

# Using Issuer Accounts



## Who should establish an issuer's account?

Issuer accounts are designed to be used by issuers (except mutual funds) that are required to file documents with SEDAR under National Instrument 13-101. SEDI allows designated staff who manage the issuer activities on behalf of the issuer to electronically file information and issuer event reports.

An issuer account is established to allow the issuer representative to create an issuer profile supplement, as required under securities regulation (Form 55-102F3) and to create Issuer Event Reports (Form 55-102F4).

## Which issuers must use SEDI?

All reporting issuers, except mutual funds, that file disclosure documents in SEDAR, must file information on SEDI unless exempted. These issuers are referred to as SEDI issuers.

As a SEDI issuer, you are required to file certain information on SEDI. You need to file this information so that your insiders can meet their legal obligation to file insider reports on SEDI. This information also helps your insiders to file accurate insider reports.

## What is an issuer event report?

An issuer event report is a report required to be filed in SEDI by a SEDI issuer. The issuer event report contains information about an issuer event of the issuer such as a stock dividend, stock split, consolidation, amalgamation, reorganization, merger or other similar event that affects all holdings of a class of securities of the SEDI issuer in the same manner, on a per share basis.

Issuer event reports must include the information prescribed by Form 55-102F4.

## When do I need to file an issuer event report?

You need to file an issuer event report no later than one business day following the occurrence of an issuer event. For example, for a stock split, you report the event within one business day after the issuer issues the securities resulting from the stock split. As a preferred practice, you should report the event following the close of markets on the day of the event or before the opening of the markets on the day after the event occurred.

## What information do I need to file?

The information is set out in Form 55-102F4. This information includes the:

- ✚ issuer event type (e.g., stock dividend, stock split, reorganization)
- ✚ date the issuer event occurred
- ✚ brief description of the issuer event (e.g., 3 for 1 Stock Split – Class A and Class B Shares)
- ✚ summary of the issuer event details.

The online help guide (available on the SEDI web site by clicking 'Help') gives additional instructions on how to complete an issuer event report and provides examples.

## Do I file one report or several reports if a number of transactions comprise the issuer event?

One report can be used to report several 'sub-events' in connection with the same event, all happening on the same day. However, you should fully describe all pertinent 'sub-events' in the issuer event title and issuer event details fields.

For example, an issuer event can be an amalgamation that is composed of a share exchange and also a consolidation (of the resulting company's) share capital. You would report the event as follows:

- ✚ Issuer event: Amalgamation, merger or reorganization
- ✚ Issuer event title: Amalgamation of ABC Ltd. and KLM Corp. into XYZ Ltd and consolidation of KLM Corp. shares
- ✚ Issuer event details: describe the relevant information for both the amalgamation and consolidation aspects of the event.

## What is the "Effective date" on an issuer event report form?

The "Effective date" is the date on which the change to the number of securities happens as a result of the issuer event. It is the date of the occurrence of the event.

## Why must a SEDI issuer file an issuer event report upon the occurrence (effective date) of an issuer event?

In addition to facilitating the filing of insider reports by providing useful information to the insider or his agent, the information on issuer events is useful for the insiders of the issuer and for the public users who view insiders' holdings.

## What is an issuer's account?

After you create your issuer account in SEDI and the SEDI Administrator activates your account, you should either create an issuer profile supplement or link your account to an existing issuer profile supplement. An issuer profile supplement contains information about the issuer (for example, the issuer's and the name of the insider affairs contact for the issuer). Information in the issuer profile supplement is protected by an issuer access key, only SEDI users who supply the correct issuer access key can access your issuer profile supplement.

## What information do I need to gather before I begin creating an issuer profile supplement?

- ✚ Issuer name or SEDAR profile number
- ✚ Family name, given names (in full) of the insider affairs contact for the issuer. Do not use initials or nicknames
- ✚ Full address –A post office box is not sufficient.
- ✚ Daytime telephone number
- ✚ Fax number – If available
- ✚ E-mail address – If available
- ✚ Prepared confidential question and answer – The CSA Service Desk will use this question to verify your identity if you request a new access key.
- ✚ Security designation – a list of all securities that are held by insiders

## How do I create an issuer's profile supplement on SEDI?

Once the SEDI Administrator activates your issuer account you can create your Issuer's profile supplement:

1. From the Agent or Issuer Representative home page, click on **"Create issuer profile supplement"**
2. Search for the issuer using the following options:
  - Option 1: Enter the SEDAR profile number in the **"Issuer number"** field.
  - Option 2: Enter the issuer's name in the **"Issuer name"** field
3. Click **"Search"** you will be taken to the **"Create issuer profile supplement-select issuer"** screen.
4. Click the radio button to select the issuer and click **"Next"**, you will be taken to the **"Create issuer profile supplement- enter insider affairs contact information"** screen
5. Enter information about the insider affairs contact person in the fields provided and click **"Next"**, you will be taken to the **"Create issuer profile supplement- file information"** screen.
6. Click **"File"** and then click **"OK"** in the dialog box and you will be taken to the **"Create issuer profile supplement-View issuer access key"** screen, make note of the case-sensitive issuer access key displayed on the screen before you change the page because you will lose the current information.
7. Click **"Add security designation"** and select a **"Security category"** from the drop down list box. Select a security name and enter information in the **"Additional description"** field if it helps to better describe the security and click **"File"**

## What happens after I create an issuer profile supplement?

Once you have created an Issuer's profile supplement, a letter is sent to the issuer address. The letter confirms that you have created an issuer profile and supplement for the issuer and includes a case-sensitive issuer access key.

The next time you login to SEDI, the Issuer home page will prompt you for the case-sensitive issuer access key. Once you have logged in you will be taken to the Issuer activities screen, here you can amend the issuer profile supplement or file and amend issuer events.

## How do I link my account to an existing issuer profile supplement?

To link your account to an existing issuer profile supplement follow the steps below:

1. From the **"Issuer representative"** screen click **"link your SEDI user ID to the issuer profile supplement"**
2. Search for an issuer profile supplement using one of the following options:
3. Option 1 – enter the SEDAR profile number in the Issuer number field.
4. Option 2 – Enter the issuer's name in the Issuer name field
5. Click **"Search"** and then click the radio button beside the issuer profile supplement to which you want to link your SEDI user ID. Click **"Next"**
6. SEDI will prompt you to input your case-sensitive issuer access key. Click **"Next"**.
7. You will be taken to the Issuer activities screen, here you can amend the issuer profile supplement or file and amend issuer events.

## Who is an insider affairs contact?

An insider affairs contact is the contact person for an issuer whom any of the Securities Commissions will contact regarding the issuer and the issuer profile supplement if needed. You need to include this individual's business address, business telephone number and business e-mail address on the issuer profile supplement.

### **Why do I need to give insider affairs contact information?**

When an insider creates an insider profile and therefore specifies that insider's relationship with at least one SEDI issuer, SEDI will send an e-mail notification to the insider affairs contact for that issuer. If at any point the issuer has any concerns about the individual identified as the insider, the issuer should contact their local Securities Commission.

### **How do I amend insider affairs contact information?**

Click on "**Amend issuer profile supplement**" and you will be taken by default to the "**Amend issuer profile supplement – Amend insider affairs contact information**" screen, enter the new information in the fields and click "**Next**", ensure that the amendment is correct and click "**File**" and "**OK**" in the dialog box.

### **How do I add a security designation?**

Click "**Add security designation**" in the left navigation bar and select a "**Security category**" in the drop-down list box, select a security name and enter information in the "**Additional description**" field if it helps to better describe the security and click "**File**"

### **What securities can I designate under the Equity category?**

You can designate, for example, common shares, installment receipts, units, American depository receipts under the '**Equity**' category.

### **What securities can I designate under the Debt category?**

You can designate, for example, bonds, debentures, convertible debentures and notes under the '**Debt**' category.

### **What securities can I designate under the Issuer Derivatives category?**

You can designate, for example, options, other, rights, special warrants, subscription rights and warrants under the 'Issuer Derivatives category.

### **What securities can I designate under the Third Party Derivatives category?**

You can designate, for example, Equity Swap – Long Position, Exchange Trade Call Options, Forward Purchase and Futures Contract – Long Position under the 'Third Party Derivates' category.

### **What if a security designation is no longer issued or outstanding?**

You should amend your issuer profile supplement and indicate that this security is now to be listed as an '**Archived security**'. Insiders will still be able to report transactions in these securities, using the '**Archived security**' list.

### **How do I amend a security designation?**

Click "**Amend security designation**" in the left navigation bar and select the security you want to amend by clicking the radio button beside it and click "**Next**". Select a security name in the drop-down list box and enter information in the "**Additional description**" field if it helps to better describe the security. Click "**File**"

### **How do I archive a security designation?**

Click "**Archive security designation**" in the left navigation bar and select the security you want to archive by clicking the radio button beside it and click "**Next**". Use the drop-down list boxes to enter the date as of which you want the security to be archived (month, day and year). Enter a 4-digit year. Click "**File**" and click "**Confirm Archive**".