

## ANNEX E

### LOCAL MATTERS

In Saskatchewan the proposed Multilateral Instrument 61-101 *Protection of Minority Shareholders in Special Transactions* are being made under the following provisions of *The Securities Act, 1988*:

- Paragraph 154 (1) (r) authorizes the Authority to make regulations governing disclosure obligations pursuant to Parts XIV and XV and the regulations and, without limiting the generality of the foregoing: (i) requiring any person or company or class of persons or companies to comply with Parts XIV and XV and the regulations; (ii) prescribing disclosure requirements, including the form, content, preparation, review, audit, approval, certification, filing, delivery and use of disclosure documents;
- Paragraph 154 (1) (y.1) authorizes the Authority to make regulations governing insider trading, early warning and self-dealing and, without limiting the generality of the foregoing requiring any issuer, class of issuer or other person or company to comply with any of the requirements of Part XVII or the regulations etc;
- Paragraph 154 (1) (z) authorizes the Authority to make regulations respecting any matter necessary or advisable for regulating offers to acquire securities, acquisitions or redemptions of securities, business combinations or related party transactions, including, but not limited to:
  - (i) prescribing requirements or prohibitions relating to the conduct or management of the affairs of an issuer and its directors and officers before, during or after an offer to acquire, acquisition, redemption, business combination or related party transaction;
  - (ii) prohibiting a person or company from purchasing or trading a security or a related financial instrument before, during or after an offer to acquire, acquisition, redemption, business combination or related party transaction;
  - (iii) prescribing records required to be filed or delivered to a person or company; and
  - (iv) prescribing different requirements or prohibitions for different classes of persons or companies.
- Paragraph 154 (1) (dd.2) authorizes the Authority to make regulations providing for the application of Part XVIII.1 to the acquisition of an issuer's security pursuant to a distribution that is exempt from section 58 and to the acquisition or disposition of an issuer's security in connection with or pursuant to a take-over bid or issuer bid;
- Paragraph 154 (1) (jj) authorizes the Authority to make regulations respecting the filing of records pursuant to this Act or the regulations;
- Paragraph 154 (1) (ll) authorizes the Authority to make regulations establishing requirements for and procedures with respect to the use of an electronic or computer-based system for the

filing, delivery or deposit of documents or information, including requirements for paying charges or fees in connection with the use of the system;

- Paragraph 154 (1) (oo) authorizes the Authority to make regulations exempting any person, company, trade, security or derivative from all or any provision of this Act or the regulations, including prescribing any terms or limitations on an exemption and requiring compliance with those terms or limitations;
- Paragraph 154 (1) (oo.1) authorizes the Authority to make regulations prescribing circumstances and conditions for the purpose of an exemption pursuant to clause (oo), including:
  - (i) conditions relating to the laws of another jurisdiction or relating to an exemption from those laws granted by a securities regulatory authority in that jurisdiction; or
  - (ii) conditions that refer to a person or company or class of persons or companies designated by the Commission.
- Paragraph 154 (1) (yy) authorizes the Authority to make regulations respecting any matter or thing that the Lieutenant Governor in Council considers necessary or desirable to carry out the purposes of this Act.