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**In the Matter of
*The Securities Act, 1988***

and

**In the Matter of
Finhaven Capital Inc.**

ORDER

(Subsection 160(1) of the Act)

WHEREAS Finhaven Capital Inc. (“**Applicant**”) has filed an application dated December 23, 2022, with the Financial and Consumer Affairs Authority of Saskatchewan (the “**FCAA**”) requesting an order pursuant to section 160(1) of *The Securities Act, 1988* (“**Act**”) exempting the Applicant from the requirement to be recognized as a clearing agency pursuant to section 21.2 of the Act (“**Exemption Sought**”);

AND WHEREAS section 21.2 of the Act establishes that a person or company shall not carry on business as a clearing agency in Saskatchewan unless the person or company is recognized by the Authority pursuant to section 21.3 of the Act;

AND WHEREAS the Authority has assigned to the Executive Director, Securities Division, FCAA (“**Executive Director**”) the power to make exemption orders and rulings under the provisions of the Act;

AND WHEREAS the Applicant continues to require relief from the requirement to be recognized as a clearing agency pursuant to section 21.2 of the Act;

AND WHEREAS the terms defined in the Act and in National Instrument 14-101 *Definitions* have the same meanings if used in this order, unless otherwise defined herein;

AND WHEREAS the Applicant has represented to the FCAA that:

1. The Applicant is a registered exempt market dealer (“**EMD**”) in Saskatchewan that facilitates distributions of digital securities (“**Security Tokens**”) on its permissioned distributed ledger technology-based platform (“**Distribution Platform**”) by issuers that meet its issuer and product due diligence standards.

2. The Applicant also plans to offer a permissioned distributed ledger technology-based secondary trading platform (“**Secondary Trading Platform**”) to its investor clients, all of whom must be accredited investors or permitted clients (“**Clients**”) as those terms are defined in National Instrument 45-106 *Prospectus Exemptions* and NI 31-103 *Registration, Exemptions and Ongoing Registrant Obligations*, respectively, and that the Clients will all have accounts with the Applicant.
3. The Applicant will conduct clearing activities on the Secondary Trading Platform.
4. The Applicant falls within the scope of a clearing agency as defined by subparagraph 2(1)(d.1) of the Act and would otherwise be required to be recognized as such pursuant to section 21.2 of the Act.
5. The Executive Director made an exemption order exempting the Applicant from the requirement to be recognized as a clearing agency on November 25, 2020, which order expired on December 31, 2022 (the “**Original Order**”);
6. To date, the Applicant had the benefit of the Original Order until December 31, 2022, but it has not carried on business as a marketplace and clearing agency under the Original Order. The Applicant wishes to carry on business as a marketplace and clearing agency if the Exemption Sought is granted.
7. To support the Applicant’s continuing ability to facilitate trading on the Secondary Trading Platform, the Applicant’s Principal Regulator, the British Columbia Securities Commission, issued an exemption order (the “**New Order**”), on December 28, 2022, which order is also effective in Saskatchewan and Manitoba, to extend and modify the order which, in British Columbia, Alberta, Saskatchewan, Manitoba, and Ontario exempted the Applicant from:
 - a. the requirements of National Instrument 21-101 *Marketplace Operation*, in whole;
 - b. the requirements of National Instrument 23-101 *Trading Rules*, in whole;
 - c. the requirements of National Instrument 23-103 *Electronic Trading and Direct Access to Marketplaces*, in whole; and
 - d. the requirements of National Instrument 24-102 *Clearing Agency Requirements*, in whole (collectively, the “**Rules**”).
8. To support the Applicant’s continuing ability to facilitate trading on the Secondary Trading Platform in Alberta and Ontario, the Applicant has filed applications for the same exemption order (the “**New Alberta Order**”) under National Policy 11-203 *Process for Exemptive Relief in Multiple Jurisdictions*.
9. The Applicant operates a novel business focused on the initial distribution of Security Tokens on its Distribution Platform and secondary trading of Security Tokens on its Secondary Trading Platform. The Applicant’s EMD registration, the New Order, the New

Alberta Order, and the Exemption Sought have been considered in the context of the CSA Regulatory Sandbox initiative. The CSA Regulatory Sandbox has committed to a more flexible approach to regulation, allowing innovative businesses, such as the Applicant, to test their proposed technologies on a time limited basis provided that sufficient controls are in place to ensure effective regulatory oversight.

AND WHEREAS based on the Application and the representations the Applicant has made to its Principal Regulator and the FCAA in the New Order, the Executive Director has determined that it would not be prejudicial to the public interest to make this Order;

IT IS HEREBY ORDERED by the Executive Director pursuant to section 160(1) of the Act that the Exemption Sought is granted provided that:

- (a) the Applicant complies the terms and conditions of the New Order;
- (b) this Order expires on December 31, 2023.

Dated March 28, 2023

“Dean Murrison”

Dean Murrison
Executive Director, Securities Division
Financial and Consumer Affairs Authority
of Saskatchewan