



SEDAR+ QUICK GUIDE FOR REPORTS OF EXEMPT DISTRIBUTION

Updated Nov 2024

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Overview

SEDAR+ is the new system that all market participants are now using to file, disclose and search for issuer information in Canada's capital markets. When SEDAR+ launched on July 25, 2023, it consolidated and replaced SEDAR, the national Cease Trade Order (CTO) database, the Disciplined List (DL) database and certain filings currently made in paper or in the British Columbia Securities Commission's eServices system and the Ontario Securities Commission's electronic filing portal.

Report of Exempt Distribution (RED) filings previously completed on SEDAR, electronic portals or as paper filings are now all completed on SEDAR+. Please review the [Report of Exempt Distribution Experience Guide](#) for an overview of key differences between the legacy system and SEDAR+.

Foreign issuers, including issuers that used to meet the definition of 'foreign issuer (SEDAR)' under National Instrument 13-101 System for Electronic Document Retrieval and Analysis, are also required to make their exempt market offerings and disclosure filings and pay the associated fees through SEDAR+. Visit the [Filing access and authority](#) section of the SEDAR+ information site for more information.

This quick guide provides an overview of key changes to be aware of and known issues that we are working to resolve, along with detailed instructions and workarounds.

If you have outstanding questions after reviewing this document, please contact the [CSA Service Desk](#).

Item 7h: Now completed as an 'Offering memorandum'

Item 7h is no longer required in the new form used in SEDAR+, as there are new filing types in SEDAR+:

- 'Offering memorandum (2.9 of NI 45-106F1)' and
- 'Offering memorandum (other than 2.9 of NI 45-106F1)'

If you need to submit an Offering memorandum (OM) in reference to a RED filing, submit that document as a separate filing in SEDAR+ and then add it as a referenced document to the Report of Exempt Distribution (RED) filing.

Follow these steps to submit your OM:

- From 'Actions', navigate to 'Filings: Exempt market offerings'
- 'Create' the Offering memorandum that you need to submit

Exempt market offerings and disclosure	Create report of exempt distribution (Form 45-106F1) Create report of distributions outside Canada (Form 72-503F) relying on Ontario local rule 72-503
Exempt market offerings	Create offering memorandum (2.9 of NI 45-106) Create marketing materials (2.9 of NI 45-106) Create offering memorandum (Other than 2.9 of NI 45-106) Create real estate offering document Create listed issuer financing exemption - offering document Create notifications Create rights offering material Create rights offering - minimal connection Create crowdfunding - offering document (MI 45-108) Create technical report(s) (NI 43-101)

- Follow the instructions in SEDAR+ to submit your OM
- When you reach **Step 13** of the RED filing, select 'Yes' under 'Document was previously filed' and click on 'Reference a previously filed document'. This will give you a list of the Offering Memorandums you have filed in the system.

[Français](#)
BCSC ASU

Training Company BC 13 (000100268)

Create report of exempt distribution (Form 45-106F1)

Print

Expires in: 87 calendar days on 06 Nov 2023 17:00 EST

Step 13 of 16
Documents

Refer to documents previously filed

Document was previously filed

Yes
No

Reference a previously filed document

Additional documents

Hint: If the exemption used requires delivery of additional documents, please attach here. You can also provide additional documents as needed. For each attachment, please provide a detailed description.

☐ Other

Your progress

- [Information about this filing](#) ✓
- [Item 1 - Report type](#) ✓
- [Item 2 - Party certifying the report](#) ✓
- [Item 3 - Issuer name and other identifiers](#) ✓
- [Item 4 - Underwriter information](#) ✓
- [Item 5 - Issuer](#) ✓

Known issue:

If the OM filed was an 'Offering memorandum (Other than 2.9 of NI 45-106)', a workaround is required as documents submitted under this filing type are currently not searchable.

Workaround instructions:

- Select the document type 'Other' and attach a PDF document that indicates the filing number for the 'Offering memorandum (Other than 2.9 of NI 45-106)'. The filing number can also be entered in the 'Description' field.

☒ Other

You can upload document(s) in .pdf format.

[Test document.pdf](#)
[Remove](#)

Description

OM filing # 123456

Drag and drop here to upload, or [browse files](#).

Item 9 – How to complete

Please use the table on the following pages to complete Item 9 of a Report of Exempt Distribution filing.

#	CONDITION	STEPS TO COMPLETE	WHAT YOU WILL SEE IN SEDAR+	WHAT YOU WILL SEE IN THE GENERATED PDFS
1	Individual is a Director of the Issuer	Add individual <ul style="list-style-type: none"> Select: This individual is a 'Director' 	<ul style="list-style-type: none"> 9a displays individual name, residential jurisdiction, and 'Director' 9c displays individual name, residential address, and 'Director' 	<ul style="list-style-type: none"> Form1, 9a fills in individual name with column D = X Schedule 2 fills in individual name, residential address, columns J-K-L = No-No-No
2	Individual is an Executive Officer of the Issuer	Add individual <ul style="list-style-type: none"> Select: This individual is a 'Executive Officer' 	<ul style="list-style-type: none"> 9a displays individual name, residential jurisdiction, and 'Executive Officer' 9c displays individual name, residential address, and 'Executive Officer' 	<ul style="list-style-type: none"> Form1, 9a fills in individual name with column O = X Schedule 2 fills in individual name, residential address, columns J-K-L = No-No-No
3	Individual is a Promoter of the Issuer	Add Individual <ul style="list-style-type: none"> Select: This individual is a 'Promoter' Select: Related to non-individual 'Not applicable' 	<ul style="list-style-type: none"> 9a displays individual name, residential jurisdiction, and 'Promoter' 9c displays individual name, residential address, and 'Promoter' 	<ul style="list-style-type: none"> Form1, 9a fills in individual name with column P = X Schedule 2 fills in individual name, residential address, columns J-K-L = No-No-No

#	CONDITION	STEPS TO COMPLETE	WHAT YOU WILL SEE IN SEDAR+	WHAT YOU WILL SEE IN THE GENERATED PDFS
4	Individual is Director &/or Executive Officer of a Promoter non-individual other than the Issuer	Add non-individual: <ul style="list-style-type: none"> Select: This non-individual is a 'Promoter' Add individual <ul style="list-style-type: none"> Select: This individual is a 'Promoter' Select: Related to non-individual <name of non-individual> 	<ul style="list-style-type: none"> 9a displays non-individual name, business location, and 'Promoter' 9b displays non-individual name, individual name, Residential jurisdiction, and 'Director' and/or 'Executive Officer' 9c displays individual name, Residential address, and 'Promoter' 	<ul style="list-style-type: none"> Form1, 9a fills in non-individual name with column P =X Form1, 9b fills in organization name, individual name, residential jurisdiction, and D = X &/or O = X Schedule 2 fills in individual name, residential address, columns J-K-L = No-No-No
5	Non-individual (other than the Issuer) is a Promoter	Add non-individual	<ul style="list-style-type: none"> 9a displays non-individual name, business location, and 'Promoter' 	<ul style="list-style-type: none"> Form1, 9a fills in Organization and column P = X
6	Individual is a Control Person for the Issuer	Add individual <ul style="list-style-type: none"> Select: This individual is a 'Control person' Select: Related to non-individual 'not applicable' 	<ul style="list-style-type: none"> 9c displays individual name, residential address, 'Control person', non-individual name, and Business location 	<ul style="list-style-type: none"> Schedule 2 fills in Individual name, residential address, columns J-K-L = Yes-No-No

#	CONDITION	STEPS TO COMPLETE	WHAT YOU WILL SEE IN SEDAR+	WHAT YOU WILL SEE IN THE GENERATED PDFS
7	Individual is a Control Person for a non-individual other than the Issuer	<p>Add non-individual</p> <ul style="list-style-type: none"> Select: This non-individual is a 'Control person' <p>Add individual</p> <ul style="list-style-type: none"> Select: This individual is a 'Control person' Select: Related to non-individual <name of non-individual> Select: 'Director of a Control person of the Issuer' and/or 'Executive officer of a control person of the issuer' 	<ul style="list-style-type: none"> 9c displays individual name, residential address, 'Control person', non-individual name, and Business location 	<ul style="list-style-type: none"> Schedule 2 fills in: <ul style="list-style-type: none"> Individual name Residential address Column J = No Columns K & L = No-Yes OR Yes-No OR Yes-Yes depending on whether Director of a Control person and/or Executive officer of a control person is selected Columns M & N = non-individual name and business location
8	Non-individual (other than the Issuer) is a Promoter as well as a Control Person	<p>Add non-individual</p> <ul style="list-style-type: none"> Select: This non-individual is a 'Promoter' Select: This non-individual is a 'Control person' 	<ul style="list-style-type: none"> 9b displays non-individual name, business location, relationship to issuer: 'Promoter' 9c displays non-individual name, This individual is a: 'Control Person' 'Promoter', business location. 	<ul style="list-style-type: none"> Schedule 2: If non-individual is selected by an individual in Related to non-individual dropdown selections, see condition #7 above. Otherwise, non-individual does not appear in Schedule 2. Form1, 9a: see condition #5 above.

Frequently asked questions

How do I submit an amendment to a Report of Exempt Distribution that I submitted in the BCSC e-Services, the OSC Electronic Filing Portal and/or paper format and not on SEDAR?

All reports of distribution filings submitted through the BCSC e-Services, the OSC Electronic Filing Portal or paper format that require an amendment must be resubmitted in SEDAR+. This includes RED filings that exist in SEDAR+ (were migrated from SEDAR), if they were also submitted to BCSC and/or OSC. A new filing must be submitted in order to provide the OSC and/or BCSC reference numbers. If you need to amend a previous filing of this nature, please follow the steps below:

- Enter the filing as a new filing in SEDAR+
- When choosing the 'Report Type', which is Item 1 in the Report, select 'Amend a report previously filed in BCSC eServices, the OSC Electronic Filing Portal or paper'
- Provide a reference number (BCSC) or EDR number (Ontario) when prompted. Entering a valid reference or EDR number will ensure you will not be charged again for this filing.

How can I generate draft report of exempt distribution document(s) that can be changed prior to submission?

On step 15 'Review and submit', select 'Save and continue' to proceed to step 16 'Review generated documents'. Select the box to generate the documents and then select 'Generate documents'. Click on the generated forms to download for review. Select 'Exit' (**Do Not** click 'Submit' or 'Save'). Click on the SEDAR+ logo to return to your dashboard where you can reopen the filing from your Drafts list. Make your changes by going to the 'Review and submit' section. Then regenerate the document(s) and proceed to submit your filing.

Please note the SEDAR+ Help Centre FAQ <https://www.sedarplus.ca/onlinehelp/filings/exempt-market-offerings/faqs-report-of-exempt-distribution-filings-45-106f1/why-cant-i-make-changes-to-my-report-of-exempt-distribution-form-45-106f1-filing-if-i-havent-submitted-it-yet/> will be updated at a later date to reflect the above text.

Why is a non-reporting issuer being asked to identify a principal regulator when filing a Report of Exempt Distribution (Form 45-106F1)?

It is necessary to identify a principal regulator to ensure that the system fee for the report of exempt distribution is allocated to that jurisdiction.

How do I determine the principal regulator for a non-reporting issuer when filing a Report of Exempt Distribution (Form 45-106F1)?

The principal regulator should be determined using the same principles as in Multilateral Instrument 11-102 *Passport System*. Filers may also refer to section 5(4) of National Instrument 13-103 *System for Electronic Data Analysis and Retrieval + (SEDAR+)*, and the related guidance in the Companion Policy 13-103CP.

How do I add a Description of securities when filing a Report of Exempt Distribution outside of Canada (Form 72-503F)?

You can add a description in the 'Filer comments' section on step 1 of the filing in SEDAR+.

Why can't I add the correct number of securities on the Report of Exempt Distribution outside of Canada (Form 72-503F)?

This is a temporary issue in SEDAR+ that we are aware of and working to resolve. This field is currently limited to 12 characters including the decimal and four digits after the decimal.