

# Grilling of disclosure – Is it clear and conspicuous enough?

May 30, 2024

The type and use of promotions for securities has long been scrutinized and regulated. For example, in 2021, the British Columbia Securities Commission (BCSC) released for comment Proposed BCI 51-519 Promotional Activity Disclosure Requirements, which set out a framework for required disclosure in relation to promotional activities. However, according to regulators, some issuers and registrants continue to engage in problematic promotional activities.

On April 25, 2024, the BCSC released BC Notice 51-703 “Clear and Conspicuous” Disclosure of Investor Relations Activities under Section 52(2) of the Securities Act, RSBC 1996, c. 418, detailing expectations for “clear and conspicuous” disclosure regarding the relationship between an issuer and those that engage in investor relations activities for the issuer. For context, “Investor Relations Activities” are defined to include “any activities or oral or written communications, by or on behalf of an issuer..., that promote or reasonably could be expected to promote the purchase or sale of securities of the issuer.”

Except for a few narrow exceptions, all disclosure relating to Investor Relations Activities must be:

- a. In plain language;
- b. In a prominent spot and in prominent font; and
- c. Designed to catch the attention of the reader.

Although the notice does not prescribe specific language, it states that including disclosure at the end of a document is not enough. To be “clear and conspicuous”, the disclosure must be displayed at or very close to the beginning or substantive portion of the material and cannot be buried in disclaimers. In addition, hyperlinking the disclosure is insufficient to meet this expectation, especially if the hyperlink is entitled “disclaimer” or “legal notice”. The concern noted was that these hyperlinks do not inform the reader that it would direct them to information about the relationship between the disseminating party and the issuer.

The notice indicates that the “clear and conspicuous” expectation is in line with the objective of section 52(2) of the Securities Act (British Columbia), which is to “assist

investors in assessing the objectivity of the information received from a person engaging in investor relations activities.”

Through fines recently imposed, we can see the continued concern for the integrity of the capital markets that can result from unbalanced promotional activities. Coupled with the client focused reforms in recent years, those involved in investor relations activities should continue to mind the position and appearance of required disclosures in all such promotional activities.

By

[Kimberly Poster](#)

Expertise

[AUM Law](#)

---

## **BLG | Canada's Law Firm**

As the largest, truly full-service Canadian law firm, Borden Ladner Gervais LLP (BLG) delivers practical legal advice for domestic and international clients across more practices and industries than any Canadian firm. With over 800 lawyers, intellectual property agents and other professionals, BLG serves the legal needs of businesses and institutions across Canada and beyond – from M&A and capital markets, to disputes, financing, and trademark & patent registration.

[blg.com](#)

## **BLG Offices**

### **Calgary**

Centennial Place, East Tower  
520 3rd Avenue S.W.  
Calgary, AB, Canada  
T2P 0R3  
T 403.232.9500  
F 403.266.1395

### **Ottawa**

World Exchange Plaza  
100 Queen Street  
Ottawa, ON, Canada  
K1P 1J9  
T 613.237.5160  
F 613.230.8842

### **Vancouver**

1200 Waterfront Centre  
200 Burrard Street  
Vancouver, BC, Canada  
V7X 1T2  
T 604.687.5744  
F 604.687.1415

### **Montréal**

1000 De La Gauchetière Street West  
Suite 900  
Montréal, QC, Canada  
H3B 5H4  
T 514.954.2555  
F 514.879.9015

### **Toronto**

Bay Adelaide Centre, East Tower  
22 Adelaide Street West  
Toronto, ON, Canada  
M5H 4E3  
T 416.367.6000  
F 416.367.6749

The information contained herein is of a general nature and is not intended to constitute legal advice, a complete statement of the law, or an opinion on any subject. No one should act upon it or refrain from acting without a thorough examination of the law after the facts of a specific situation are considered. You are urged to consult your legal adviser in cases of specific questions or concerns. BLG does not warrant or guarantee the accuracy, currency or completeness of this publication. No part of this publication may be reproduced without prior written permission of Borden Ladner Gervais LLP. If this publication was sent to you by BLG and you do not wish to receive further publications from BLG, you may ask to remove your contact information from our mailing lists by emailing [unsubscribe@blg.com](mailto:unsubscribe@blg.com) or manage your subscription

preferences at [blg.com/MyPreferences](http://blg.com/MyPreferences). If you feel you have received this message in error please contact [communications@blg.com](mailto:communications@blg.com). BLG's privacy policy for publications may be found at [blg.com/en/privacy](http://blg.com/en/privacy).

© 2026 Borden Ladner Gervais LLP. Borden Ladner Gervais LLP is an Ontario Limited Liability Partnership.