



Securities Act
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IMPLEMENTING RULE 45-801

Prospectus and Registration Exemptions

PART I DEFINITION

1. In this Rule, “Implementing Rule 11-801” means Implementing Rule 11-801 *Implementation of CSA Instruments* made under the Act, effective October 26, 2008, as amended.

PART II ADOPTION OF NATIONAL INSTRUMENT

2. National Instrument 45-106 *Prospectus and Registration Exemptions* of the Canadian Securities Administrators, effective September 28, 2009, is adopted and made a rule under section 169 of the Act.

PART III CONSEQUENTIAL AMENDMENTS TO NATIONAL INSTRUMENTS

3. The following amendments made by the Canadian Securities Administrators, effective September 28, 2009, are adopted and made rules under section 169 of the Act:

- (a) amendments to National Instrument 33-105 *Underwriting Conflicts*;
- (b) amendments to National Instrument 45-102 *Resale of Securities*;
- (c) amendments to National Instrument 51-102 *Continuous Disclosure Obligations*.

PART IV REPEAL OF NATIONAL INSTRUMENT

4. (1) National Instrument 45-106 *Prospectus and Registration Exemptions* of the Canadian Securities Administrators, which came into force on September 14, 2005, is repealed as a rule under section 169 of the Act.

PART V CONSEQUENTIAL AMENDMENTS TO LOCAL RULE

5. Implementing Rule 11-801 is amended by repealing subsections 3(8) and (9).

PART VI EFFECTIVE DATE

6. This instrument comes into force on September 28, 2009.