

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

**AMENDMENT NO. 6**  
**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 *National Instrument 45-106 Prospectus and Registration Exemptions* will come into effect on September 14, 2005, providing for uniform or harmonized exemptions across Canada;

AND WHEREAS the Registrar is of the opinion that Blanket Order No. 1 should be amended to repeal those exemptions that are replaced by corresponding exemptions under *National Instrument 45-106 Prospectus and Registration Exemptions*;

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

**1. Section 1 is amended by**

- (a) repealing the following definitions in subsection (1):**
  - (i) *Act*;**
  - (ii) *contract*;**
  - (iii) *contractual right of action*;**
  - (iv) *director*;**
  - (v) *financial institution*;**
  - (vi) *offering memorandum*;**
  - (vii) *officer*;**
  - (viii) *private corporation*;**

- (ix) **private mutual fund;**
- (x) **senior officer;**
- (xi) **spousal equivalent;**
- (xii) **variable insurance contract;**
- (b) **striking “broker” wherever it appears in paragraph (2) (b) and substituting “dealer or adviser”; and**
- (c) **repealing paragraphs (2) (c) and (d).**

**2. Section 2 is amended by**

- (a) **striking “A prospectus or statement of material facts” in the opening words of the section and substituting “Subject to *National Instrument 45-102 Resale of Securities*, a prospectus”; and**
- (b) **striking “under section 3” in paragraph (a) and substituting “under section 3 or *National Instrument 45-106 Prospectus and Registration Exemptions*”.**

**3. Sections 3 to 7 are repealed and the following is substituted:**

3. A prospectus need not be filed with the Registrar in respect of a trade which is a distribution where:
- (a) except in respect of a trade in a security of an issuer from the holdings of a control person, the trade is made to a lender, pledgee, mortgagee or other encumbrancer for the purpose of giving collateral for a *bona fide* debt;
  - (b) the trade is in securities issued by a co-operative association pursuant to the *Co-operative Associations Act*; or
  - (c) the trade is made under a distribution commenced before September 14, 2005, in reliance upon an exemption that applied before that date, provided that all terms and condition of the exemption as they applied before that date are complied with.
4. A statement of material facts need not be filed with the Registrar in respect of a trade in any case where a prospectus need not be filed, subject to the same terms and conditions that apply to a trade where a prospectus need not be filed.
5. The exemptions in sections 3 and 4 are not available with respect to a distribution of a security by an issuer that is in default of any requirement of the *Securities Act*, the regulations made under the *Securities Act* or a decision of the Registrar.

**4. Forms 1, 2 and 3 are repealed.**

**5. These amendments come into force on September 14, 2005.**

**DATED** at Yellowknife in the Northwest Territories this 1<sup>st</sup> day of September, 2005.

**“Gary MacDougall”**

Gary I. MacDougall  
Registrar of Securities