

MSC NOTICE 2004-11

NOTICE AND REQUEST FOR COMMENT

**PROPOSED RULE 51-802 IMPLEMENTING NATIONAL INSTRUMENT 51-102
CONTINUOUS DISCLOSURE OBLIGATIONS AND NATIONAL INSTRUMENT 71-102
CONTINUOUS DISCLOSURE OBLIGATIONS AND OTHER EXEMPTIONS RELATING TO
FOREIGN ISSUERS**

Introduction

The Commission is publishing for comment a proposed Commission Rule 51-802 *Implementing National Instrument 51-102 Continuous Disclosure Obligations and National Instrument 71-102 Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* (the "Proposed Implementing Rule").

Substance and Purpose

The Proposed Implementing Rule is a local Manitoba rule implementing National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102") and National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* ("NI 71-102") in Manitoba. The Proposed Implementing Rule contains exemptions from certain provisions of the *Securities Act* (Manitoba) (the "Act") and rules made under the Act that are necessary in order to implement NI 51-102 and NI 71-102.

Comments

Interested parties are invited to make written submissions with respect to the Proposed Implementing Rule. Submissions received by March 30, 2004 will be considered. Submissions should be addressed to the Commission at the following address:

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If you are not sending your comments by e-mail, please send a diskette containing your comments (in Windows format, Word).

Text of Proposed Rule

The text of the Proposed Implementing Rule follows.

January 30, 2004