

**ALBERTA SECURITIES COMMISSION
NOTICE**

***AMENDMENTS TO ALBERTA SECURITIES COMMISSION RULES (GENERAL)
CONSEQUENTIAL TO STATUTORY AMENDMENTS RELATING
TO CIVIL LIABILITY FOR SECONDARY MARKET DISCLOSURE***

December 31, 2006

The Alberta Securities Commission (ASC) amended the Alberta Securities Commission Rules (General) (the Rules), by adding Part 16.1 “Civil Liability for Secondary Market Disclosure” to the Rules.

Background

On May 24, 2006, the *Securities Amendment Act*, 2006, S.A. 2006, c. 30 (the Amendment Act) received Royal Assent. Section 52 of the Amendment Act established a secondary market civil liability regime through the addition of Part 17.01 “Civil Liability for Secondary Market Disclosure” to the *Securities Act* (Alberta) (the Act). Section 52 was proclaimed on December 31, 2006.

The amendments to the Rules define key terms used in Part 17.01 and, for the purpose of sub clauses 211.02(b) and (c), prescribe transactions to which Part 17.01 applies.

Further amendment

Proclamation of section 33 of the Amendment Act, which repeals and replaces certain provisions of the Act relating to take-over bids and issuer bids, will occur concurrently with the implementation of proposed National Instrument 62-104 *Take-Over Bids and Issuer Bids* (the Take-Over Bid Rule). Among other things, section 33 of the Amendment Act contemplates the repeal of sections 161 and 162 of the Act, which sections are referenced in sub clause 192.5(2) of the Rule amendment. Accordingly, upon the repeal of section 161 and 162 of the Act, sub clause 192.5(2) of the Rules will require amendment to reflect the relevant provisions of the Take-Over Bid Rule as follows:

192.5(2) Part 17.01 of the Act applies to the acquisition or disposition of an issuer’s security in connection with or pursuant to a take-over bid described in section **5.2, 5.5 or 5.6¹** of National Instrument 62-104 *Take-Over Bids and Issuer Bids* or an issuer bid described in section **5.9, 5.10, 5.12 or 5.13²** of National Instrument 62-104 *Take-Over Bids and Issuer Bids*, which bids are prescribed for the purposes of section 211.02(c) of the Act.

¹ These section references may change prior to implementation of the Take-Over Bid Rule

² These section references may change prior to implementation of the Take-Over Bid Rule