(j) a solicitation of proxies from securityholders;

(k) an action similar to any of those enumerated above.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the eligible institutional investor and a joint actor and among those persons and any person with respect to any securities of the reporting issuer, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

INSTRUCTIONS

(i) Agreements, arrangements or understandings that are described under Item 3 do not have to be disclosed under this item.

(ii) For the purposes of Item 6, the description of any agreements, arrangements, commitments or understandings does not include naming the persons with whom those agreements, arrangements, commitments or understandings have been entered into, or proprietary or commercially sensitive information.

Item 7 – Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the eligible institutional investor under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Item 8 – Exemption

If the eligible institutional investor relies on an exemption from the requirement in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Item 9 – Certification

The eligible institutional investor must certify that the information is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the eligible institutional investor is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

The certificate must state the following:

I, as the eligible institutional investor, certify, or I, as the agent filing the report on behalf of the eligible institutional investor, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

………………………………………….

Date

…………………………………………….

Signature

……………………………………………….

Name/Title

FORM 62-103F3

REQUIRED DISCLOSURE BY AN ELIGIBLE INSTITUTIONAL INVESTOR UNDER PART 4

State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Item 2 – Identity of the Eligible Institutional Investor

2.1 State the name and address of the eligible institutional investor.

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

2.3 State the name of any joint actors.

2.4 State that the eligible institutional investor is eligible to file reports under Part 4 in respect of the reporting issuer.

Item 3 –Interest in Securities of the Reporting Issuer

3.1 State the designation and the net increase or decrease in the number or principal amount of securities, and in the eligible institutional investor's securityholding percentage in the class of securities, since the last report filed by the eligible institutional investor under Part 4 or the early warning requirements.

3.2 State the designation and number or principal amount of securities and the eligible institutional investor's securityholding percentage in the class of securities at the end of the month for which the report is made.

3.3 If the transaction involved a securities lending arrangement, state that fact.

3.4 State the designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities to which this report relates and over which

(a) the eligible institutional investor, either alone or together with any joint actors, has ownership and control,

(b) the eligible institutional investor, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the eligible institutional investor or any joint actor, and

(c) the eligible institutional investor, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

3.5 If the eligible institutional investor or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the eligible institutional investor's securityholdings.

3.6 If the eligible institutional investor or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

3.7 If the eligible institutional investor or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the eligible institutional investor's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

INSTRUCTIONS

(i) "Related financial instrument" has the meaning ascribed to that term in NI 55 104. Item 3.5 encompasses disclosure of agreements, arrangements or understandings where the economic interest related to a security beneficially owned or controlled has been altered.

(ii) An eligible institutional investor may omit the securityholding percentage from a report if the change in percentage is less than 1% of the class.

(iii) For the purposes of Item 3.5, 3.6 and 3.7, a material term of an agreement, arrangement or understanding does not include the identity of the counterparty or proprietary or commercially sensitive information.

(iv) For the purposes of Item 3.7, any agreements, arrangements or understandings that have been disclosed under other items in this Form do not have to be disclosed under this item.

Item 4 – Purpose of the Transaction

State the purpose or purposes of the eligible institutional investor and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the eligible institutional investor and any joint actors may have which relate to or would result in any of the following:

(a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the issuer;

(b) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;

(c) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

(d) a material change in the present capitalization or dividend policy of the reporting issuer;

(e) a material change in the reporting issuer's business or corporate structure;

(f) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person;

(g) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;

(h) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;

(i) a solicitation of proxies from securityholders;

(j) an action similar to any of those enumerated above.

Item 5 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the eligible institutional investor and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

INSTRUCTIONS

(i) Agreements, arrangements or understandings that are described under Item 3 do not have to be disclosed under this item.

(ii) For the purposes of Item 5, the description of any agreements, arrangements, commitments or understandings does not include naming the persons with whom those agreements, arrangements, commitments or understandings have been entered into, or proprietary or commercially sensitive information.

Item 6 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the eligible institutional investor under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Item 7 – Certification

The eligible institutional investor must certify that the information is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the eligible institutional investor is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

The certificate must state the following:

I, as the eligible institutional investor, certify, or I, as the agent filing the report on behalf of the eligible institutional investor, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

………………………………………….

Date

…………………………………………….

Signature

……………………………………………….

Name/Title.

15. Except in Ontario, this Instrument comes into force on May 9, 2016. In Ontario, this Instrument comes into force on the later of the following:

(a) May 9, 2016;

(b) the day on which sections 1, 2 and 3, subsections 4 (2) and (3), and sections 5, 7, 8 and 10 of Schedule 18 of the *Budget Measures Act*, 2015 (Ontario) are proclaimed into force.

Alberta Securities Commission

AMENDMENTS TO MULTILATERAL INSTRUMENT 62-104 *TAKE-OVER BIDS AND ISSUER BIDS*

(Securities Act)

Made as a rule by the Alberta Securities Commission on February 10, 2016 pursuant to sections 223 and 224 of the Securities Act.

AMENDMENTS TO
MULTILATERAL INSTRUMENT 62-104 *TAKE-OVER BIDS AND ISSUER BIDS*

1. Multilateral Instrument 62-104 Take-Over Bids and Issuer Bids is amended by this Instrument.

2. The title of the Instrument is replaced with "National Instrument *62-104 Take-Over Bids and Issuer Bids**"**.*

3. Section 1.1 is amended

(a) by adding the following definition:

"**alternative transaction**" means, for an issuer:

(a) an amalgamation, merger, arrangement, consolidation, or any other transaction of the issuer, or an amendment to the terms of a class of equity securities of the issuer, as a consequence of which the interest of a holder of an equity security of the issuer may be terminated without the holder's consent, regardless of whether the equity security is replaced with another security, but does not include

(i) a consolidation of securities that does not have the effect of terminating the interests of holders of equity securities of the issuer in those securities without their consent, except to an extent that is nominal in the circumstances,

(ii) a circumstance in which the issuer may terminate a holder's interest in a security, under the terms attached to the security, for the purpose of enforcing an ownership or voting constraint that is necessary to enable the issuer to comply with legislation, lawfully engage in a particular activity or have a specified level of Canadian ownership, or

(iii) a transaction solely between or among the issuer and one or more subsidiaries of the issuer,

(b) a sale, lease or exchange of all or substantially all the property of the issuer if the sale, lease or exchange is not in the ordinary course of business of the issuer, but does not include a sale, lease or exchange solely between or among the issuer and one or more subsidiaries of the issuer;**,**

(b) in the definition of "associate***" by***

(i) adding "or***" at the end of paragraph (c), and***

(ii) replacing paragraph (d) with:

(d) a relative of that person, if the relative has the same home as that person, including

(i) the spouse or, in Alberta, adult interdependent partner of that person, or

(ii) a relative of the person's spouse or, in Alberta, adult interdependent partner;***, and***

(c) by adding the following definitions:

"**deposit period news release**" means a news release issued by an offeree issuer in respect of a proposed or commenced take-over bid for the securities of the offeree issuer and stating an initial deposit period for the bid of not more than 105 days and not less than 35 days, expressed as a number of days from the date of the bid;

"**initial deposit period**" means the period, including any extension, during which securities may be deposited under a take-over bid but does not include

(a) a mandatory 10-day extension period, or

(b) any extension to the period during which securities may be deposited if the extension is made after a mandatory 10-day extension period;

"**mandatory 10-day extension period**" means the period referred to in paragraph 2.31.1(a);

"**partial take-over bid**" means a take-over bid for less than all of the outstanding securities of the class of securities subject to the bid;**.**

4. Subsection 1.11(3) is amended by adding "and subsection 4.8(3)***" after "***section 4.1***".***

5. Section 2.11 is amended by adding the following subsections:

(1.1) Despite paragraph (1)(b), an offeror is not required to send a notice of change to a security holder if, under paragraph 2.30(2)(a.1), the security holder is restricted from withdrawing securities that have been deposited under the bid.

(5) If, under subsection (1), an offeror is required to send a notice of change before the expiry of the initial deposit period

(a) the initial deposit period for the offeror's take-over bid must not expire before 10 days after the date of the notice of change, and

(b) the offeror must not take up securities deposited under the bid before 10 days after the date of the notice of change.**.**

6. Section 2.12 is amended

(a) in subsection (1) by adding "any reduction of the period during which securities may be deposited under the bid pursuant to section 2.28.2 or section 2.28.3, or***" before "***any extension***",***

(b) by adding the following subsections:

(1.1) Despite paragraph (1)(b), an offeror is not required to send a notice of variation to a security holder if, under paragraph 2.30(2)(a.1), the security holder is restricted from withdrawing securities that have been deposited under the bid.

(3.1) If, under subsection (1), an offeror is required to send a notice of variation before the expiry of the initial deposit period

(a) the initial deposit period for the offeror's take-over bid must not expire before 10 days after the date of the notice of variation, and

(b) the offeror must not take up securities deposited under the bid before 10 days after the date of the notice of variation.**,**

(c) in subsection (4) by replacing "and (3)***" with "***, (3) and (3.1)***" and adding "***, other than an extension in respect of the mandatory 10-day extension period,***" before "***resulting from the waiver***",***

(d) in subsection (5) by replacing "A variation***" with "***An offeror must not make a variation***", deleting "***a take-over bid or***", and deleting "***must not be made***", and***

(e) by adding the following subsection:

(6) An offeror must not make a variation in the terms of a take-over bid, other than a variation to extend the time during which securities may be deposited under the bid or a variation to increase the consideration offered for the securities subject to the bid, after the offeror becomes obligated to take up securities deposited under the bid in accordance with section 2.32.1.**.**

7. Subsection 2.17(3) is amended by replacing "period during which securities may be deposited under the bid***" with "***initial deposit period***".***

8. Section 2.26 is amended

(a) in subsection (1) by deleting "a take-over bid or***", and***

(b) by repealing subsection (4).

9. The Instrument is amended by adding the following section:

Proportionate take up and payment – take-over bids

2.26.1(1) If a greater number of securities is deposited under a partial take-over bid than the offeror is bound or willing to acquire under the bid, the offeror must take up and pay for the securities proportionately, disregarding fractions, according to the number of securities deposited by each security holder.

(2) For the purposes of subsection (1), any securities acquired in a pre-bid transaction to which subsection 2.4(1) applies are deemed to have been deposited under the take-over bid by the person who was the seller in the pre-bid transaction..

10. ***Section 2.28 is amended by replacing*** "under a take-over bid or an issuer bid for" ***with*** "under an issuer bid for a minimum deposit period of".

11. ***The Instrument is amended by adding the following sections:***

Minimum deposit period – take-over bids

2.28.1 An offeror must allow securities to be deposited under a take-over bid for an initial deposit period of at least 105 days from the date of the bid.

Shortened deposit period – deposit period news release

2.28.2(1) Despite section 2.28.1, if at or after the time an offeror announces a take-over bid, the offeree issuer issues a deposit period news release in respect of the offeror's take-over bid, the offeror must allow securities to be deposited under its take-over bid for an initial deposit period of at least the number of days from the date of the bid as stated in the deposit period news release.

(2) Despite section 2.28.1, an offeror, other than an offeror under subsection (1), must allow securities to be deposited under its take-over bid for an initial deposit period of at least the number of days from the date of the bid as stated in the deposit period news release if either of the following applies:

(a) the offeror commenced the take-over bid in respect of securities of the offeree issuer before the issuance of the deposit period news release referred to in subsection (1) and the bid has yet to expire;

(b) the offeror, after the issuance of the deposit period news release referred to in subsection (1), commences a take-over bid in respect of securities of the offeree issuer and the bid is commenced before one of the following:

(i) the date of expiry of the take-over bid referred to in subsection (1),

(ii) the date of expiry of another take-over bid referred to in paragraph (a).

(3) For the purposes of subsections (1) and (2), an offeror must not allow securities to be deposited under its take-over bid for an initial deposit period of less than 35 days from the date of the bid.

Shortened deposit period – alternative transaction

2.28.3 Despite section 2.28.1, if an issuer issues a news release announcing that it intends to effect an alternative transaction, whether pursuant to an agreement or otherwise, an offeror must allow securities to be deposited under its take-over bid for an initial deposit period of at least 35 days from the date of the bid if either of the following applies:

(a) the offeror commenced the take-over bid in respect of securities of the offeree issuer before the issuance of the news release and the bid has yet to expire;

(b) the offeror, after the issuance of the news release, commences a take-over bid in respect of securities of the offeree issuer and the bid is commenced before one of the following:

(i) the date of completion or abandonment of the alternative transaction,

(ii) the date of expiry of another take-over bid referred to in paragraph (a)**.**

12. Section 2.29 is amended by deleting “a take-over bid or***”.***

13. The Instrument is amended by adding the following section:

Restriction on take up – take-over bids

2.29.1 An offeror must not take up securities deposited under a take-over bid unless all of the following apply:

(a) a period of 105 days, or the number of days determined in accordance with section 2.28.2 or section 2.28.3, has elapsed from the date of the bid;

(b) all the terms and conditions of the bid have been complied with or waived;

(c) more than 50% of the outstanding securities of the class that are subject to the bid, excluding securities beneficially owned, or over which control or direction is exercised, by the offeror or by any person acting jointly or in concert with the offeror, have been deposited under the bid and not withdrawn**.**

14. Section 2.30 is amended

(a) by adding the following subsection:

(1.1) Despite paragraph (1)(a), if an offeror that has made a partial take-over bid becomes obligated to take up securities under subsection 2.32.1(1), a security holder must not withdraw securities deposited before the expiry of the initial deposit period and not taken up by the offeror in reliance on subsection 2.32.1(6) during the period

(a) commencing at the time the offeror became obligated to take up securities under subsection 2.32.1(1), and

(b) ending at the time the offeror becomes obligated under either subsection 2.32.1(7) or (8) to take up securities not taken up by the offeror in reliance on subsection 2.32.1(6).**,**

(b) ***in subsection (2) by replacing "***The right of withdrawal under paragraph (1)(b) does not apply***" with "***Despite paragraph (1)(b), a security holder must not withdraw securities deposited***",***

(c) ***by adding the following paragraph after paragraph 2(a):***

(a.1) in the case of a partial take-over bid, the securities were deposited before the expiry of the initial deposit period and not taken up by the offeror in reliance on subsection 2.32.1(6) and the date of the notice of change or notice of variation is after the date that the offeror became obligated to take up securities under subsection 2.32.1(1), or**,**

(d) ***in paragraph (2)(b) by***

(i) ***replacing "***one or both of the following circumstances occur***" with "***any of the following apply***",***

(ii) ***replacing "***a variation in the terms of the bid***" with "***there is a variation in the terms of a take-over bid or issuer bid***" in subparagraphs (i) and (ii), and***

(iii) ***adding the following subparagraph:***

(iii) in the case of a take-over bid, there is a variation in the terms after the expiry of the initial deposit period consisting of either an increase in the consideration offered for the securities subject to the bid or an extension of the time for deposit to not later than 10 days from the date of the notice of variation.**.**

15. ***Section 2.31 is replaced with the following:***

2.31 If an offeror purchases securities under subsection 2.2(3), the purchased securities must not be counted in determining whether the minimum tender requirement in paragraph 2.29.1(c) is satisfied and the purchase does not reduce the number of securities the offeror is bound to take up under the take-over bid.**.**

16. The Instrument is amended by adding the following sections:

Mandatory 10-day extension period – take-over bids

2.31.1 If, at the expiry of the initial deposit period, an offeror is obligated to take up securities deposited under a take-over bid pursuant to subsection 2.32.1(1), the offeror must

(a) extend the period during which securities may be deposited under the bid for a period of at least 10 days, and

(b) promptly issue and file a news release disclosing the following:

(i) that the minimum tender requirement specified in paragraph 2.29.1(c) has been satisfied,

(ii) the number of securities deposited and not withdrawn as at the expiry of the initial deposit period,

(iii) that the period during which securities may be deposited under the bid has been extended for the mandatory 10-day extension period, and

(iv) in the case of a take-over bid that

(A) is not a partial take-over bid, that the offeror will immediately take up the deposited securities and pay for securities taken up as soon as possible, and in any event not later than 3 business days after the securities are taken up, or

(B) is a partial take-over bid, that the offeror will take up and pay for the deposited securities proportionately in accordance with applicable securities legislation and in any event will take up the deposited securities not later than one business day after the expiry of the mandatory 10-day extension period and pay for securities taken up as soon as possible and in any event not later than 3 business days after the securities are taken up.

Time limit on extension – partial take-over bids

2.31.2 In the case of a partial take-over bid,

(a) the mandatory 10-day extension period must not exceed 10 days, and

(b) the bid must not be extended after the expiry of the mandatory 10-day extension period..

17. Section 2.32 is amended

(a) in subsection (1) by deleting "a take-over bid or***",***

(b) in subsection (2) by

i. deleting "a take-over bid or***", and***

ii. deleting "the***" before "***securities deposited***",***

(c) in subsection (3) by

i. deleting "a take-over bid or***", and***

ii. deleting "the***" after "***the deposit of***",***

(d) in subsection (4) by replacing "An offeror may not extend its take-over bid or***" with "***An offeror must not extend its***",***

(e) in subsection (5) by

i. deleting "a take-over bid or***",***

ii. deleting "only***" before "***required to take up***", and***

iii. adding "only***" before "***the maximum number of securities***", and***

(f) in subsection (6) by deleting "a take-over bid or***".***

18. The Instrument is amended by adding the following section:

Obligation to take up and pay for deposited securities – take-over bids

2.32.1(1) An offeror must immediately take up securities deposited under a take-over bid if, at the expiry of the initial deposit period, all of the following apply:

(a) the deposit period referred to in section 2.28.1, section 2.28.2 or section 2.28.3, as applicable, has elapsed;

(b) all the terms and conditions of the bid have been complied with or waived;

(c) the requirement in paragraph 2.29.1(c) is satisfied.

(2) An offeror must pay for any securities taken up under a take-over bid as soon as possible, and in any event not later than 3 business days after the securities deposited under the bid are taken up.

(3) In the case of a take-over bid that is not a partial take-over bid, securities deposited under the bid during the mandatory 10-day extension period, or an extension period made after the mandatory 10-day extension period, must be

taken up and paid for by the offeror not later than 10 days after the deposit of securities.

(4) In the case of a take-over bid that is not a partial take-over bid, an offeror must not extend its bid beyond the expiry of the mandatory 10-day extension period unless the offeror first takes up all securities deposited under the bid and not withdrawn.

(5) Despite subsection (4), if the offeror extends the bid in circumstances where the rights of withdrawal conferred by paragraph 2.30(1)(b) are applicable, the offeror must extend the bid without the offeror first taking up the securities which are subject to the rights of withdrawal.

(6) Despite subsection (1), an offeror that has made a partial take-over bid is required to take up, by the time specified in that subsection, only the maximum number of securities that the offeror can take up without contravening section 2.23 or section 2.26.1 at the expiry of the bid.

(7) In the case of a partial take-over bid, securities deposited before the expiry of the initial deposit period and not taken up by the offeror in reliance on subsection (6), and securities deposited during the mandatory 10-day extension period, must be taken up by the offeror, in the manner required under section 2.26.1, not later than one business day after the expiry of the mandatory 10-day extension period.

(8) Despite subsection (7), if at the expiry of the mandatory 10-day extension period rights of withdrawal conferred by paragraph 2.30(1)(b) are applicable, securities deposited before the expiry of the initial deposit period and not taken up by the offeror in reliance on subsection (6), and securities deposited during the mandatory 10-day extension period, must be taken up by the offeror, in the manner required under section 2.26.1, not later than one business day after the expiry of the withdrawal period conferred by paragraph 2.30(1)(b)..

19. Section 6.1 is replaced with the following:

6.1(1) The regulator or the securities regulatory authority may grant an exemption from the provisions of this Instrument, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.

(2) Despite subsection (1), in Ontario, only the regulator may grant such an exemption.

(3) Except in Alberta and Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of National Instrument 14-101 *Definitions* opposite the name of the local jurisdiction..

20. Section 6.2 is amended by renumbering it as subsection 6.2(1) and by adding the following subsection:

(2) Despite subsection (1), in Ontario, only the regulator may make such a decision..

21. Section 7.1 is replaced with the following:

7.1 The take-over bid or issuer bid provisions in securities legislation that were in force immediately before May 9, 2016, continue to apply in respect of

(a) every take-over bid and issuer bid commenced before May 9, 2016,

(b) any take-over bid in respect of the securities of an offeree issuer subject to a take-over bid referred to in paragraph (a) commenced on or subsequent to May 9, 2016 and prior to the date of the expiry of a take-over bid referred to in paragraph (a), and

(c) any take-over bid in respect of the securities of an issuer that issued a news release before May 9, 2016 announcing that it intends to effect an alternative transaction, whether pursuant to an agreement or otherwise, commenced on or subsequent to May 9, 2016 and prior to the date of completion or abandonment of the alternative transaction.**.**

22. Section 7.2 is amended

(a) by renumbering it as subsection 7.2(1) and by replacing "This***" with "***Except in Ontario, this***", and***

(b) by adding the following subsection:

(2) In Ontario, this Instrument comes into force on the later of the following:

(a) May 9, 2016;

(b) the day on which sections 1, 2 and 3, subsections 4 (2) and (3), and sections 5, 7, 8 and 10 of Schedule 18 of the *Budget Measures Act, 2015* (Ontario) are proclaimed into force.**.**

23. Form 62-104F1 is amended by replacing "Multilateral***" with "***National***" in paragraph (a) of the General Provisions in Part 1.***

24. Form 62-104F1 is amended by adding the following item:

Item 9.1. Minimum Tender Requirement and Mandatory Extension Period

State the following in italics and boldface type at the top of the cover page of the take-over bid circular:

No securities tendered to this bid will be taken up until (a) more than 50% of the outstanding securities of the class sought (excluding those securities beneficially owned, or over which control or direction is exercised by the offeror or any

person acting jointly or in concert with the offeror) have been tendered to the bid, (b) the minimum deposit period required under applicable securities laws has elapsed, and (c) any and all other conditions of the bid have been complied with or waived, as applicable. If these criteria are met, the offeror will take up securities deposited under the bid in accordance with applicable securities laws and extend its bid for an additional minimum period of 10 days to allow for further deposits of securities..

25. Form 62-104F2 is amended by replacing "Multilateral***" with "***National***" in paragraph (a) of the General Provisions in Part 1.***

26. Form 62-104F3 is amended by replacing "Multilateral***" with "***National***" in paragraph (a) of the General Provisions in Part 1.***

27. Form 62-104F4 is amended by replacing "Multilateral***" with "***National***" in paragraph (a) of the General Provisions in Part 1.***

28. Form 62-104F4 is amended by replacing "revison***" with "***revision***" in item 14.***

29. Form 62-104F5 is amended by replacing "Multilateral***" with "***National***" in paragraph (a) of the General Provisions in Part 1.***

30. Form 62-104F5 is amended by adding the following paragraph under subsection (2) of item 3:

(a.1) if one of the terms referred to in paragraph (a) is the mandatory 10-day extension period required pursuant to paragraph 2.31.1(a) of the Instrument, the number of securities deposited under the take-over bid and not withdrawn as at the date of the variation,**.**

31. Except in Ontario, this Instrument comes into force on May 9, 2016. In Ontario, this Instrument comes into force on the later of the following:

(a) May 9, 2016;

(b) the day on which sections 1, 2 and 3, subsections 4 (2) and (3), and sections 5, 7, 8 and 10 of Schedule 18 of the *Budget Measures Act, 2015* (Ontario) are proclaimed into force.

Alberta Securities Commission

AMENDMENTS TO
MULTILATERAL INSTRUMENT 11-102
PASSPORT SYSTEM

(Securities Act)

Made as a rule by the Alberta Securities Commission on February 10, 2016 pursuant to sections 223 and 224 of the Securities Act.

AMENDMENTS TO
MULTILATERAL INSTRUMENT 11-102 *PASSPORT SYSTEM*

1. Multilateral Instrument 11-102 Passport System is amended by this Instrument.

2. Appendix D is amended by replacing the following:

Take-over bids and issuer bid requirements (TOB/IB) – Restrictions on acquisitions during take-over bid	s.2.2(1) of MI 62-104	s.93.1(1)
TOB/IB – Restrictions on acquisitions during issuer bid	s.2.3(1) of MI 62-104	s.93.1(4)
TOB/IB – Restrictions on acquisitions before take-over bid	s.2.4(1) of MI 62-104	s.93.2(1)
TOB/IB – Restrictions on acquisitions after bid	s.2.5 of MI 62-104	s.93.3(1)
TOB/IB – Restrictions on sales during formal bid	s.2.7(1) of MI 62-104	s.97.3(1)
TOB/IB – Duty to make bid to all security holders	s.2.8 of MI 62-104	s.94
TOB/IB – Commencement of bid	s.2.9 of MI 62-104	s.94.1(1) and (2)
TOB/IB – Offeror's circular	s.2.10 of MI 62-104	s.94.2(1) - (4) of *Securities Act* and s.3.1 of OSC Rule 62-504
TOB/IB – Change in information	s.2.11(1) of MI 62-104	s.94.3(1)

TOB/IB – Notice of change	s.2.11(4) of MI 62-104	s.94.3(4) of *Securities Act* and s.3.4 of OSC Rule 62-504
TOB/IB – Variation of terms	s.2.12(1) of MI 62-104	s.94.4(1)
TOB/IB – Notice of variation	s.2.12(2) of MI 62-104	s.94.4(2) of *Securities Act* and s.3.4 of OSC Rule 62-504
TOB/IB – Expiry date of bid if notice of variation	s.2.12(3) of MI 62-104	s.94.4(3)
TOB/IB – No variation after expiry	s.2.12(5) of MI 62-104	s.94.4(5)
TOB/IB – Filing and sending notice of change or notice of variation	s.2.13 of MI 62-104	s.94.5
TOB/IB – Change or variation in advertised take-over bid	s.2.14(1) of MI 62-104	s.94.6(1)
TOB/IB – Consent of expert – bid circular	s.2.15(2) of MI 62-104	s.94.7(1)
TOB/IB – Delivery and date of bid documents	s.2.16(1) of MI 62-104	s.94.8(1)
TOB/IB – Duty to prepare and send directors' circular	s.2.17 of MI 62-104	s.95(1)–(4) of *Securities Act* and s.3.2 of OSC Rule 62-504
TOB/IB – Notice of change	s.2.18 of MI 62-104	s.95.1(1) and (2) of *Securities Act* and s.3.4 of OSC Rule 62-504
TOB/IB – Filing directors' circular or notice of change	s.2.19 of MI 62-104	s.95.2
TOB/IB – Change in information in director's or officer's circular or notice of change	s.2.20(2) of MI 62-104	s.96(2)
TOB/IB – Form of director's or officer's circular	s.2.20(3) of MI 62-104	s.96(3) of *Securities Act* and s.3.3 of OSC Rule 62-504

TOB/IB – Send director's or officer's circular or notice of change to securityholders	s.2.20(5) of MI 62-104	s.96(5)
TOB/IB – File and send to offeror director's or officer's circular or notice of change	s.2.20(6) of MI 62-104	s.96(6)
TOB/IB – Form of notice of change for director's or officer's circular	s.2.20(7) of MI 62-104	s.96(7) of *Securities Act* and s.3.4 of OSC Rule 62-504
TOB/IB – Consent of expert, directors' circular, etc.	s.2.21 of MI 62-104	s.96.1
TOB/IB – Delivery and date of offeree issuer's documents	s.2.22(1) of MI 62-104	s.96.2(1)
TOB/IB – Consideration	s.2.23(1) of MI 62-104	s.97(1)
TOB/IB – Variation of consideration	s.2.23(3) of MI 62-104	s.97(3)
TOB/IB – Prohibition against collateral agreements	s.2.24 of MI 62-104	s.97.1(1)
TOB/IB – Proportionate take up and payment	s.2.26(1) of MI 62-104	s.97.2(1)
TOB/IB – Financing arrangements	s.2.27(1) of MI 62-104	s.97.3(1)
TOB/IB – Minimum deposit period	s.2.28 of MI 62-104	s.98(1)
TOB/IB – Prohibition on take up	s.2.29 of MI 62-104	s.98(2)
TOB/IB – Obligation to take up and pay for deposited securities	s.2.32 of MI 62-104	s.98.3
TOB/IB – Return of deposited securities	s.2.33 of MI 62-104	s.98.5
TOB/IB – News release on expiry of bid	s.2.34 of MI 62-104	s.98.6
TOB/IB – Language of bid documents	s.3.1 of MI 62-104	n/a

TOB/IB – Filing of documents by offeror	s.3.2(1) of MI 62-104	s.98.7 of *Securities Act* and s.5.1(1) of OSC Rule 62-504
TOB/IB – Filing of documents by offeree issuer	s.3.2(2) of MI 62-104	s.5.1(2) of OSC Rule 62-504
TOB/IB – Time period for filing	s.3.2(3) of MI 62-104	s.5.1(3) of OSC Rule 62-504
TOB/IB – Filing of subsequent agreement	s.3.2(4) of MI 62-104	s.5.1(4) of OSC Rule 62-504
TOB/IB – Certification of bid circulars	s.3.3(1) of MI 62-104	s.99(1)
TOB/IB – All directors and officers sign	s.3.3(2) of MI 62-104	s.99(2)
TOB/IB – Certification of directors' circular	s.3.3(3) of MI 62-104	s.99(3)
TOB/IB – Certification of individual director's or officer's circular	s.3.3(4) of MI 62-104	s.99(4)
TOB/IB – Obligation to provide security holder list	s.3.4(1) of MI 62-104	s.99.1(1)
TOB/IB – Application of Canada Business Corporations Act	s.3.4(2) of MI 62-104	s.99.1(2)
TOB/IB – Early Warning	s.5.2 of MI 62-104	s.102.1(1) – (4) of *Securities Act* and s.7.1 of OSC Rule 62-504
TOB/IB – Acquisitions during bid	s.5.3 of MI 62-104	s.102.2(1) and (2) of *Securities Act* and s.7.2(1) of OSC Rule 62-504
TOB/IB – Copies of news release and report	s.5.5 of MI 62-104	s.7.2(3) of OSC Rule 62-504

with the following:

Take-over bid and issuer bid requirements	NI 62-104

.

3. Except in Ontario, this Instrument comes into force on May 9, 2016. In Ontario, this Instrument comes into force on the later of the following:

   (a) May 9, 2016;

   (b) the day on which sections 1, 2 and 3, subsections 4 (2) and (3), and sections 5, 7, 8 and 10 of Schedule 18 of the *Budget Measures Act, 2015* (Ontario) are proclaimed into force.

Alberta Securities Commission

AMENDMENTS TO
MULTILATERAL INSTRUMENT 13-102
SYSTEM FEES FOR SEDAR AND NRD

(Securities Act)

Made as a rule by the Alberta Securities Commission on February 10, 2016 pursuant to sections 223 and 224 of the Securities Act.

AMENDMENTS TO
MULTILATERAL INSTRUMENT 13-102 *SYSTEM FEES FOR SEDAR AND NRD*

1. Multilateral Instrument 13-102 System Fees for SEDAR and NRD is amended by this Instrument.

2. Subsection 1(1) is amended

   (a) by replacing the definition of "issuer bid***" with the following:***

   "issuer bid" means an issuer bid to which Part 2 of National Instrument 62-104 *Take-Over Bids and Issuer Bids* applies; ***, and***

   (b) by replacing the definition of "take-over bid***" with the following:***

   "take-over bid" means a take-over bid to which Part 2 of National Instrument 62 104 *Take-Over Bids and Issuer Bids* applies.**.**

3. Except in Ontario, this Instrument comes into force on May 9, 2016. In Ontario, this Instrument comes into force on the later of the following:

   (a) May 9, 2016;

   (b) the day on which sections 1, 2 and 3, subsections 4 (2) and (3), and sections 5, 7, 8 and 10 of Schedule 18 of the *Budget Measures Act, 2015* (Ontario) are proclaimed into force.

Alberta Securities Commission

AMENDMENTS TO
NATIONAL INSTRUMENT 43-101
STANDARDS OF DISCLOSURE FOR MINERAL PROJECTS

(Securities Act)

Made as a rule by the Alberta Securities Commission on February 10, 2016 pursuant to sections 223 and 224 of the Securities Act.

AMENDMENTS TO
NATIONAL INSTRUMENT 43-101 *STANDARDS OF DISCLOSURE FOR MINERAL PROJECTS*

1. National Instrument 43-101 Standards of Disclosure for Mineral Projects is amended by this Instrument.

2. Section 1.1 is amended by adding the following definition:

"initial deposit period" has the meaning ascribed to that term in section 1.1 of National Instrument 62-104 *Take-Over Bids and Issuer Bids*;**.**

3. Subparagraph 4.2(5)(a)(ii) is amended by replacing "expiry of the take-over bid***" with "***the expiry of the initial deposit period***".***

4. Except in Ontario, this Instrument comes into force on May 9, 2016. In Ontario, this Instrument comes into force on the later of the following:

(a) May 9, 2016;

(b) the day on which sections 1, 2 and 3, subsections 4 (2) and (3), and sections 5, 7, 8 and 10 of Schedule 18 of the Budget Measures Act, 2015 (Ontario) are proclaimed into force.

Alberta Securities Commission

AMENDMENTS TO
MULTILATERAL INSTRUMENT 51-105
ISSUERS QUOTED IN THE U.S. OVER-THE-COUNTER MARKETS

(Securities Act)

Made as a rule by the Alberta Securities Commission on February 10, 2016 pursuant to sections 223 and 224 of the Securities Act.

AMENDMENTS TO
MULTILATERAL INSTRUMENT 51-105 *ISSUERS QUOTED IN THE U.S. OVER-THE-COUNTER MARKETS*

1. ***Multilateral Instrument 51-105 Issuers Quoted in the U.S. Over-the-Counter Markets is amended by this Instrument.***

2. ***Section 16 is amended by replacing "***Multilateral***" with "***National***".***

3. Except in Ontario, this Instrument comes into force on May 9, 2016. In Ontario, this Instrument comes into force on the later of the following:

   (a) May 9, 2016;

   (b) the day on which sections 1, 2 and 3, subsections 4 (2) and (3), and sections 5, 7, 8 and 10 of Schedule 18 of the *Budget Measures Act, 2015* (Ontario) are proclaimed into force.

Alberta Securities Commission

AMENDMENTS TO
NATIONAL INSTRUMENT 62-103
THE EARLY WARNING SYSTEM AND RELATED TAKE-OVER BID AND INSIDER REPORTING ISSUES

(Securities Act)

Made as a rule by the Alberta Securities Commission on February 10, 2016 pursuant to sections 223 and 224 of the Securities Act.

AMENDMENTS TO
NATIONAL INSTRUMENT 62-103 *THE EARLY WARNING SYSTEM AND RELATED TAKE-OVER BID AND INSIDER REPORTING ISSUES*

1. ***National Instrument 62-103 The Early Warning System and Related Take-Over Bid and Insider Reporting Issues is amended by this Instrument.***

2. ***Subsection 1.1(1) is amended***

   (a) ***by replacing "***MI***" with "***NI***" and deleting "***and, in Ontario, has the meaning ascribed under paragraphs (a.1) to (f) of the definition of "associate" in subsection 1(1) of the *Securities Act* (Ontario)***" in the definition of "***associate***",***

   (b) ***by replacing "***MI***" with "***NI***" and deleting "***and, in Ontario, subsections 102.1(1) and 102.1(2) of the *Securities Act* (Ontario)***" in the definition of "***early warning requirements***",***

   (c) ***by replacing the definition of "***formal bid***" with the following:***

"formal bid" means a take-over bid or issuer bid made in accordance with Part 2 of NI 62-104; **,**

(d) ***by repealing the definition of "***MI 62-104***",***

(e) ***by replacing "***MI***" with "***NI***" and deleting "***and, in Ontario, subsection 102.1(3) of the *Securities Act* (Ontario)***" in the definition of "***moratorium provisions***", and***

(f) ***by adding the following definition:***

"NI 62-104" means National Instrument 62-104 Take-Over Bids and Issuer Bids;**.**

3. ***Appendix D is amended***

(a) ***by replacing "***MI 62-104***" with "***NI 62-104***" wherever the expression occurs, and***

(b) ***by replacing "***Subsections 1(5) and 1(6) and sections 90 and 91 of the *Securities Act* (Ontario)***" with "***Subsections 1(5) and 1(6) of the *Securities Act* (Ontario) and sections 1.8 and 1.9 of NI 62-104***".***

4. Except in Ontario, this Instrument comes into force on May 9, 2016. In Ontario, this Instrument comes into force on the later of the following:

(a) May 9, 2016;

(b) the day on which sections 1, 2 and 3, subsections 4 (2) and (3), and sections 5, 7, 8 and 10 of Schedule 18 of the *Budget Measures Act*, 2015 (Ontario) are proclaimed into force.

Alberta Securities Commission

AMENDMENTS TO
***ALBERTA SECURITIES COMMISSION RULES* (GENERAL)**

(Securities Act)

Made as a rule by the Alberta Securities Commission on February 10, 2016 pursuant to sections 223 and 224 of the Securities Act.

AMENDMENTS TO
***ALBERTA SECURITIES COMMISSION RULES* (GENERAL)**

1. ***The Alberta Securities Commission Rules (General) are amended by this Instrument.***

2. ***Subsection 26(2) is amended by replacing "***Multilateral" ***with "***National***" wherever it occurs.***

3. This Instrument comes into force on May 9, 2016.

Alberta Securities Commission

Erratum

Item 7(a) of Form 43-101F1 *Technical Report* which appeared in Part 1 of the May 31, 2011 edition of the Alberta Gazette and which came into force on June 30, 2011 contained an error. It should have appeared as follows:

Item 7: Geological Setting and Mineralization – Describe

(a) the regional, local and property geology; and

Seniors and Housing

Hosting Expenses Exceeding $600.00
For the Period October 1, 2015 to December 31, 2015

Function: 2015 Minister's Seniors Service Awards (MSSA)
Date: October 6, 2015
Amount: $9,300.54
Purpose: To celebrate the winners for the 2015 Minister's Seniors Service Award program. The Service Awards recognized individuals and organizations that volunteer to support Alberta seniors. The Minister and her MLA colleagues attended the event.
Location: Edmonton, Alberta

ADVERTISEMENTS

Irrigation District Notice

Enforcement Return

(Irrigation Districts Act)

Bow River Irrigation District

Notice is hereby given that the Justice of the Court of Queen's Bench of the Judicial District of Lethbridge has fixed May 2, 2016 as the day on which at 10:00 a,m. the court will sit in the Court House, Lethbridge, Alberta for the purpose of confirmation of the Rate Enforcement Return of the Bow River Irrigation District for the year 2015 and prior years.

Dated at Vauxhall, Alberta, March 23, 2016

7-8 Richard Phillips, P. Eng., *General Manager.*

St. Mary River Irrigation District

Notice is hereby given that the Court of Queen's Bench of Alberta, Judicial Centre of Lethbridge, has fixed Monday, May 2nd, 2016 as the day on which at 10:00 a.m., the Court will sit at the Court House, Lethbridge, Alberta for the purpose of confirmation of the Enforcement Return for the St. Mary River Irrigation District covering rates assessed for the year 2014.

Dated at Lethbridge, Alberta, March 7, 2016

6-7 Terrence Lazarus, R.E.T., *General Manager.*

Taber Irrigation District

Notice is hereby given that the Court of Queen's Bench of the Judicial District of Lethbridge, has fixed Monday, May 2, 2016 as the day on which at the hour of 10:00 a.m., the Court will sit at the Court House, Lethbridge, Alberta, for the purpose of confirmation of the Rate Enforcement Return for the Taber Irrigation District covering rates assessed for the year 2014.

Dated at Taber, Alberta, March 15, 2016

6-7 Christopher W. Gallagher, *District Manager*

Western Irrigation District

Notice is hereby given that a Justice of the Court of Queen's Bench of Alberta has fixed Wednesday, May 11, 2016 as the day on which, at the hour of 10:00 a.m., or so soon thereafter as the application can be heard, the Court will sit in Chambers, at the Court House, 601 - 5 Street S.W. in Calgary, Alberta, for the purpose of confirmation of the Enforcement Return for the Western Irrigation District covering rates assessed for the year 2014.

Dated at Strathmore, Alberta, February 24, 2016.

6-7 Erwin Braun, P.L. (Eng), *General Manager.*

Notice of Certificate of Intent to Dissolve

(Business Corporations Act)

Notice is hereby given that a Certificate of Intent to Dissolve was issued to **Bow North Synergy Association** on December 23, 2015.

Dated at at Calgary, Alberta on March 31, 2016.

Robert Ollerenshaw, *Director.*

Notice of Creditors Meeting

(Companies Act)

Banff Heritage Tourism Corporation

Banff Heritage Tourism Corporation, registered under the *Companies Act*, Alberta as Corporate access Number 519897425 (the "Company") is in the process of winding up in accordance with Part 10 (Division 5) of the *Companies Act* (Alberta).

Take notice that a meeting of the creditors of the Company will be held on April 22, 2016 commencing at 2:00pm at 202 – 216 Banff Avenue, Banff, Alberta to discuss any issues surrounding the voluntary winding up of the Company with the liquidator.

Dated at Banff, Alberta on March 31, 2016.

Eric Harvie, *Solicitor.*

Public Sale of Land

(Municipal Government Act)

Municipal District of Wainwright No. 61

Notice is hereby given that under the provisions of the *Municipal Government Act*, the Municipal District of Wainwright No. 61 will offer for sale, by public auction, at the office of the Municipal Administrator, 717 – 14th Avenue, Wainwright, Alberta, on Tuesday, June 21st, 2016, at 2:00 p.m., the following lands:

Pt. of Sec.	Sec. Lot	Twp. Block	Rge. Plan	M.	
PT. NW	01	44	4	W4	3.01 Acres
PT. SW	02 LOT 1	48 BLK. 1	10 PLAN 9121825	W4	1.61 Acres

Each parcel will be offered for sale subject to a reserve bid and to the reservations and conditions contained in the existing Certificate of Title.

The Municipal District of Wainwright No. 61 may, after the public auction, become the owner of any parcel of land not sold at the public auction.

Terms: Cash

Redemption may be effected by payment of all arrears of taxes and costs at any time prior to the sale.

Dated at Wainwright, Alberta, March 31st, 2016.

Mr. Kelly Buchinski, *Municipal Administrator*.

Town of Innisfail

Notice is hereby given that under the provisions of the Municipal Government Act, the Town of Innisfail will offer for sale, by public auction, at the Town Office, 4943 53 Street, Innisfail, Alberta, on Wednesday, June 8, 2016, at 10:00 a.m., the following lands:

Lot	Block	Plan
1	48	7622352
22	60	7721970
6	40	3733P

Each parcel will be offered for sale subject to a reserve bid and to the reservations and conditions contained in the existing Certificate of Title. The property is being offered for sale on an "as is, where is" basis, and the Town of Innisfail makes no representation and gives no warranty whatsoever of the adequacy of services, soil conditions, land use districting, building and development conditions, absence or presence of environmental contamination, vacant possession or the development possibilities of the subject land for any intended use by the successful bidder. No terms or conditions will be considered other than those specified by the Town of Innisfail. The successful bidder will be required to execute a Sale Agreement in a form and substance acceptable to the Town of Innisfail. No further information is available at auction regarding the lands to be sold.

The Town of Innisfail may, after the public auction, become the owner of any parcel of land not sold at the public auction.

Terms of sale are Cash, Bank Draft or Certified Cheque. A 30% deposit is payable upon acceptance of the bid at public auction. The balance of the accepted bid is due within 15 days, or the deposit will be forfeited and the Town will consider the next bid.

Redemption may be effected by payment of all arrears of taxes and costs at any time prior to the sale.

Dated at Innisfail, Alberta, March 28, 2016.

Heather Whymark, *Director of Corporate Services*.

Town of Lamont

Notice is hereby given that under the provisions of the *Municipal Government Act*, the Town of Lamont will offer for sale, by public auction, in the Council Chambers of the Lamont Town Office, Lamont, Alberta, on Wednesday, June 15, 2016, at 1:00 p.m., the following lands:

LINC Number	Legal Description	Title Number
0033164369	Plan 0823278, Block 11, Lot 76	082 474 914
0021191283	Plan 127HW, Block 8, Pt. of Lot 7	102 138 681

All properties are subject to the Tax Sale if the total property taxes remain outstanding prior to the Tax Sale.

Each parcel will be offered for sale subject to a reserve bid and to the reservations and conditions contained in the existing Certificate of Title.

The land is being offered for sale on an "as is, where is" basis and the Town of Lamont makes no representation and gives no warranty whatsoever as to the adequacy of services, soil conditions, land use districting, building and development conditions, absence or presence of environmental contamination, or the developability of the subject land for any intended use by the Purchaser. No bid will be accepted where the bidder attempts to attach conditions precedent to the sale of any parcel. No terms and conditions of sale will be considered other than those specified by Town of Lamont.

The Town of Lamont may, after the public auction, become the owner of any parcel of land not sold at the public auction.

Terms: one-third cash or certified cheque is required on the date of sale and the balance within 30 days. All sales are subject to current taxes. GST may apply on properties sold at the public auction.

Redemption may be effected by payment of all arrears of taxes and costs at any time prior to the sale. Properties may be deleted from this list as the tax arrears and costs are paid.

Dated at Lamont, Alberta, April 1, 2016.

Sandi Maschmeyer, *Chief Administrative Officer*.

Village of Big Valley

Notice is hereby given that under the provisions of the *Municipal Government Act*, the Village of Big Valley will offer for sale, by public auction, in the Village Office, 29 – 1 Avenue S., Big Valley, Alberta, on Friday, June 24, 2016, at 10:00 a.m., the following lands:

Lot	Block	Plan	C of T
2	2	4035AF	122252400

Each parcel will be offered for sale subject to a reserve bid and to the reservations and conditions contained in the existing Certificate of Title.

These properties are being offered for sale on “as is” “where is” basis and the Village of Big Valley makes no representation and gives no warranty whatsoever as to the adequacy of services, soil conditions, land use districting, building and development conditions, absence or presence of environmental contamination, or the developability of the subject land for any intended use by the Purchaser.

The Village of Big Valley may, after the public auction, become the owner of any parcel of land not sold at the public auction.

Terms: Cash or Certified Cheque. 10% Deposit and balance payable within 30 days of date of Public Auction.

The purchaser of the property will be responsible for property taxes for the current year.

Redemption may be effected by payment of all arrears of taxes and costs at any time prior to the sale.

Dated at Big Valley, Alberta, March 29, 2016.

Michelle White, *Chief Administrative Officer*.

Village of Forestburg

Notice is hereby given that under the provisions of the Municipal Government Act, the Village of Forestburg will offer for sale, by public auction, in the Village of Forestburg Council Chambers, 4902 – 50 Street, Forestburg, Alberta, on Wednesday, June 1, 2016, at 10:00 a.m., the following lands:

C of T	Lot	Block	Plan
132129359	12	10	0823574

Each parcel will be offered for sale subject to a reserve bid and to the reservations and conditions contained in the existing Certificate of Title.

The Land is being offered for sale on an “as is, where is” basis, and Village of Forestburg makes no representation and gives no warranties whatsoever as to the adequacy of services, soil conditions, land use districting, building and development conditions, absence or presence of environmental contamination, or the development ability of the subject land for any intended use by the purchaser.

No bid will be accepted where the bidder attempts to attach conditions precedent to the sale of the parcel. No terms and conditions will be considered other than those specified by the Village of Forestburg.

The Village of Forestburg may, after the public auction, become the owner of any parcel of land not sold at the public auction.

Terms: Cash, Certified Cheque or Bank Draft. 10% non-refundable deposit on the day of the sale and balance due within 24 hours of the Public Auction. GST will apply if applicable.

Redemption may be effected by payment of all arrears of taxes and costs at any time prior to the sale.

Dated at the Village of Forestburg, Alberta, March 22, 2016.

Debra A. Moffatt, *CAO*.

Village of Warner

Notice is hereby given that, under the provisions of the Municipal Government Act, the Village of Warner will offer for sale, by public auction, at the Municipal Office, 210 3rd Ave, Warner, Alberta, on June 15th, 2016, at 1:30 p.m., the following lands:

LOT	BLOCK	PLAN	TITLE
6	25	9111550	991366579
7	25	9111550	991366579 +1
S60’ 1-4	6	4068N	091339135
19-20	3	4068N	091141770

Each parcel will be offered for sale, subject to a reserve bid and to the reservations and conditions contained in the existing certificate of title.

The land is being offered for sale on an “as is, where is” basis, and the Village of Warner makes no representation and gives no warranty whatsoever as to the adequacy of services, soil conditions, land use districting, building and development conditions, absence or presence of environmental contamination, vacant possession or the developability of the subject land for any intended use by the Purchaser.

No bid will be accepted where the bidder attempts to attach conditions precedent to the sale of any parcel. No terms and conditions of sale will be considered other than those specified by the Village of Warner. No further information is available at the auction regarding the lands to be sold.

The Village of Warner may, after the public auction, become the owner of any parcel of land not sold at the public auction.

Terms: 10% deposit by way of cash, bank draft or certified cheque, made payable to the Village of Warner, on the date of the public auction, with final payment to be received within 30 days, by cash, bank draft or certified cheque made payable to the Village of Warner. Failure to pay the balance within the specified time will result in the forfeit of the deposit and the Village will consider the next bid. The above property may be subject to GST.

Redemption may be effected by payment of all arrears of taxes and costs at any time prior to the sale.

Dated at Warner, Alberta, March 16, 2016.

Jon Hood, *Chief Administrative Officer*.

NOTICE TO ADVERTISERS

The Alberta Gazette is issued twice monthly, on the 15th and last day.

Notices and advertisements must be received ten full working days before the date of the issue in which the notices are to appear. Submissions received after that date will appear in the next regular issue.

Notices and advertisements should be typed or written legibly and on a sheet separate from the covering letter. An electronic submission by email or disk is preferred. Email submissions may be sent to the Editor of The Alberta Gazette at albertagazette@gov.ab.ca. The number of insertions required should be specified and the names of all signing officers typed or printed. Please include name and complete contact information of the individual submitting the notice or advertisement.

Proof of Publication: Statutory Declaration is available upon request.

A copy of the page containing the notice or advertisement will be emailed to each advertiser without charge.

The dates for publication of Tax Sale Notices in The Alberta Gazette are as follows:

Issue of	*Earliest date on which sale may be held*
April 30	June 10
May 14	June 24
May 31	July 11
June 15	July 26
June 30	August 10
July 15	August 25
July 30	September 9
August 15	September 25
August 31	October 11
September 15	October 26
September 30	November 10
October 15	November 25

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