

THE MANITOBA SECURITIES COMMISSION
MSC Rule No. 2001-5
(Section 149.1, *The Securities Act*)

LOCAL RULE 44-802 IMPLEMENTING
NATIONAL INSTRUMENT 44-102
SHELF DISTRIBUTIONS

PART 1 – DEFINITIONS

Definitions and interpretation

1.1 In this Rule:

(i) “NI 44-101” means National Instrument 44-101 *Short Form Prospectus Distributions*;

(ii) “NI 44-102” means National Instrument 44-102 *Shelf Distributions* ; and

(iii) “shelf distribution” means a distribution:

(A) in respect of which a preliminary base shelf prospectus and base shelf prospectus that-comply with the requirements of NI 44-102 are filed under section 37 of the Act in accordance with the requirements and procedures set out in NI 44-102;

(B) in respect of which the preliminary base shelf prospectus and base shelf prospectus referred to in paragraph (A) are supplemented and amended under sections 40 and 55 of the Act to the extent required by, and in accordance with, the procedures set out in NI 44-102; and

(C) for which the procedures of NI 44-102 are available and that otherwise complies with the requirements and procedures set out in the Act, Regulations and The Manitoba Securities Commission rules as varied by NI 44-102 and this Rule.

1.2 Each term used in this Rule that is defined or interpreted in Part 1 of NI 44-102 has the meaning given to it in that Part.

PART 2 – EXEMPTIONS FROM CERTAIN PROSPECTUS REQUIREMENTS

Exemptions from Part VII of the Act

2.1 To the extent that they are inconsistent with NI 44-101, as varied by NI 44-102, the requirements of Part VII of the Act, the Securities Regulation and The Manitoba Securities

Commission Rules thereunder, as they concern the form and content of a preliminary prospectus and a prospectus, do not apply to a shelf distribution.

PART 3 – LAPSE DATE

Lapse date specified

3.1 Where an issuer has filed and obtained a receipt for a preliminary base shelf prospectus and a base shelf prospectus in accordance with the procedures set out in NI 44-102 and this rule, section 56 of the Act does not apply provided that a new base shelf prospectus that complies with the requirements and procedures set out in the Act, Regulations and The Manitoba Securities Commission rules as varied by NI 44-102 and this Rule be filed with the commission and a receipt therefore obtained within 20 days from the expiration of 25 months from the date of the issuance of the receipt for the base shelf prospectus.

PART 4 – EFFECTIVE DATE

Effective date

4.1 This Rule comes into force on April 11, 2001.

THE MANITOBA SECURITIES COMMISSION
MSC Rule No. 2001-5
(Section 149.1, *The Securities Act*)

LOCAL RULE 44-802 IMPLEMENTING
NATIONAL INSTRUMENT 44-102
SHELF DISTRIBUTIONS

TABLE OF CONTENTS

PART	TITLE	PAGE
PART 1	DEFINITIONS	1
	1.1 Definitions and interpretation	1
PART 2	EXEMPTIONS FROM CERTAIN PROSPECTUS REQUIREMENTS	1
	2.1 Exemptions from Part VII of the Act	1
PART 3	LAPSE DATE	2
	3.1 Lapse date specified	2
PART 4	EFFECTIVE DATE	2
	5.1 Effective date	2