

## REGULATION 11-102 RESPECTING PASSPORT SYSTEM

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1), (2), (3), (4.1), (6), (8), (11), (13), (14), (20), (25), (26), (33), (33.4), (33.5) (33.6), (33.7), (33.8) and (34) and s. 331.2; 2006, c.50)

### PART 1 DEFINITIONS

#### 1.1. Definitions

In this Regulation,

“equivalent provision” means, for a provision listed in Appendix E below the name of the principal jurisdiction, the provision set opposite that provision under the name of the local jurisdiction;

“firm” means a dealer, adviser or investment fund manager;

“Form 11-102F1” means Form 11-102F1, Notice of Principal Regulator and Registration in Additional Jurisdictions;

“Form 33-109F4” means Form 33-109F4, Application for Registration of Individuals and Permitted Individuals;

“Form 33-109F5” means Form 33-109F5, Change of Registration Information;

“national prospectus requirement” means a requirement set out in

- (a) Regulation 41-101 respecting General Prospectus Requirements,
- (b) Regulation 44-101 respecting Short Form Prospectus Distributions,
- (c) Regulation 44-102 respecting Shelf Distributions,
- (d) Regulation 44-103 respecting Post-Receipt Pricing,
- (e) Regulation 81-101 Mutual Fund Prospectus Disclosure, or
- (f) Appendix B below the name of the jurisdiction;

“non-harmonized continuous disclosure requirement” means a requirement listed in Appendix A below the name of the local jurisdiction;

“non-harmonized prospectus requirement” means a requirement listed in Appendix C below the name of the local jurisdiction;

“preliminary prospectus” includes any amendment to a preliminary prospectus;

“principal jurisdiction” means, for a person, the jurisdiction of the principal regulator;

“principal regulator” means, for a person, the securities regulatory authority or regulator determined in accordance with Part 3, 4 or 5, as appropriate;

“prospectus” includes any amendment to a prospectus;

“Regulation 11-101” means Regulation 11-101 respecting Principal Regulator System;

“Regulation 31-102” means Regulation 31-102 respecting National Registration Database;

“sponsoring firm” means the firm on whose behalf an individual is registered to act; and

“working office” means the office of a firm where an individual does most business.

## **1.2. Language of documents - Québec**

In Québec, nothing in this Regulation shall be construed as relieving a person from requirements relating to the language of documents.

## **1.3. References in Québec**

For Québec purposes, all referencing and complete titles of acts, regulations, instruments, policies and other relevant texts referred to in this Regulation are set out in Appendix F.

## **PART 2 CONTINUOUS DISCLOSURE**

### **2.1. Exemption for non-harmonized continuous disclosure requirements**

A non-harmonized continuous disclosure requirement does not apply to a reporting issuer if the reporting issuer is also a reporting issuer in another jurisdiction of Canada.

## **PART 3 PROSPECTUS**

### **3.1. Principal regulator for prospectus**

(1) In this Part,

“determination date” is the earlier of

(a) the date a person files a prospectus pre-filing application in any jurisdiction of Canada in connection with a prospectus filing under this Part, and

(b) the date a person files a preliminary or pro forma prospectus subject to this Part in any jurisdiction of Canada; and

“participating principal jurisdiction” means any of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick or Nova Scotia.

(2) For the purposes of a prospectus filing subject to this Part, except as provided in subsection (3), the principal regulator is the securities regulatory authority or regulator of the jurisdiction in which

(a) the issuer’s head office is located as of the determination date, if the issuer is not an investment fund, or

(b) the investment fund manager’s head office is located as of the determination date, if the issuer is an investment fund.

(3) If the jurisdiction identified under paragraph (2) (a) or (b) is not a participating principal jurisdiction, the principal regulator is the securities regulatory authority or regulator in the participating principal jurisdiction with which the issuer has the most significant connection as of the determination date.

### **3.2. Discretionary change of principal regulator for prospectus**

Despite section 3.1, if a person receives written notice from a securities regulatory authority or regulator that specifies a principal regulator, the securities regulatory authority or regulator specified in the notice is the principal regulator as of the later of

(a) the date the person receives the notice, and

(b) the effective date specified in the notice, if any.

### **3.3. Deemed issuance of receipt**

(1) A receipt for a preliminary prospectus is deemed to be issued if

(a) the preliminary prospectus is filed under a national prospectus requirement,

(b) the local jurisdiction is not the principal jurisdiction for the preliminary prospectus, and

(c) the preliminary prospectus is filed with the principal regulator and the principal regulator issues a receipt for it.

(2) A receipt for a prospectus is deemed to be issued if

(a) the prospectus is filed under a national prospectus requirement,

- (b) the local jurisdiction is not the principal jurisdiction for the prospectus, and
- (c) the prospectus is filed with the principal regulator and the principal regulator issues a receipt for the prospectus.

### **3.4. Exemption from non-harmonized prospectus requirements**

- (1) A non-harmonized prospectus requirement does not apply to a preliminary prospectus if
  - (a) the preliminary prospectus is filed under a national prospectus requirement,
  - (b) the preliminary prospectus is filed in at least one other jurisdiction of Canada, and
  - (c) one of the jurisdictions where the preliminary prospectus is filed is the principal jurisdiction for the preliminary prospectus.
- (2) A non-harmonized prospectus requirement does not apply to a prospectus if
  - (a) the prospectus is filed under a national prospectus requirement,
  - (b) the prospectus is filed in at least one other jurisdiction of Canada, and
  - (c) one of the jurisdictions where the prospectus is filed is the principal jurisdiction for the prospectus.

## **PART 4 REGISTRATION**

### **4.1. Principal regulator for registration**

- (1) For the purposes of this Part, subject to subsection (2), the principal regulator is the securities regulatory authority or regulator of the jurisdiction in which,
  - (a) for a firm, the firm's head office is located, or
  - (b) for an individual, the individual's working office is located.
- (2) If a firm's head office or an individual's working office is not in Canada, the principal regulator for the firm or individual, as the case may be, is the securities regulatory authority or regulator in the jurisdiction with which the firm or individual has the most significant connection.

### **4.2. Registration**

- (1) If the local jurisdiction is not the principal jurisdiction, a firm is registered, in the same category as in the principal jurisdiction, upon filing a completed Form 11-102F1.
- (2) For the purpose of subsection (1), the firm may file Form 11-102F1 only with the principal regulator.

(3) If the local jurisdiction is not the principal jurisdiction, an individual is registered, in the same category as in the principal jurisdiction, upon filing the information under item 5 Registration Jurisdictions and item 9 Location of employment of Form 33-109F4 in accordance with Regulation 31-102.

#### **4.3. Terms and conditions of registration**

(1) If the principal regulator of a firm registered under section 4.2 (1) or an individual registered under section 4.2 (3) imposes a term, condition, restriction or requirement on the registration in the principal jurisdiction, the term, condition, restriction or requirement applies in the local jurisdiction.

(2) A term, condition, restriction or requirement that applies under subsection (1) continues to apply until the principal regulator revokes the term, condition, restriction or requirement in the principal jurisdiction.

(3) For greater certainty, “principal regulator” in subsection (1) or (2) means the principal regulator for the firm or individual at the time the term, condition, restriction or requirement is imposed or revoked.

#### **4.4. Suspension, cancellation, termination, revocation and surrender**

(1) If the registration of a firm or individual in the principal jurisdiction is suspended, the firm or individual’s registration under section 4.2 (1) or (3) is suspended.

(2) If the registration of a firm or individual in the principal jurisdiction is cancelled, terminated, revoked or surrendered, the firm or individual’s registration under section 4.2 (1) or (3) is cancelled, terminated, revoked or surrendered.

#### **4.5. Application to surrender registration**

For the purpose of surrendering registration under securities legislation, a firm registered under section 4.2 (1) may file the application to surrender only with the principal regulator.

#### **4.6. Transition to passport for registered firms**

(1) A firm registered before [insert the effective date of Part 4 of the Regulation] is registered under section 4.2 (1) if

(a) the local jurisdiction is not the principal jurisdiction, and

(b) the firm does not give written notice before [insert date [30] days after Part 4 comes into effect] that it is opting out of this section.

(2) For the purpose of subsection (1), the firm may give the notice only to the principal regulator.

(3) Unless a sponsoring firm for an individual gives written notice under subsection (1), an individual registered before [insert the effective date of Part 4 of the Regulation] is registered under section 4.2 (3) as of [insert same date as in paragraph (1)(b)] if the local jurisdiction is not the principal jurisdiction of the individual.

(4) If a firm does not give notice under subsection (1), the firm, and any individual for whom the firm is the sponsoring firm, is no longer subject to the terms, conditions, restrictions and requirements imposed on the registration in the local jurisdiction, if any, except for terms, conditions, restrictions and requirements

(a) under a settlement agreement between the firm or individual and the securities regulatory authority or regulator, or

(b) in a decision relating to the firm or individual made by the securities regulatory authority or regulator following a hearing.

#### **4.7. Notice of change of principal regulator for registration**

(1) If a firm or individual is registered under section 4.2 (1) or (3), the firm or individual must, as soon as practicable, file a notice if the principal regulator of the firm or individual changes.

(2) For purposes of subsection (1),

(a) the required form of notice,

(i) for a firm, is Form 33-109F5, and

(ii) for an individual, is item 9 *Location of Employment* of Form 33-109F4,

and

(b) the firm may file the notice only with the principal regulator.

#### **4.8. Discretionary change of principal regulator for registration**

Despite section 4.1, if a firm or individual receives written notice from a securities regulatory authority or regulator that specifies a principal regulator for the firm or individual, the securities regulatory authority or regulator specified in the notice is the principal regulator for the firm or individual as of the later of

(a) the date the firm or individual receives the notice, and

(b) the effective date specified in the notice, if any.

#### **4.9. Exemption from non-harmonized registration requirements**

A non-harmonized registration requirement listed in Appendix D does not apply to a firm or individual registered under the securities legislation of more than one jurisdiction of Canada.

### **PART 5 DISCRETIONARY EXEMPTIONS**

#### **5.1. Principal regulator for general discretionary exemption applications**

(1) In this section, “participating principal jurisdiction” means any of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick or Nova Scotia.

(2) The principal regulator for a discretionary exemption application, other than an application under section 5.2, is

(a) for an application made with respect to an investment fund, the securities regulatory authority or regulator of the jurisdiction in which the investment fund manager’s head office is located, or

(b) for an application made with respect to a person other than an investment fund, the securities regulatory authority or regulator of the jurisdiction in which the person’s head office is located.

(3) Despite subsection (2), if the jurisdiction identified under that subsection is not a participating principal jurisdiction, the principal regulator for the person’s application is the securities regulatory authority or regulator in the participating principal jurisdiction with which the person has the most significant connection.

#### **5.2. Principal regulator for discretionary exemption applications made with an application for registration**

The principal regulator for a discretionary exemption application from a requirement in Part 4 of Regulation 31-103 respecting Registration Requirements or Part 2 of Regulation 33-109 respecting Registration Information made in connection with an application for registration is the principal regulator determined under section 4.1.

#### **5.3. Discretionary change of principal regulator for discretionary exemption applications**

Despite sections 5.1 and 5.2, if a person receives written notice from a securities regulatory authority or regulator that specifies a principal regulator for the person’s application, the securities regulatory authority or regulator specified in the notice is the principal regulator for the application.

#### **5.4. National application of discretionary exemptions**

(1) A provision of securities legislation does not apply to a person if

- (a) the local jurisdiction is not the principal jurisdiction for the application,
  - (b) the principal regulator for the application granted an exemption from the equivalent provision in the principal jurisdiction,
  - (c) the person that made the application gave notice that this provision is intended to be relied upon in the local jurisdiction, and
  - (d) the person relying on the exemption complies with any terms, conditions, restrictions or requirements imposed by the principal regulator in the exemption as if they were imposed in the local jurisdiction.
- (2) For the purpose of paragraph (1) (c), the person may give the notice only to the principal regulator.

#### **5.5. Exception to section 5.4(1)(c) notice requirement**

Paragraph 5.4(1)(c) does not apply in respect of an exemption from a CD requirement, as defined in Regulation 11-101, granted by the principal regulator under that regulation before [insert effective date of Parts 2 and 5 of this Regulation] if the person is a reporting issuer and filed a notice of principal regulator under section 2.2 or 2.3 of Regulation 11-101 before [insert the effective date of Parts 2 and 5 of this Regulation].

### **PART 6 EXEMPTION**

#### **6.1. Exemption**

- (1) The securities regulatory authority or regulator may, on application, grant an exemption from this Regulation, in whole or in part, subject to terms, conditions, restrictions or requirements imposed in the exemption in response to the application.
- (2) Despite subsection (1), in Ontario, only the regulator may grant the exemption.
- (3) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of National Instrument 14-101, Definitions opposite the name of the local jurisdiction.

### **PART 7 EFFECTIVE DATE**

#### **7.1. Effective date**

This Regulation takes effect as follows:

- (a) for Parts 2, 3 and 5 on \_\_\_\_\_;
- (b) for Part 4 on \_\_\_\_\_.



**APPENDIX A\***  
**NON-HARMONIZED CONTINUOUS DISCLOSURE REQUIREMENTS**

(for the exemption under section 2.1)

\* This appendix was prepared on the basis of the provisions we expect will be in force when Part 2 is implemented.

**British Columbia:**

*Securities Act:* none;

*Securities Rules:* sections 2 (*Foreign financial statements and reports*), 3 (*Preparation of financial statements*) and 153 (*Filing of material sent to securityholders or filed in other jurisdictions*).

**Alberta:**

*Securities Act:* none;

*Securities Commission Rules (General):* section 196 (*Filing of materials*).

**Saskatchewan:**

*The Securities Act, 1988:* none;

*The Securities Regulations:* none.

**Manitoba:**

*Securities Act:* none;

*Securities Regulation:* none.

**Ontario:**

*Securities Act:*

*Securities Regulation:*

**Québec:**

*Securities Act:* none;

*Securities Regulation:* section 135 (*Financial statements of investment fund investing solely in the securities of another investment fund*);

*Regulations: Q-17 (Title IV) (Information on outstanding securities).*

**New Brunswick:**

*Securities Act:* none;

*Securities Regulation:* none.

**Nova Scotia:**

*Securities Act:* none;

*General Securities Rules:* none.

**Prince Edward Island:**

*Securities Act:*

*Securities Regulations:*

**Newfoundland and Labrador:**

*Securities Act:* none;

*Securities Regulations:* none.

**Yukon:**

*Securities Act:*

*Securities Regulations:*

**Northwest Territories:**

*Securities Act:*

*Securities Regulations:*

**Nunavut:**

*Securities Act:*

*Securities Regulations:*

**APPENDIX B\***  
**NATIONAL PROSPECTUS REQUIREMENTS**

(for the definition in section 1.1 which is used in section 3.3)

\* This appendix was prepared on the basis of the provisions we expect will be in force when Part 3 is implemented.

**British Columbia:**

*Securities Act*: sections 61(1) (*Prospectus required*), and 62 (*Voluntary filing of prospectus*).

**Alberta:**

*Securities Act*: section 110 (*Filing prospectus*).

**Saskatchewan:**

*The Securities Act, 1988*: section 58(*Prospectus required*).

**Manitoba:**

*Securities Act*: sections 37(1) (*Prohibition as to trading*) and 37(1.1) (*voluntary filing of non-offering prospectus*).

**Ontario:**

*Securities Act*:

**Québec:**

*Securities Act*: sections 11 (*Prospectus required*), 12 (*Distribution outside Québec*), and 68 (para 2) (*Voluntary filing of prospectus*).

**New Brunswick:**

*Securities Act*: section 71 (*Filing of preliminary prospectus and prospectus required*).

**Nova Scotia:**

*Securities Act*: sections 58(1) (*Prospectus required*) and 58(2) (*Prospectus to enable issuer to become a reporting issuer where no distribution is contemplated*).

**Prince Edward Island:**

*Securities Act*:

**Newfoundland and Labrador:**

*Securities Act*: sections 54.(1) (*Prospectus required*) and 54.(2) (*Prospectus to enable issuer to become a reporting issuer where no distribution is contemplated*).

**Yukon:**

*Securities Act*:

**Northwest Territories:**

*Securities Act:*

**Nunavut:**

*Securities Act:*

**APPENDIX C\***  
**NON-HARMONIZED PROSPECTUS REQUIREMENTS**

(for the exemption under section 3.4)

\* This appendix was prepared on the basis of the provisions we expect will be in force when Part 3 is implemented.

**British Columbia:**

*Securities Act:* none;

*Securities Rules:* sections 2 (*Foreign financial statements and reports*) and 3 (*Preparation of financial statements*).

**Alberta:**

*Securities Act:* none;

*Securities Commission Rules (General):* none.

**Saskatchewan:**

*The Securities Act, 1988:* none;

*The Securities Regulations:* none.

**Manitoba:**

*Securities Act:* none;

*Securities Regulation:* none.

**Ontario:**

*Securities Act:*

*Securities Regulation:*

**Québec:**

*Securities Act:* none;

*Securities Regulation:* section 25 (*Distribution made by the issuer itself*);

*Regulations:* none.

**New Brunswick:**

*Securities Act:* none;

*Securities Regulations:* none.

**Nova Scotia:**

*Securities Act:*

*General Securities Rules:* section 85(2)(d) (*Underwriter named in a prospectus required to be registered*).

**Prince Edward Island:**

*Securities Act:*

*Securities Regulations:*

**Newfoundland and Labrador:**

*Securities Act:* none;

*Securities Regulations:* none.

**Yukon:**

*Securities Act:*

*Securities Regulations:*

**Northwest Territories:**

*Securities Act:*

*Securities Regulations:*

**Nunavut:**

*Securities Act:*

*Securities Regulations:*

**APPENDIX D\***  
**NON-HARMONIZED REGISTRATION REQUIREMENTS**

(for the exemption under section 4.9)

\* This appendix was prepared on the basis of the provisions we expect will be in force when Part 4 is implemented.

**British Columbia:**

*Securities Act:* none;

*Securities Rules:* sections 2 (*Foreign financial statements and reports*) and 3 (*Preparation of financial statements*), except 3(5).

**Alberta:**

*Securities Act:* none;

*Securities Commission Rules (General):* none.

**Saskatchewan:**

*The Securities Act, 1988:* none;

*The Securities Regulations:* none;

*Instruments:* none.

**Manitoba:**

*Securities Act:* sections 32(2) (*Auditor of member*) and 34(3) (*Auditor to be chartered accountant*);

*Securities Regulation:* none.

**Ontario:**

*Securities Act:*

*Securities Regulation:*

**Québec:**

*Securities Act:* none;

*Securities Regulation:* none;

*Regulations:* none.

**New Brunswick:**

*Securities Act:* none;

*Securities Regulations:* none.

**Nova Scotia:**

*Securities Act:* none;

*General Securities Rules:* none.

**Prince Edward Island:**

*Securities Act:*

*Securities Regulations:*

**Newfoundland and Labrador:**

*Securities Act:* none;

*Securities Regulations:* none.

**Yukon:**

*Securities Act:*

*Securities Regulations:*

**Northwest Territories:**

*Securities Act:*

*Securities Regulations:*

**Nunavut:**

*Securities Act:*

*Securities Regulations:*



**APPENDIX E  
NATIONAL APPLICATION OF DISCRETIONARY EXEMPTIONS  
EQUIVALENT PROVISIONS**

(for exemption under section 5.4(1))

All references are to provisions of the *Securities Act* of the relevant jurisdiction unless otherwise noted. All references to 'NI' are to 'National Instruments'.

This appendix was prepared on the assumption that Parts 2, 3, 4 and 5 of the Regulation and related regulations, consequential amendments and repeals are in effect.

Requirement or provision	British Columbia	Alberta	Saskatchewan	Manitoba	Ontario	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut
<b>Self Regulatory Bodies, Exchanges, Quotation and Trade Reporting Systems &amp; Clearing Agencies</b>													
Trading rules	Regulation 23-101 (only dealer requirements)												
Soft dollar arrangements	Regulation 23-102 (published for comment on July 21, 2006 and not yet in force)												
Institutional trade matching and settlement	Regulation 24-101 (will come into force on April 1, 2007, except for sections 3.2 and 3.4, and Parts 4 and 6, which have an effective date of October 1, 2007 or later)												
<b>Registration</b>													
Dealer registration requirement	s.34(1)(a)	s.75(1)(a)	s. 27(a)	s.6(1)		ss.148 & 149	s.31(1)(a)	s.45(a)		s.26(1)(a)			
Underwriter registration requirement	s.34(1)(b)	s.75(1)(a)	n/a	s.6(1)		s.148	s.31(1)(b)	n/a		s.26(1)(b)			

Requirement or provision	British Columbia	Alberta	Saskatchewan	Manitoba	Ontario	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut
Adviser registration requirement	s.34(1)(c)	s.75(1)(b)	s.27(c)	s.6(7)		ss.148 & 149	s.31(1)(c)	s.45(b)		s.26(1)(c)			
National registration database (NRD)	Regulation 31-102												
Registration requirements	Regulation 31-103 (published for comment on February 20, 2007 and not yet in force)												
Underwriting conflicts	Regulation 33-105												
Registrant information	Regulation 33-109												
<b>Trading in Securities Generally</b>													
Registered dealer acting as principal	s.51	s.94	s.45	s.70		s.163 of Securities Act and s.234.3 of Regulation	s.45	s.59		s.40			
Disclosure of investor relations activities	s.52	n/a	n/a	n/a		n/a	n/a	s.62		n/a			
Use of name of another registrant	s.53	s.99	s.49	s.73		n/a	s.49	s.63		s.44			

Requirement or provision	British Columbia	Alberta	Saskatchewan	Manitoba	Ontario	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut
<b>Trading in Exchange Contracts</b>													
Trading exchange contracts on an exchange in BC	s.58	s.106, 107	s.40	n/a		n/a	n/a	n/a		n/a			
Trading exchange contracts on an exchange outside BC	s.59	s.108, 109	s.41	n/a		n/a	n/a	n/a		n/a			
<b>Prospectus</b>													
Prospectus requirement	s.61	s.110	s.58	s.37		ss.11 and 12	s.58	s.71		s.54			
Contents of prospectus (full, true & plain disclosure)	s.63	s.113	s.61	s.41		ss.13 and 20	s.61	s.74		s.57			
Waiting period communications	s.78	s.123	s.73	s.38		ss.21 & 22	s.70	s.82		s.66			
Obligation to send prospectus	s.83	s.129	s.79	s.64		ss.29, 30, 31 and 32	s.76	s.88		s.72			
Prospectus disclosure requirements	Regulation 41-101 (published for comment on December 22, 2006 and not yet in force)												
Short form prospectus	Regulation 44-101												

Requirement or provision	British Columbia	Alberta	Saskatchewan	Manitoba	Ontario	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut
distribution requirements													
Shelf prospectus requirements	Regulation 44-102												
Post receipt pricing	Regulation 44-103												
Rights offering requirements	Regulation 45-101												
Multijurisdictional disclosure system	NI 71-101												
<b>Requirements when using prospectus exemptions</b>													
Filing disclosure documents in connection with exemption	n/a	s.127 of Rules	s.80.1	n/a		s.37.2 of Regulation	n/a	s.2.3 of Local Rule 45-802		n/a			
Filing report of exempt distribution	s.139 of Rules	s.129.1 of Rules	n/a	s.7 of Regulation		n/a	n/a	n/a		n/a			
Resale of securities	Regulation 45-102												
<b>Continuous Disclosure</b>													
Continuous disclosure	s.85	s.146	s.84.1 (not yet in force)	s.120		ss.73 and 74 (not yet in force)	s.81 (not yet in force)	s.89 (not yet in force)		s.76 (not yet in force)			
Voting if proxies provided	s.118	s.157	s.96	s.105		n/a	s.93	s.102		s.88			

Requirement or provision	British Columbia	Alberta	Saskatchewan	Manitoba	Ontario	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut
Standards of disclosure for oil and gas activities													
	Regulation 51-101												
Continuous disclosure obligations													
	Regulation 51-102												
Auditor oversight													
	Regulation 52-108												
Certification of disclosure in annual and interim filings													
	Regulation 52-109												
Audit committees													
	Regulation 52-110												
Communication with beneficial owners													
	Regulation 54-101												
Disclosure of corporate governance practices													
	Regulation 58-101												
<b>General Financial Statement and Disclosure Requirements</b>													
SEDAR													
	Regulation 13-101												

Requirement or provision	British Columbia	Alberta	Saskatchewan	Manitoba	Ontario	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut
Disclosure standards for mineral projects	Regulation 43-101												
Accounting principles, auditing standards and reporting currency requirements	Regulation 52-107												
<b>Insider Reporting</b>													
Insider reports – must file upon becoming an insider of a reporting issuer	s.87(2)	s.182(1)	s.116(1)	s.109		s.96	ss.113(1) & 172 of General Securities Rules	s.135(1)		s.108(1)			
Insider reports – must file upon acquiring securities or related financial instruments	s.87 (5)	s.182(3)	s.116(2)	s.109		s.97	s.113(2)	s.135(2)		s.108(2)			
Insider reports – must file upon being deemed an insider	s.87 (6)	s.182(3)	s.116(3)	s.109		s.98	s.113(4)	s.135(3)		s.108(3)			

Requirement or provision	British Columbia	Alberta	Saskatchewan	Manitoba	Ontario	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut
Time periods for filing insider reports	s.155.1 of Rules	s.190 ASC Rules	s.165(1) of the Regulations	s.109		ss.171, 171.1, 172 & 174 of Regulation	s.113	s.5 of Local Rule 11-502		s.108			
System for electronic disclosure by insiders (SEDI)	NI 55-102												
<b>Take Over Bids and Issuer Bids</b>													
Making a bid	s.98 (not yet in force)	s.159 (not yet in force)	s.99 (not yet in force)	s.86		s.112 (not yet in force)	s.96 (not yet in force)	s.112 (not yet in force)		s.91 (not yet in force)			
Directors must make recommendation on bid	s.99 (not yet in force)	s.160 (not yet in force)	s.100 (not yet in force)	s.90		ss.113 & 114 (not yet in force)	s.105(2)	s.124 (not yet in force)		s.92 (not yet in force)			
Filing early warning report	n/a	n/a	s.116.1 (not yet in force)	n/a		s. 115 (not yet in force)	n/a	s.126 (not yet in force)		s.108 (not yet in force)			

Requirement or provision	British Columbia	Alberta	Saskatchewan	Manitoba	Ontario	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut
Early warning reports and other take over bid and insider reporting requirements	Regulation 62-103												
Take over bids and issuer bid requirements	Regulation 62-104 (published for comment on April 28, 2006 and not yet in force)												
<b>Investment Funds – Self Dealing</b>													
Investments of mutual funds	s.121	s.185	s.120	n/a		s.236 of Regulation	s.119	s.137		n/a			
Indirect investment	s.122	s.186	s.121	n/a		n/a	s.120	s.138		n/a			
Fees on investment for mutual fund	s.124	s.189	s.124	n/a		n/a	s.123	s.141		n/a			
Report of mutual fund manager	s.126	s.191	s.126	n/a		n/a	s.125	s.142		n/a			
Restrictions on transactions with responsible persons	s.127	s.192	s.127	n/a		n/a	s.126	s.144		n/a			
Independent review committee	Regulation 81-107												



Requirement or provision	British Columbia	Alberta	Saskatchewan	Manitoba	Ontario	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut
<b>Investment Funds – Operations, Disclosure &amp; Prospectuses</b>													
Mutual fund prospectus disclosure	Regulation 81-101												
Mutual fund requirements	Regulation 81-102												
Commodity pools	Regulation 81-104												
Mutual fund sales practices	Regulation 81-105												
Investment fund continuous disclosure	Regulation 81-106												
<b>General</b>													
Confidentiality	s.169	s.221	s.152	s.149(q)		s.296	s.148	s.198		s.140			

## **APPENDIX F REFERENCING OF ACTS, REGULATIONS, INSTRUMENTS AND POLICIES**

### **British Columbia**

- Securities Act (R.S.B.C. 1996, c. 418);
- Securities Rules (B.C. Reg. 194/97);
- BC Instrument 52-509 Audit Committees (B.C. Reg. 216/2005);
- National Instrument 41-101, Prospectus Disclosure Requirements (B.C. Reg. 423/2000).

### **Alberta**

- Securities Act (R.S.A. 2000, c. S-4);
- Alberta Securities Commission Rules (Alta. Reg. 46/87).

### **Saskatchewan**

- The Securities Act, 1988 (S.S. 1988-89, c. S-42.2);
- The Securities Regulations (R.R.S. c. S-42.2 Reg. 1).

### **Manitoba**

- Securities Act (C.C.S.M. c. S50);
- Securities Regulation (Man. Reg. 491/88 R).

### **Québec**

- Securities Act (R.S.Q., c. V-1.1);
- An Act respecting the distribution of financial products and services (R.S.Q., c. D-9.2);

- National Instrument 14-101, Definitions, adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision no. 2001-C-0274 dated June 12, 2001;
- National Instrument 55-102, System for Electronic Disclosure by Insiders (SEDI), adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision no. 2001-C-0339 dated July 10, 2001;
- National Instrument 71-101, The Multijurisdictional Disclosure System, adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision no. 2001-C-0280 dated June 12, 2001;
- Securities Regulation enacted by Order-in-Council 660-83, 30 March 1983 (1983, G.O. 2, 1269);
- Regulation Q-17 respecting Restricted Shares adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision no. 2001-C-0265 dated June 12, 2001;
- Regulation 11-101 respecting Principal Regulator System approved by Ministerial Order no. 2005-18 dated August 9, 2005;
- Regulation 13-101 respecting the System for Electronic Document Analysis and Retrieval (SEDAR) adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision no. 2001-C-0272 dated June 12, 2001;
- Regulation 23-101 respecting Trading Rules adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision no. 2001-C-0411 dated August 28, 2001;
- Regulation 23-102 respecting Use of Client Brokerage Commissions as Payment for Order Execution Services or Research (“Soft Dollar” Arrangements) approved by Ministerial Order no. [to be completed when the regulation is made];
- Regulation 24-101 respecting Institutional Trade Matching and Settlement approved by Ministerial Order no. 2007-03 dated March 21, 2007;
- Regulation 31-102 respecting National Reguistration Database approved by Ministerial Order no. [to be completed when the regulation is made];
- Regulation 31-103 respecting Registration Requirements approved by Ministerial Order no. [to be completed when the regulation is made];
- Regulation 33-105 respecting Underwriting Conflicts approved by Ministerial Order no. 2005-14 dated August 2, 2005;

- Regulation 33-109 respecting Registration Information approved by Ministerial Order no. [to be completed when the regulation is made];
- Regulation 41-101 respecting General Prospectus Requirements approved by Ministerial Order no. [to be completed when the regulation is made];
- Regulation 43-101 respecting Standards of Disclosure for Mineral Projects approved by Ministerial Order no. 2005-23 dated November 30, 2005;
- Regulation 44-101 respecting Short Form Prospectus Distributions approved by Ministerial Order no. 2005-24 dated November 30, 2005;
- Regulation 44-102 respecting Shelf Distributions adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision no. 2001-C-0201 dated May 22, 2001;
- Regulation 44-103 respecting Post-Receipt Pricing adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision no. 2001-C-0203 dated May 22, 2001;
- Regulation 45-101 respecting Rights Offerings adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision no. 2001-C-0247 dated June 12, 2001;
- Regulation 45-102 respecting Resale of Securities approved by Ministerial Order no. 2005-21 dated August 12, 2005;
- Regulation 45-106 respecting Prospectus and Registration Exemptions approved by Ministerial Order no. 2005-20 dated August 12, 2005;
- Regulation 51-101 respecting Standards of Disclosure for Oil and Gas Activities approved by Ministerial Order no. 2005-15 dated August 2, 2005;
- Regulation 51-102 respecting Continuous Disclosure Obligations approved by Ministerial Order no. 2005-03 dated May 19, 2005;
- Regulation 52-107 respecting Acceptable Accounting Principles, Auditing Standards and Reporting Currency approved by Ministerial Order no. 2005-08 dated May 19, 2005;
- Regulation 52-108 respecting Auditor Oversight approved by Ministerial Order no. 2005-16 dated August 2, 2005;
- Regulation 52-109 respecting Certification of Disclosure in Issuers' Annual and Interim Filings approved by Ministerial Order no. 2005-09 dated June 7, 2005;

- Regulation 52-110 respecting Audit Committees approved by Ministerial Order no. 2005-10 dated June 7, 2005;
- Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision no. 2003-C-0082 dated March 3, 2003;
- Regulation 58-101 respecting Disclosure of Corporate Governance Practices approved by Ministerial Order no. 2005-11 dated June 7, 2005;
- Regulation 62-103 respecting the Early Warning System and Related Take-Over Bid and Insider Reporting Issues adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision no. 2003-C-0109 dated March 18, 2003;
- Regulation 62-104 respecting Take-Over Bids and Issuer Bids approved by Ministerial Order no. [to be completed when the regulation is made];
- Regulation 81-101 Mutual Fund Prospectus Disclosure adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision no. 2001-C-0283 dated June 12, 2001;
- Regulation 81-102 Mutual Funds adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision no. 2001-C-0209 dated May 22, 2001;
- Regulation 81-104 respecting Commodity Pools adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision no. 2003-C-0075 dated March 18, 2003;
- Regulation 81-105 respecting Mutual Fund Sales Practices adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision no. 2001-C-0212 dated May 22, 2001;
- Regulation 81-106 respecting Investment Fund Continuous Disclosure approved by Ministerial Order no. 2005-05 dated May 19, 2005;
- Regulation 81-107 respecting Independent Review Committee for Investment Funds approved by Ministerial Order no. 2006-02 dated October 31, 2006.

### **New Brunswick**

- Securities Act (S.N.B. 2004, c. S-5.5);

- General Regulation – Securities Act (N.B. Reg. 2004-66).

#### **Nova Scotia**

- Securities Act (R.S.N.S. 1989, c. 418);
- General Securities Rules of the Nova Scotia Securities Commission (N.S. Reg. 51/96).

#### **Prince Edward Island**

- Securities Act (R.S.P.E.I. 1988, c. S-3);
- Securities Act Regulations (P.E.I. Reg. EC165/89).

#### **Newfoundland and Labrador**

- Securities Act (R.S.N.L. 1990, c. S-13);
- Securities Regulations (C.N.L.R. 805/96).

#### **Yukon**

- Securities Act (R.S.Y. 2002, c. 201);
- Securities Regulations (O.I.C.1976/176).

#### **Northwest Territories**

- Securities Act (R.S.N.W.T. 1988, c. S-5);
- Securities General Regulations (N.W.T. Reg. 017-2003).

#### **Nunavut**

- Securities Act (R.S.N.W.T. 1988, c. S-5);
- Securities Regulation (R.R.N.W.T. 1990, c. S-5).

**FORM 11-102F1****NOTICE OF PRINCIPAL REGULATOR AND REGISTRATION IN ADDITIONAL JURISDICTION(S)**

(for firms)

**1. Date:** \_\_\_\_\_**2. Information about the firm**

NRD #: \_\_\_\_\_

Name: \_\_\_\_\_

**3. Information relevant to principal regulator determination – head office**Is your head office located in Canada?    Yes     No 

If yes, identify the jurisdiction and proceed to item 5:

\_\_\_\_\_

**4. Information relevant to principal regulator determination - significant connection**

If your head office is not in Canada, identify the jurisdiction where you expect to have the highest volume of business by assets under management

\_\_\_\_\_

**5. Registration in Additional Jurisdiction(s)**

Indicate the jurisdiction(s), other than the jurisdiction you identified under item 3 or 4, in which you are to be registered under section 4.2 of Regulation 11-102 by checking the relevant box(es):

British Columbia	<input type="checkbox"/>
Alberta	<input type="checkbox"/>
Saskatchewan	<input type="checkbox"/>
Manitoba	<input type="checkbox"/>
Ontario	<input type="checkbox"/>
Québec	<input type="checkbox"/>
New Brunswick	<input type="checkbox"/>

Nova Scotia	<input type="checkbox"/>
Prince Edward Island	<input type="checkbox"/>
Newfoundland and Labrador	<input type="checkbox"/>
Yukon	<input type="checkbox"/>
Northwest Territories	<input type="checkbox"/>
Nunavut	<input type="checkbox"/>

## 6. Address and agent for service

For each jurisdiction identified in item 5, provide the following information:

If you have not appointed an agent for service, an address for service (*a post office box is not an acceptable address, but a residential address is*):

\_\_\_\_\_  
Number, street

\_\_\_\_\_  
City, province or territory, postal code

\_\_\_\_\_  
Telephone number

\_\_\_\_\_  
Fax number, if available

\_\_\_\_\_  
E-mail address, if available

If you have appointed an agent for service, the following information for the agent for service. (*The address for your agent for service must be the same as the address for service above. If your agent for service is a firm, also provide the name of your contact person*):

\_\_\_\_\_  
Name

\_\_\_\_\_  
Contact person

\_\_\_\_\_