

REGULATION 11-102 RESPECTING PASSPORT SYSTEM

PART 1 DEFINITIONS

1.1. Definitions

In this Regulation,

"category" means a category of registration set out in Regulation 31-103 respecting Registration Requirements and Exemptions;

"equivalent provision" means, for a provision listed in Appendix D below the name of a jurisdiction, the provision set opposite that provision below the name of another jurisdiction;

"firm" means a person that is registered, or is seeking registration, as a dealer, adviser or investment fund manager;

"foreign firm" means a firm that has its head office outside Canada;

"foreign individual" means an individual whose working office is outside Canada;

"national prospectus instrument" means

- (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, or
- (d.1) National Instrument 71-101 The Multijurisdictional Disclosure System, or
- (e) Regulation 81-101 Mutual Fund Prospectus Disclosure;

"preliminary prospectus" includes an 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 4A, as applicable;

"prospectus" includes an amendment to a prospectus;

"SEDAR" has the same meaning as in Regulation 13-101 respecting System for Electronic Document Analysis and Retrieval.

"sponsoring firm" has the same meaning as in Regulation 33-109 respecting Registration Information;

"working office" means the office of the sponsoring firm where an individual does most of his or her 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 E.

PART 2 REPEALED

2.1. Repealed

PART 3 PROSPECTUS

3.1. Principal regulator for prospectus

(1) For the purposes of this section, the specified jurisdictions are British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick and Nova Scotia.

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

- (a) the issuer's head office is located, if the issuer is not an investment fund, or
- (b) the investment fund manager's head office is located, if the issuer is an investment fund.

(3) If the jurisdiction identified under paragraph (2) (a) or (b) is not a specified jurisdiction, the principal regulator is the securities regulatory authority or regulator of the specified jurisdiction with which the issuer or, in the case of an investment fund, the investment fund manager, has the most significant connection.

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 provision set out in Appendix B and under a national prospectus instrument,

(b) at the time of filing the preliminary prospectus, the filer indicates on SEDAR that it is filing the preliminary prospectus under this Regulation,

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

(d) 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 provision set out in Appendix B and under a national prospectus instrument,

(b) subject to section 3.5(2), the filer

(i) complied with paragraph (1)(b) at the time of filing the related preliminary prospectus, or

(ii) indicated on SEDAR that it filed the related pro forma prospectus under this Regulation at the time of filing the related pro forma prospectus,

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

(d) the prospectus is filed with the principal regulator and the principal regulator issues a receipt for the prospectus.

3.4. Repealed

3.5. Transition for section 3.3

(1) Section 3.3(1) does not apply in respect of a receipt issued on or after March 17, 2008 if the receipt relates to an amendment, filed after March 17, 2008, to a preliminary prospectus and the preliminary prospectus was filed before March 17, 2008.

(2) Section 3.3(2)(b) does not apply in respect of a receipt issued on or after March 17, 2008 if

(a) the receipt relates to an amendment to a prospectus whose related preliminary prospectus or pro forma prospectus was filed before March 17, 2008, and

(b) the filer indicated on SEDAR that it filed the amendment under this Regulation at the time of filing the amendment.

PART 4 DISCRETIONARY EXEMPTIONS

4.1. Specified jurisdiction

For the purposes of this Part, the specified jurisdictions are British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick and Nova Scotia.

4.2. Principal regulator – general

The principal regulator for an application for an exemption 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.

4.3. Principal regulator – exemptions related to insider reporting and take-over bids

Despite section 4.2, the principal regulator for an application for an exemption from

(a) a provision related to insider reporting listed in Appendix D is the securities regulatory authority or regulator of the jurisdiction in which the head office of the reporting issuer is located, or

(b) a provision related to take-over bids listed in Appendix D is the securities regulatory authority or regulator of the jurisdiction in which the head office of the issuer whose securities are subject to the take-over bid is located.

4.4. Principal regulator – head office not in a specified jurisdiction

If the jurisdiction identified under section 4.2 or 4.3, as applicable, is not a specified jurisdiction, the principal regulator for the application is the securities regulatory authority or regulator of the specified jurisdiction with which

(a) in the case of an application for an exemption from a provision related to insider reporting listed in Appendix D, the reporting issuer has the most significant connection,

(b) in the case of an application for an exemption related to a provision related to take-over bids listed in Appendix D, the issuer whose securities are subject to the take-over bid has the most significant connection, or

(c) in any other case, the person or, in the case of an investment fund, the investment fund manager, has the most significant connection.

4.4.1. Principal regulator for discretionary exemption application made with an application for registration

Despite section 4.4, if a firm or individual makes an application for exemption from a requirement listed below in connection with an application for registration in the principal jurisdiction, the principal regulator for the application for exemption is the principal regulator as determined under section 4A.1:

(a) a requirement in Parts 3 and 12 of Regulation 31-103 respecting Registration Requirements and Exemptions;

(b) a requirement in Part 2 of Regulation 33-109 respecting Registration Information.

4.5. Principal regulator – exemption not sought in principal jurisdiction

(1) Despite sections 4.4 and 4.4.1, if a person is not seeking an exemption in the jurisdiction of the principal regulator, as determined under section 4.2, 4.3, 4.4 or 4.4.1, as applicable, the principal regulator for the application is the securities regulatory authority or regulator in the specified jurisdiction

(a) in which the person is seeking the exemption, and

(b) with which

(i) in the case of an application for an exemption from a provision related to insider reporting, the reporting issuer has the most significant connection,

(ii) in the case of an application for an exemption from a provision related to take-over bids, the issuer whose securities are subject to the take-over bid has the most significant connection, or

(iii) in any other case, the person, or in the case of an investment fund, the investment fund manager, has the most significant connection.

(2) Despite subsection (1) and sections 4.4 and 4.4.1, if at any one time a person is seeking more than one exemption and not all of the exemptions are needed in the jurisdiction of the principal regulator, as determined under section 4.2, 4.3, 4.4 or 4.4.1 or subsection (1), as applicable, the person may make the application to the securities

regulatory authority or regulator in the specified jurisdiction

- (a) in which the person is seeking all of the exemptions, and
- (b) with which

(i) in the case of an application for an exemption from a provision related to insider reporting, the reporting issuer has the most significant connection,

(ii) in the case of an application for exemption from a provision related to take-over bids, the issuer whose securities are subject to the take-over bid has the most significant connection, or

(iii) in any other case, the person, or in the case of an investment fund, the investment fund manager, has the most significant connection.

(3) If a person makes an application under subsection (2), the securities regulatory authority or regulator under that subsection is the principal regulator for the application.

4.6. Discretionary change of principal regulator for discretionary exemption applications

Despite sections 4.4 and 4.4.1 and subsections 4.5(1) and 4.5(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.

4.7. Passport application of discretionary exemptions

(1) If an application is made in the principal jurisdiction for an exemption from a provision of securities legislation listed in Appendix D, the equivalent provision of the local jurisdiction does not apply if

- (a) the local jurisdiction is not the principal jurisdiction for the application,
- (b) the principal regulator for the application granted the exemption and the exemption is in effect,

(c) the person that made the application gives notice to the securities regulatory authority or regulator that this subsection is intended to be relied upon for the equivalent provision of the local jurisdiction, and

(d) the person relying on the exemption complies with any terms, conditions, restrictions or requirements imposed by the principal regulator as if they were imposed in the local jurisdiction.

(2) For the purpose of paragraph (1) (c), the person may give the notice referred to in that paragraph by giving it to the principal regulator.

4.8. Availability of passport for discretionary exemptions applied for before March

17, 2008

(1) If, before March 17, 2008, an application was made in a specified jurisdiction for an exemption from a provision of securities legislation listed in Appendix D, the equivalent provision of the local jurisdiction does not apply if

- (a) the local jurisdiction is not the specified jurisdiction,
- (b) the securities regulatory authority or regulator in the specified jurisdiction granted the exemption whether the order was made before, on or after March 17, 2008,
- (c) the person that made the application gives notice to the securities regulatory authority or regulator that this subsection is intended to be relied upon for the equivalent provision of the local jurisdiction, and
- (d) the person relying on the exemption complies with any terms, conditions, restrictions or requirements imposed by the securities regulatory authority or regulator in the specified jurisdiction as if they were imposed in the local jurisdiction.

(2) For the purpose of paragraph (1) (c), the person may give the notice referred to in that paragraph by giving it to the securities regulatory authority or regulator that would be the principal regulator under Part 4 if an application were to be made under that Part at the time the notice is given.

(3) Paragraph (1)(c) does not apply to a reporting issuer in respect of an exemption from a CD requirement, as defined in Regulation 11-101 respecting Principal Regulator System, if, before March 17, 2008,

- (a) the principal regulator, identified under that Regulation, granted the exemption, and
- (b) the reporting issuer filed the notice of principal regulator under section 2.2 or 2.3 of that Regulation.

PART 4A REGISTRATION

4A.1. Principal regulator for registration

(1) For the purposes of this Part, 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) Despite subsection (1), the principal regulator for a foreign firm is the securities regulatory authority or regulator in the jurisdiction of Canada the firm identified

- (a) in item 2.2(b) of its most recently submitted Form 33-109F6, or
- (b) in its most recently submitted Form 33-109F5, if the change noted in that form relates to item 2.2(b) of

Form 33-109F6.

(3) Despite subsection (1), the principal regulator for a foreign individual is the principal regulator for the individual's sponsoring firm.

4A.2. Discretionary change of principal regulator for registration

Despite subsection 4A.1(1), if a securities regulatory authority or regulator gives written notice 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.

4A.3. Firm registration

(1) If a firm is registered in a category in its principal jurisdiction, the firm is registered in the same category in the local jurisdiction if

(a) the firm has submitted a completed Form 33-109F6 in accordance with Regulation 33-109 respecting Registration Information, and

(b) in the case of a category for which securities legislation requires that the firm be a member of a self-regulatory organization, the firm is a member of the self-regulatory organization or is exempt from the requirement.

(2) A firm that makes a submission under subsection (1)(a) must pay the required fee at the time it makes the submission.

(3) For the purpose of subsection (1), the firm may make the submission by giving it to the principal regulator.

(4) Subsection (1) does not apply to a firm registered in the category of restricted dealer.

4A.4. Individual registration

(1) If an individual acting on behalf of a sponsoring firm is registered in a category in his or her principal jurisdiction, the individual is registered in the same category in the local jurisdiction if

(a) the sponsoring firm is registered in the local jurisdiction in the same category as in the firm's principal jurisdiction,

(b) the individual has submitted a completed Form 33-109F2 or a completed Form 33-109F4 in accordance with Regulation 33-109 respecting Registration Information, and

(c) in the case of a category for which securities legislation requires that the individual be a member or an

approved person of a self-regulatory organization, the individual is a member or an approved person of the self-regulatory organization or is exempt from the requirement.

(2) An individual who makes a submission under subsection (1)(b) must pay the required fee at the time the individual makes the submission.

4A.5. Terms and conditions of registration

(1) If a firm or individual is registered in the same category in the principal jurisdiction and in the local jurisdiction, a term, condition, restriction or requirement imposed on the registration in the principal jurisdiction applies as if it were imposed in the local jurisdiction.

(2) A term, condition, restriction or requirement that applies in the local jurisdiction under subsection (1) continues to apply until the earlier of the date

(a) the securities regulatory authority or regulator that imposed the term, condition, restriction or requirement cancels or revokes it, or

(b) the term, condition, restriction or requirement expires.

4A.6. Suspension

If a firm's or individual's registration in the principal jurisdiction is suspended, the firm's or individual's registration in the local jurisdiction is suspended.

4A.7. Termination

If a firm's or individual's registration in the principal jurisdiction is cancelled, revoked or terminated, as applicable, the firm's or individual's registration in the local jurisdiction is cancelled, revoked or terminated, as applicable.

4A.8. Surrender

If a firm or individual is registered in the same category in the local jurisdiction and the principal jurisdiction, and the firm or individual applies to surrender the registration in the principal jurisdiction, the firm's or individual's registration in that category in the local jurisdiction is cancelled, revoked or terminated, as applicable, if the principal regulator accepts the firm's or individual's surrender of registration in the principal jurisdiction.

4A.9. Transition - terms and conditions in non-principal jurisdictions

(1) Section 4A.5 does not apply to a firm or individual until October 28, 2009 if the firm or individual was registered in the local jurisdiction before September 28, 2009.

(2) Despite subsection (1), section 4A.5 does not apply to a firm or individual after October 28, 2009 if

(a) on or before October 28, 2009, the firm or individual applies to the securities regulatory authority or regulator for an exemption from section 4A.5, and

(b) the securities regulatory authority or regulator has not issued a decision rejecting the application and the application has not been withdrawn.

(3) If a firm or individual was registered in the same category in the principal jurisdiction and the local jurisdiction before September 28, 2009, a term, condition, restriction or requirement imposed on the registration in the local jurisdiction before October 28, 2009, if any, does not apply to the firm or individual on or after October 28, 2009 unless the term, condition, restriction or requirement was

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

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

(4) If a firm or individual applies for an exemption under subsection (2), subsection (3) does not apply unless

(a) the securities regulatory authority or regulator has issued a decision rejecting the application, or

(b) the application has been withdrawn.

4A.10. Notice of principal regulator for foreign firm

(1) If a foreign firm was registered in a category in the local jurisdiction and another jurisdiction of Canada before September 28, 2009, the firm must submit the information required in item 2.2(b) of Form 33-109F6 by submitting a Form 33 109F5 on or before October 28, 2009.

(2) For the purposes of subsection (1), the foreign firm may make the submission by giving it to the principal regulator.

PART 5 EFFECTIVE DATE

5.1. Effective date

(Omis)

APPENDIX A REPEALED

APPENDIX B PROSPECTUS PROVISIONS

Jurisdiction	Securities Act provisions
British Columbia	sections 61(1) (<i>Prospectus required</i>) and 62 (<i>Voluntary filing of prospectus</i>)
Alberta	section 110 (<i>Filing prospectus</i>)
Saskatchewan	section 58 (<i>Prospectus required</i>)
Manitoba	sections 37(1) (<i>Prohibition as to trading</i>) and 37(1.1) (<i>Voluntary filing of non-offering prospectus</i>)
Ontario	section 53 (<i>Prospectus required</i>)
Québec	sections 11 (<i>Prospectus required</i>), 12 (<i>Distribution outside Québec</i>), and 68 (para 2) (<i>Voluntary filing of prospectus</i>)
New Brunswick	section 71 (<i>Filing of preliminary prospectus and prospectus required and voluntary filing of prospectus</i>)
Nova Scotia	sections 58(1) (<i>Prospectus required</i>) and 58(2) (<i>Prospectus to enable issuer to become a reporting issuer where no distribution is contemplated</i>)
Prince Edward Island	sections 94 (<i>Prospectus required</i>) and 95 (<i>Filing prospectus without distribution</i>)
Newfoundland and Labrador	sections 54.(1) (<i>Prospectus required</i>) and 54.(2) (<i>Prospectus to enable issuer to become a reporting issuer where no distribution is contemplated</i>)
Yukon	sections 94 (<i>Prospectus required</i>) and 95 (<i>Filing prospectus without distribution</i>)
Northwest Territories	sections 94 (<i>Prospectus required</i>) and 95 (<i>Filing prospectus without distribution</i>)
Nunavut	sections 94 (<i>Prospectus required</i>) and 95 (<i>Filing prospectus without distribution</i>)

APPENDIX C REPEALED

APPENDIX D EQUIVALENT PROVISIONS

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

Provision	British Columbia	Alberta	Saskatchewan	Manitoba	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut	Ontario
SEDAR	Regulation 13-101												
Marketplace operation	Regulation 21-101 (only Parts 6, 7 – 11, as they apply to an ATS, and 13)												
Trading rules	Regulation 23-101 (only Parts 4 and 8 – 11)												
Use of client brokerage commissions	Regulation 23-102												
Institutional trade matching and settlement	Regulation 24-101												
National registration database (NRD)	Regulation 31-102												
Registration requirements	Regulation 31-103 (except as noted below)												
Dealing representative category	s.2.1(1)(a) of Regulation 31-103											s.25(1)(b)	
Advising representative category	s.2.1(1)(b) of Regulation 31-103											s.25(3)(b)	
Associate advising representative category	s.2.1(1)(c) of Regulation 31-103											s.25(3)(c)	
Ultimate designated person registration	s.2.1(1)(d) of Regulation 31-103	ss.75(2)(c) and 75.1 of <i>Securities Act</i> and s.2.1(1)(d) of Regulation 31-103	s.27(3) of <i>Securities Act</i> and s.2.1(1)(d) of Regulation 31-103	Paragraph 2 of s.149 of <i>Securities Act</i> and s.2.1(1)(d) of Regulation 31-103	s.2.1(1)(d) of Regulation 31-103	s.87 of <i>Securities Act</i> and s.2.1(1)(d) of Regulation 31-103	ss.26(2)(c) and 26.1 of <i>Securities Act</i> and s.2.1(1)(d) of Regulation 31-103	s.87 of <i>Securities Act</i> and s.2.1(1)(d) of Regulation 31-103	s.87 of <i>Securities Act</i> and s.2.1(1)(d) of Regulation 31-103	s.87 of <i>Securities Act</i> and s.21(1)(d) of Regulation 31-103			s.25(5)
Chief compliance officer registration	s.2.1(1)(e) of Regulation 31-103	ss.75(2)(c) and 75.1 of <i>Securities Act</i> and s.2.1(1)(e) of Regulation 31-103	s.27(3) of <i>Securities Act</i> and s.2.1(1)(e) of Regulation 31-103	Paragraph 2 of s.149 of <i>Securities Act</i> and s.2.1(1)(e) of Regulation 31-103	s.2.1(1)(e) of Regulation 31-103	s.87 of <i>Securities Act</i> and s.2.1(1)(e) of Regulation 31-103	ss.26(2)(c) and 26.1 of <i>Securities Act</i> and s.2.1(1)(e) of Regulation 31-103	s.87 of <i>Securities Act</i> and s.2.1(1)(e) of Regulation 31-103	s.87 of <i>Securities Act</i> and s.2.1(1)(e) of Regulation 31-103	s.87 of <i>Securities Act</i> and s.2.1(1)(e) of Regulation 31-103			s.25(6)
Dealing representative of a mutual fund must be approved person	s.3.15(2) of Regulation 31-103			n/a	s.3.15(2) of Regulation 31-103								
Employment, partnership or agency relationship ends	s. 6.1 of Regulation 31-103											s.29(3)	
Suspension of IROC approval for individual	s. 6.2 of Regulation 31-103											s. 29(1), paragraph 3	
Suspension of MFDA approval for individual	s.6.3 of Regulation 31-103			n/a	s. 6.3 of Regulation 31-103							s.29(1), paragraph 3	
Sponsoring firm suspended	s. 6.4 of Regulation 31-103											s.29(2)	
Revocation of a suspended registration – individual	s. 6.6 of Regulation 31-103											s.29(5)	
Exception for individuals involved in a hearing	s. 6.7 of Regulation 31-103											s.29(6)	
Dealer and underwriter categories	s.7.1(1) of Regulation 31-103											s.26(2)	
Adviser categories	s.7.2(1) of Regulation 31-103											s.26(6)	

Investment fund manager category	s.7.3 of Regulation 31-103		s.25(4)
MFDA membership for mutual fund dealers	s.9.2 of Regulation 31-103	n/a	s.9.2 of Regulation 31-103
Suspension or revocation of IIROC membership	s. 10.2 of Regulation 31-103		s.29(1) paragraph 2
Suspension of MFDA firm membership	s.10.3 of Regulation 31-103	n/a	s.10.3 of Regulation 31-103 s.29(1), paragraph 2
Revocation of a suspended registration – firm	s. 10.5 of Regulation 31-103		s.29(5)
Exception for firms involved in a hearing	s. 10.6 of Regulation 31-103		s.29(6)
Provide records to regulator	s.11.6(1)(c) of Regulation 31-103		s.19(3)
Insurance –scholarship plan dealer only	s. 12.3 of Regulation 31-103	n/a	s.12.3 of Regulation 31-103
Complaint handling	s. 13.15 of Regulation 31-103	s.168.1.1 of Securities Act and s.13.15 of Regulation 31-103	s.13.15 of Regulation 31-103
Dispute resolution service	s. 13.16 of Regulation 31-103	s.168.1.3 of Securities Act and s.13.16 of Regulation 31-103	s.13.16 of Regulation 31-103
Underwriting conflicts	Regulation 33-105		
Registrant information	Regulation 33-109		
Prospectus disclosure requirements	Regulation 41-101 (except as noted below)		
Certificate of issuer	s.5.3(1) of Regulation 41-101		s.58
Certificate of corporate issuer	s.5.4(1) of Regulation 41-101		s.58
Certificate of issuer involved in reverse takeover	s.5.8 of Regulation 41-101		n/a
Certificate of underwriter	s.5.9(1) of Regulation 41-101		s.59(1)
Certificate of promoter	s.5.11(1) of Regulation 41-101		s.58
Delivery of amendments	s.6.4 of Regulation 41-101		s.57(3)
Amendment to a preliminary prospectus	s.6.5(1) of Regulation 41-101		s.57(1)
Amendment to a final prospectus	s.6.6(1) of Regulation 41-101		s.57(1)
Amendment to a final prospectus	s.6.6(2) of Regulation 41-101		s.57(2)
Regulator must issue receipt	s.6.6(3) of Regulation 41-101		s.57(2.1)
Regulator must not refuse a receipt	s.6.6(4) of Regulation 41-101		ss.57(2.1) and 61(3)
Prohibition against distribution	s.6.6(5) of Regulation 41-101		s.57(2.2)
Distribution of preliminary prospectus and distribution list	s.16.1 of Regulation 41-101		ss.66 and 67
Lapse date	s.17.2 of Regulation 41-101		s.62
Statement of rights	s.18.1 of Regulation 41-101		s.60
Disclosure standards for mineral projects	Regulation 43-101		
Short form prospectus distribution requirements	Regulation 44-101		
Shelf prospectus requirements	Regulation 44-102		

Post receipt pricing	Regulation 44-103		
Rights offering requirements	Regulation 45-101		
Resale of securities	Regulation 45-102		
Standards of disclosure for oil and gas activities	Regulation 51-101		
Continuous disclosure obligations	Regulation 51-102 (except as noted below)		
Publication of material change	s. 7.1 of Regulation 51-102-		s.75 of Securities Act and s.3(1.1) of Regulation 1015 (General)
Accounting principles, auditing standards and reporting currency requirements	Regulation 52-107 (except as noted below)		
Acceptable accounting principles	s.3.1 of Regulation 52-107		s.2(1) of Regulation 1015 (General) and s.3.1 of Regulation 52-107
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		
System for electronic disclosure by insiders (SEDI)	Regulation 55-102		
Insider reporting requirements	Regulation 55-104 (except as noted below)		Regulation 55-104 (except as noted below)
Primary insider reporting requirement	Part 3 of Regulation 55-104		s. 107
Disclosure of corporate governance practices	Regulation 58-101		
Protection of minority security holders in special transactions	n/a	Regulation 61-101	n/a
Early warning reports and other take-over bid and insider reporting requirements	Regulation 62-103		
Take-over bids and issuer bid requirements (TOB/IB) – Restrictions on acquisitions during take-over bid	s.2.2(1) of Regulation 62-104		s.93.1(1)
TOB/IB – Restrictions on acquisitions during issuer bid	s.2.3(1) of Regulation 62-104		s.93.1(4)
TOB/IB – Restrictions on acquisitions before take-over bid	s.2.4(1) of Regulation 62-104		s.93.2(1)
TOB/IB – Restrictions on acquisitions after bid	s.2.5 of Regulation 62-104		s.93.3(1)
TOB/IB – Restrictions on sales during formal bid	s.2.7(1) of Regulation 62-104		s.97.3(1)
TOB/IB – Duty to make bid to all security holders	s.2.8 of Regulation 62-104		s.94

TOB/IB – Commencement of bid	s.2.9 of Regulation 62-104	s.94.1(1) and (2)
TOB/IB – Offeror's circular	s.2.10 of Regulation 62-104	s.94.2(1) - (4) of <i>Securities Act</i> and s.3.1 of OSC Rule 62-504
TOB/IB – Change in information	s.2.11(1) of Regulation 62-104	s.94.3(1)
TOB/IB – Notice of change	s.2.11(4) of Regulation 62-104	s.94.3(4) of <i>Securities Act</i> and s.3.4 of OSC Rule 62-504
TOB/IB – Variation of terms	s.2.12(1) of Regulation 62-104	s.94.4(1)
TOB/IB – Notice of variation	s.2.12(2) of Regulation 62-104	s.94.4(2) of <i>Securities Act</i> and s.3.4 of OSC Rule 62-504
TOB/IB – Expiry date of bid if notice of variation	s.2.12(3) of Regulation 62-104	s.94.4(3)
TOB/IB – No variation after expiry	s.2.12(5) of Regulation 62-104	s.94.4(5)
TOB/IB – Filing and sending notice of change or notice of variation	s.2.13 of Regulation 62-104	s.94.5
TOB/IB – Change or variation in advertised take-over bid	s.2.14(1) of Regulation 62-104	s.94.6(1)
TOB/IB – Consent of expert – bid circular	s.2.15(2) of Regulation 62-104	s.94.7(1)
TOB/IB – Delivery and date of bid documents	s.2.16(1) of Regulation 62-104	s.94.8(1)
TOB/IB – Duty to prepare and send directors' circular	s.2.17 of Regulation 62-104	s.95(1) – (4) of <i>Securities Act</i> and s.3.2 of OSC Rule 62-504
TOB/IB – Notice of change	s.2.18 of Regulation 62-104	s.95.1(1) and (2) of <i>Securities Act</i> and s.3.4 of OSC Rule 62-504
TOB/IB – Filing directors' circular or notice of change	s.2.19 of Regulation 62-104	s.95.2
TOB/IB – Change in information in director's or officer's circular or notice of change	s.2.20(2) of Regulation 62-104	s.96(2)
TOB/IB – Form of director's or officer's circular	s.2.20(3) of Regulation 62-104	s.96(3) of <i>Securities Act</i> and s.3.3 of OSC Rule 62-504
TOB/IB – Send director's or officer's circular or notice of change to securityholders	s.2.20(5) of Regulation 62-104	s.96(5)
TOB/IB – File and send to offeror director's or officer's circular or notice of change	s.2.20(6) of Regulation 62-104	s.96(6)
TOB/IB – Form of notice of change for director's or officer's circular	s.2.20(7) of Regulation 62-104	s.96(7) of <i>Securities Act</i> and s.3.4 of OSC Rule 62-504
TOB/IB – Consent of expert, directors' circular, etc.	s.2.21 of Regulation 62-104	s.96.1

TOB/IB – Delivery and date of offeree issuer's documents	s.2.22(1) of Regulation 62-104	s.96.2(1)
TOB/IB – Consideration	s.2.23(1) of Regulation 62-104	s.97(1)
TOB/IB – Variation of consideration	s.2.23(3) of Regulation 62-104	s.97(3)
TOB/IB – Prohibition against collateral agreements	s.2.24 of Regulation 62-104	s.97.1(1)
TOB/IB – Proportionate take up and payment	s.2.26(1) of Regulation 62-104	s.97.2(1)
TOB/IB – Financing arrangements	s.2.27(1) of Regulation 62-104	s.97.3(1)
TOB/IB – Minimum deposit period	s.2.28 of Regulation 62-104	s.98(1)
TOB/IB – Prohibition on take up	s.2.29 of Regulation 62-104	s.98(2)
TOB/IB – Obligation to take up and pay for deposited securities	s.2.32 of Regulation 62-104	s.98.3
TOB/IB – Return of deposited securities	s.2.33 of Regulation 62-104	s.98.5
TOB/IB – News release on expiry of bid	s.2.34 of Regulation 62-104	s.98.6
TOB/IB – Language of bid documents	s.3.1 of Regulation 62-104	n/a
TOB/IB – Filing of documents by offeror	s.3.2(1) of Regulation 62-104	s.98.7 of Securities Act and s.5.1(1) of OSC Rule 62-504
TOB/IB – Filing of documents by offeree issuer	s.3.2(2) of Regulation 62-104	s.5.1(2) of OSC Rule 62-504
TOB/IB – Time period for filing	s.3.2(3) of Regulation 62-104	s.5.1(3) of OSC Rule 62-504
TOB/IB – Filing of subsequent agreement	s.3.2(4) of Regulation 62-104	s.5.1(4) of OSC Rule 62-504
TOB/IB – Certification of bid circulars	s.3.3(1) of Regulation 62-104	s.99(1)
TOB/IB – All directors and officers sign	s.3.3(2) of Regulation 62-104	s.99(2)
TOB/IB – Certification of directors' circular	s.3.3(3) of Regulation 62-104	s.99(3)
TOB/IB – Certification of individual director's or officer's circular	s.3.3(4) of Regulation 62-104	s.99(4)
TOB/IB – Obligation to provide security holder list	s.3.4(1) of Regulation 62-104	s.99.1(1)
TOB/IB – Application of Canada Business Corporations Act	s.3.4(2) of Regulation 62-104	s.99.1(2)
TOB/IB – Early Warning	s.5.2 of Regulation 62-104	s.102.1(1) – (4) of Securities Act and s.7.1 of OSC Rule 62-504
TOB/IB – Acquisitions during bid	s.5.3 of Regulation 62-104	s.102.2(1) and (2) of Securities Act and s.7.2(1) of OSC Rule 62-504

TOB/IB – Copies of news release and report	s.5.5 of Regulation 62-104											s.7.2(3) of OSC Rule 62-504	
Multi-jurisdictional disclosure system	Regulation 71-101												
Mutual fund prospectus disclosure	Regulation 81-101 (except as noted below)												
Amendment to a preliminary simplified prospectus	s.2.2.1(1) of Regulation 81-101											s.57(1)	
Delivery of amendments	s.2.2.2 of Regulation 81-101											s.57(3)	
Amendment to a simplified prospectus	s.2.2.3(1) of Regulation 81-101											s.57(1)	
Amendment to a simplified prospectus	s.2.2.3(2) of Regulation 81-101											s.57(2)	
Regulator must issue receipt	s.2.2.3(3) of Regulation 81-101											s.57(2.1)	
Regulator must not refuse a receipt	s.2.2.3(4) of Regulation 81-101											ss.57(2.1) and 61(3)	
Lapse date	s.2.5 of Regulation 81-101											s.62	
Statement of rights	s.2.8 of Regulation 81-101											s.60	
Distribution of preliminary simplified prospectus and distribution list	s.3.2(3) of Regulation 81-101											ss.66 and 67	
Certificate of mutual fund	s.5.1.3(1) of Regulation 81-101											s.58	
Certificate of promoter	s.5.1.6(1) of Regulation 81-101											s.58	
Certificate of corporate mutual fund	s.5.1.7(1) of Regulation 81-101											s.58	
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												
Independent review committee	Regulation 81-107												
Registration													
Dealer/underwriter registration requirement	ss.34(1)(a) and 34(1)(d)	ss.75(1)(a) and 75(2)(a)	s.27(2)(a)	ss.6(1)(a) and 6(1)(d)	ss.148 and 149	ss.31(1) and 31(4)	ss.45(a) and 45(d)	ss.86(1)(a) and 86(2)	s.26(1)(a)	ss.86(1)(a) and 86(2)	ss.86(1)(a) and 86(2)	ss.86(1)(a) and 86(2)	ss.25(1) and (2)
Adviser registration requirement	s.34(1)(b)	ss.75(1)(b) and 75(2)(b)	s.27(2)(b)	ss.6(1)(b)	ss.148 and 149	ss.31(2) and 31(4)	s.45(b)	s.86(1)(b)	s.26(1)(b)	s.86(1)(b)	s.86(1)(b)	s.86(1)(b)	s.25(3)
Investment fund manager registration requirement	s.34(1)(c)	s.75(1)(c)	s.27(2)(c)	s.6(1)(c)	s.148	ss.31(3) and 31(4)	s.45(c)	s.86(3)	s.26(1)(c)	s.86(3)	s.86(3)	s.86(3)	s.25(4)
Compensation or contingency trust fund	s.23 of Securities Rules	s.28 of ASC Rules (General)	s.23 of Regulations	n/a	s.196 of Securities Regulation	s.27 of General Securities Rules	n/a	n/a	s.98 of Regulation	n/a			s.110 of Regulation 1015 (General)
Requirements when using registration exemptions													
Offering memorandum in required form	s.3.9(5) of Regulation 45-106											n/a	
Requirement to file offering memorandum within prescribed time	s.3.9(14) of Regulation 45-106											n/a	
Trading in Securities Generally													
Registered dealer acting as principal	s.51	n/a	n/a	s.70	n/a	n/a	n/a	s.40	n/a			s.39	
Disclosure of investor relations activities	s.52	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	n/a	s.44	n/a		s.43	

Trading in Exchange Contracts														
Trading exchange contracts on an exchange in jurisdiction	s.58	s.106 & 107	s.40	n/a				s.70.1	n/a					
Trading exchange contracts on an exchange outside jurisdiction	s.59	s.108 & 109	s.41	n/a				s.70.2	n/a					
Prospectus														
Prospectus requirement	s.61	s.110	s.58	s.37	ss.11 and 12	s.58	s.71(1)	s.94	s.54	s.94	s.94	s.94	s.53	
Contents of prospectus (full, true & plain disclosure)	s.63	s.113	s.61	s.41	ss.13 and 20	s.61	s.74	s.99	s.57	s.99	s.99	s.99	s.56	
Waiting period communications	s.78	s.123	s.73	s.38	ss.21 & 22	s.70	s.82	s.97	s.66	s.97	s.97	s.97	s.65(2)	
Obligation to send prospectus	s.83	s.129	s.79	s.64	ss.29, 30, 31 and 32	s.76	s.88	s.101(1)	s.72	s.101(1)	s.101(1)	s.101(1)	s.71(1)	
Requirements when using prospectus exemptions														
Offering memorandum in required form	s.2.9(5) of Regulation 45-106												n/a	
Requirement to file offering memorandum within prescribed time	s.2.9(14) of Regulation 45-106												n/a	
Filing report of exempt distribution	ss.6.1 and 6.3 of Regulation 45-106	s.129.1 of ASC Rules (General) and ss.6.1 and 6.3 of Regulation 45-106	ss.6.1 and 6.3 of Regulation 45-106	s.7 of Regulation and ss.6.1 and 6.3 of Regulation 45-106	ss.6.1 and 6.3 of Regulation 45-106									
Continuous Disclosure														
Voting if proxies provided	s.118	s.157	s.96	s.105	n/a	s.93	ss.102 and 103(2)	n/a	s.88	n/a			s.87	
Shares in name of registrant not to be voted	s.182 of Securities Rules	s.104	s.55	s.79	s.164 and 165	s.55	s.103(3) – (7)	s.163	s.50	s.163	s.163	s.163	s.49	
Insider Reporting														
Insider reporting requirements	s.87	s.182	s.116	s.109	ss.89, 96 to 98	s.113	s.135	s.1 of Local Rule 55-501	s.108	s.1 of Local Rule 55-501	s.2 of Local Rule 55-501	s.1 of Local Rule 55-501	s.107	
Take-Over Bids and Issuer Bids														
Directors must make recommendation on bid	s.99(1)	s.160	s.100	s.90	ss.113 & 114	s.97	s.124	s.108(1)	s.92	s.108(1)	s.108(1)	s.108(1)	ss.95 and 96	
Investment Funds – Self Dealing														
Investments of mutual funds	s.121	s.185	s.120	n/a		s.119	s.137	n/a		s.112	n/a		s.111	
Indirect investment	s.122	s.186	s.121	n/a		s.120	s.138	n/a		s.113	n/a		s.112	
Fees on investment for mutual fund	s.124	s.189	s.124	n/a		s.123	s.141	n/a		s.116	n/a		s.115	
Report of mutual fund manager	s.126	s.191	s.126	n/a		s.125	s.143	n/a		s.118	n/a		s.117	
Restrictions on transactions with responsible persons	n/a					s.126	n/a		s.119	n/a				
Principal Trading Prohibitions	n/a	s.193	s.128	n/a		s.127	n/a		s.120	n/a		s.119		
General														
Public inspection of records	s.169(3)	s.221(3)	s.152(2)	s.134	n/a		s.148(1)	s.198(3)	s.26(1)	s.140(1)	s.26(1)	s.26(1)	s.26(1)	s.140(1)

APPENDIX E

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).

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).

Ontario

- Securities Act (R.S.O. 1990, c. S. 5);
- Regulation 1015 (General) (R.R.O. 1990, Reg. 1015);
- Rule 45-501 Exempt Distributions ((1998), 21 OSCB 6548);
- Rule 62-504 Take-Over Bids and Issuer Bids ((2007), 31 OSCB 1289).

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 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 14-101 respecting Definitions, adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision no. 2001-C-0274 dated June 12, 2001;
- Regulation 21-101 respecting Market Operations adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision no. 2001-C-0409 dated August 28, 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 24-101 respecting Institutional Trade Matching and Settlement approved by Ministerial Order no. 2007-03 dated March 21, 2007;
- Regulation 31-102 respecting National Registration Database approved by Ministerial Order no. 2007-04 dated July 11, 2007;
- Regulation 31-103 respecting Registration Requirements and Exemptions approved by Ministerial Order no. 2009-04 dated September 9, 2009
- 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. 2007-05 dated July 11, 2007;
- Regulation 41-101 respecting General Prospectus Requirements approved by Ministerial Order no. 2008-05 dated March, 2008;
- 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 55-104 respecting Insider Reporting Requirements and Exemptions (M.O. 2010-07, 10-04-07);

- Regulation 58-101 respecting Disclosure of Corporate Governance Practices approved by Ministerial Order no. 2005-11 dated June 7, 2005;

- Regulation 61-101 respecting Protection of Minority Security Holders in Special Transactions approved by Ministerial Order no. 2008-01 dated January 22, 2008;

- 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. 2008-02 dated January 22, 2008;

- 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).

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Amendments

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(Sections amended : 1.1, 4.5, 4.6, 4.7, Appendix B, D and E)
(New Sections : 4.4.1, Part 4A, 4A.1 à 4A.10)
(Sections repealed : Part 2 (title), 2.1, 3.4, Appendix A and C)

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