

**IN THE MATTER OF THE SECURITIES ACT, 1990
S.N. 1990, CHAPTER 48 ("the Act")**

AND

**IN THE MATTER OF
RULES FOR SHELF PROSPECTUS OFFERINGS
AND FOR PRICING OFFERINGS AFTER THE
PROSPECTUS IS RECEIPTED**

**BLANKET RULING
(Subsection 75(1))**

UPON the motion of the Director of Securities (the "Director") pursuant to the powers conferred on the Director by section 146 of the Act for a blanket ruling pursuant to subsection 75(1) of the Act with respect to distributions of securities effected in compliance with National Policy Statement No. 44 entitled "Rules for Shelf Prospectus Offerings and For Pricing Offerings After the Prospectus is Receipted" ("NP 44"), which is attached hereto as Schedule "A";

AND UPON the Director being of the opinion that to so rule will provide more flexibility and reduce the burdens, costs and time pressures for issuers seeking to access the capital markets through a prospectus offering without reducing the existing benefits of investor protection or the degree and quality of disclosure to the public;

AND UPON the Director being satisfied that to so rule would not be prejudicial to the public interest;

IT IS RULED pursuant to subsection 75(1) of the Act that section 54 of the Act shall not apply:

1. insofar as that section concerns the form and content of a preliminary prospectus and a prospectus filed under section 54 of the Act, with respect to distributions of securities effected in compliance with NP 44;
2. insofar as, with respect to distributions of securities effected in compliance with NP 44, NP 44 modifies the requirements of section 58 of the Act to file an amendment to a preliminary prospectus or prospectus filed under section 54 of the Act; and
3. insofar as, pursuant to section 63 of the Act, the distribution of securities pursuant to a prospectus filed under subsection 54(1) of the Act shall not continue longer than twelve months from the later of either:
 - (a) the date of the issuance of a receipt for the preliminary prospectus relating to such securities; or

(b) the date of the last prospectus filed under section 63 of the Act,

unless specified procedures are followed and filings are made, with respect to distributions of securities effected in compliance with the Shelf Procedures set forth in NP 44;

provided that:

4. a preliminary short form prospectus and short form prospectus or a preliminary prospectus and a prospectus complying with NP 44 are filed under section 54 of the Act pursuant to and in accordance with the requirements and procedures set forth in NP 44;
5. such preliminary short form prospectus and short form prospectus or preliminary prospectus and prospectus are supplemented and amended pursuant to, and in accordance with, the requirements and procedures set forth in NP 44, including the filing of amendments complying with NP 44 under section 58 of the Act; and
6. the distribution of securities pursuant to such preliminary short form prospectus and short form prospectus or preliminary prospectus and prospectus shall otherwise comply with and be subject to the provisions of the Act.

DATED at St. John's, Newfoundland this 8th day of May, 1991.

WILLIAM P. GILLIES, Q.C.
Director of Securities (Acting)