

**THE MANITOBA SECURITIES COMMISSION**

**MSC Rule No. 2001-\*\***

(Section 149.1, *The Securities Act*)

**LOCAL RULE 41-501**

***USE OF PROSPECTUS COMPLYING WITH  
ONTARIO SECURITIES COMMISSION REQUIREMENTS***

**PART 1 – DEFINITIONS & INTERPRETATION**

**Definitions and interpretation**

**1.1** In this Rule:

"**Act**" means *The Securities Act*;

"**OSC Rule 41-501**" means Rule 41-501 *General Prospectus Requirements* of the Ontario Securities Commission, made effective December 31, 2000.

**PART 2 – DESIGNATION OF FORM**

**Designation of form**

**2.1** Form of Prospectus

(a) A preliminary prospectus prepared and certified in accordance with OSC Rule 41-501 is a preliminary prospectus for the purposes of section 37 of the Act.

(b) A prospectus prepared and certified in accordance with OCS Rule 41-501 is a prospectus for the purposes of section 37 of the Act.

(c) References in Schedule "A" to the Securities Regulation to a preliminary prospectus or a prospectus include a preliminary prospectus or a prospectus, respectively, prepared and certified in accordance with OSC Rule 41-501 and filed with the commission.

**PART 3 – PROSPECTUS FORM AND CONTENT REQUIREMENTS**

**Exemptions from the Act**

**3.1** Section 47 of the Act does not apply to a preliminary prospectus or a prospectus prepared and certified in accordance with OSC Rule 41-501.

## **Interpretation and Variation of OSC Rule 41-501**

### **3.2** For the purposes of section 2.1,

(a) references to OSC Rule 41-501, or in the form referred to in section 1.1 of OSC Rule 41-501, to the provisions of securities legislation of Ontario set out in column I of the table below shall be interpreted as references to the corresponding provisions of securities legislation of Manitoba set out in column II of the table below.

<b>I</b> <b>Securities Act (Ontario)</b>	<b>II</b> <b>Securities Act (Manitoba)</b>
Subsection 57(1) Section 58 Subsection 58(1) Section 59 Subsection 61(2) Section 62 Subsection 65(1) Section 67	Subsection 40(2) and section 55 Section 52 Subsection 52(1) Section 53 Subsection 40(1) Section 56 Subsection 38(1) Subsection 38(4)
<b>Forms</b> Item 30 of former Form 12	<b>Forms</b> Item 21(I) of Form 9 and Form 11

(b) the form referred to in paragraph 13.2(2)2 of OSC Rule 41-501 shall be varied by replacing or supplementing the information concerning the public official set out in paragraph (a)(iv) of the form by the following:

Director – Corporate Finance  
The Manitoba Securities Commission  
1130-405 Broadway  
Winnipeg, Manitoba R3C 3L6  
Telephone: (204) 945-2555

(c) the forms referred to in paragraphs 13.3(1)2 and 3 of OSC Rule 41-501 shall be varied by replacing or supplementing references to “Ontario” and to “Ontario securities laws” by reference to “Manitoba” and “Manitoba securities legislation”, as the case may be.

## **Certification requirements**

**3.3** Except as they are supplemented by section 12.1 and 12.2 of OSC Rule 41-501, this rule does not affect the requirements of Part VII of the Act concerning the inclusion and content of certificates in a preliminary prospectus, a prospectus or an amendment to a prospectus.

## PART 4 – CITATION AND EFFECTIVE DATE

### **Citation**

**4.1** This Rule may be cited as MSC Rule 2001-\*\* or Local Rule 41-501.

### **Effective date**

**4.2** This Rule comes into force on January 1, 2001.