

IN THE MATTER OF THE *SECURITIES ACT*,  
R.S.N.W.T. 1988, ch. S-5, AS AMENDED

**AMENDMENT NO. 5**  
**TO**  
**BLANKET ORDER NO. 1**

WHEREAS subsection 27(2)(b) of the *Securities Act* provides that no person or corporation shall trade in any security unless the person or corporation files a prospectus or statement of material facts with the Registrar, or unless the Registrar has ordered that a prospectus or statement of material facts need not be filed;

AND WHEREAS the Registrar issued Blanket Order No. 1 on May 16, 1997, to exempt certain trades in securities from the requirement to file a prospectus in the Northwest Territories;

AND WHEREAS the Registrar is of the opinion that Blanket Order No. 1 should be amended to exempt unincorporated entities, on the same basis as corporations, from the requirement to file a prospectus in connection with an amalgamation, merger, reorganization or arrangement;

**NOW, THEREFORE, IT IS ORDERED THAT BLANKET ORDER NO. 1 IS AMENDED AS FOLLOWS:**

**1. Section 3 is amended by repealing paragraph (g) and by substituting the following:**

- (g) the trade is made in a security in connection with:
  - (i) an amalgamation, merger, reorganization or arrangement that is under a statutory procedure; or
  - (ii) an amalgamation, merger, reorganization or arrangement that
    - (A) is described in an information circular, proxy statement or similar disclosure record and the information circular, proxy statement or similar disclosure record is delivered to each security holder whose approval of the amalgamation, merger, reorganization or arrangement is required before it can proceed; and
    - (B) is approved by the security holders referred to in subclause (A);

**DATED** at Yellowknife in the Northwest Territories this 18th day of May, 2005.

**“Gary MacDougall”**

Gary I. MacDougall  
Registrar of Securities