

# NATIONAL INSTRUMENT

## 13-101

# SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS AND RETRIEVAL (SEDAR)

## PART 1 DEFINITIONS AND INTERPRETATION

### 1.1 Definitions - In this Instrument

"cover page information" means the information that is specified in the SEDAR Filer Manual and that is required to be filed as part of an electronic filing;

"electronic filer" means a person or company referred to in subsection 2.1(1) that is required to comply with this Instrument;

"electronic filing" means a document that is filed under securities legislation or securities directions in electronic format or the act of filing a document under securities legislation or securities directions in electronic format, as the context indicates;

"electronic format" means the computerized format of a document prepared and transmitted in accordance with the standards, procedures and guidelines contained in the SEDAR Filer Manual;

"filer profile" means a set of information providing a profile of an electronic filer;

"filing agent" means a person or company that is authorized to make an electronic filing on behalf of an electronic filer;

"filing service subscriber" means an electronic filer or a filing agent that enters into an agreement with the SEDAR filing service contractor to make electronic filings through SEDAR;

"foreign issuer (SEDAR)" means an issuer that is incorporated or organized

under the laws of a foreign jurisdiction, unless

- (a) voting securities carrying more than 50 percent of the votes for the election of directors are held by persons or companies whose last address as shown on the books of the issuer is in Canada and either
  - (i) the majority of the senior officers or directors of the issuer are citizens or residents of Canada, or
  - (ii) assets of the issuer representing more than 50 percent of the total of all assets of the issuer are located in Canada, or
  - (iii) the business of the issuer is administered principally in Canada; or
- (b) the issuer has a class of its equity securities listed and posted for trading on a stock exchange in Canada and does not have any of its equity securities listed and posted for trading on a stock exchange or quoted in a published market in any foreign jurisdiction;

"paper format" means the format of a document printed on paper;

"SEDAR" means the computer system for the transmission, receipt, acceptance, review and dissemination of documents filed in electronic format known as the System for Electronic Document Analysis and Retrieval;

"SEDAR Filer Manual" means the SEDAR Filer Manual incorporated by reference in this Instrument under section 4.1;

"SEDAR filing software" means the software provided under license to electronic filers and filing agents by the SEDAR filing service contractor;

"SEDAR filing service contractor" means CDS INC. or a successor appointed by the securities regulatory authority to provide services in respect of electronic filings;

"supporting document" means a document required to be filed in support of, or otherwise in connection with, a filing made under securities legislation or securities directions; and

"third party filer" means a person or company required to file a document because of an activity relating to or affecting an issuer or the issuer's securityholders.

## **1.2 Interpretation**

- (1) In this Instrument, unless the context otherwise requires, "document" includes "information" and "material" as those words are used in securities legislation or securities directions, as applicable.
- (2) In this Instrument, a reference to a document that is required or permitted to be filed includes a document that is required or permitted to be deposited or filed with, or delivered, furnished, provided or submitted to, the securities regulatory authority under securities legislation or securities directions, as applicable.
- (3) The filing of a document in electronic format with the securities regulatory authority under this Instrument constitutes
  - (a) if the document is required or permitted to be filed only under this Instrument, the filing of that document under securities legislation or securities directions, as applicable;
  - (b) if the document is otherwise required or permitted to be filed under securities legislation or securities directions, the filing of that document under securities legislation or securities directions, as applicable; and
  - (c) if the document is required or permitted to be delivered, furnished, provided or submitted to the securities regulatory authority under securities legislation or securities directions, the delivery of that document.
- (4) In this Instrument, a reference to a "SEDAR Form" refers to one of the several SEDAR forms appended to the SEDAR Filer Manual.

## **PART 2 ELECTRONIC FILING REQUIREMENTS**

### **2.1 Filers Required To Make Electronic Filings**

- (1) The following persons or companies shall comply with this Instrument:
  1. Every issuer, other than a foreign issuer (SEDAR), that is required or otherwise is proposing to file a document under securities legislation or securities directions.

2. Every foreign issuer (SEDAR) that files a notice of election to become an electronic filer in the manner provided in subsection (2), unless it has elected to cease making electronic filings in the manner provided in subsection (4).
  3. Every third party filer that makes a filing of a type to which this Instrument applies concerning an issuer that is required to comply with this Instrument.
- (2) A foreign issuer (SEDAR) that is required or otherwise is proposing to file a document under securities legislation or securities directions may elect to become subject to this Instrument by filing in paper format on SEDAR Form 5 a notice of election to become an electronic filer.
  - (3) A foreign issuer (SEDAR) that files a notice of election to become an electronic filer shall comply with this Instrument for at least two years after filing the notice of election.
  - (4) A foreign issuer (SEDAR) that files a notice of election to become an electronic filer may elect to cease complying with this Instrument at any time after the expiry of the two-year period by filing a notice to this effect in electronic format at least 30 days before making a filing that does not comply with this Instrument.
  - (5) A person or company that is not required to comply with this Instrument shall not file any document through SEDAR.

## **2.2 Documents to be Filed in Electronic Format**

- (1) An electronic filer that is required or otherwise is proposing to file any of the following documents shall file the documents in electronic format in accordance with this Instrument:
  1. A document listed in Appendix A.
  2. An amendment or supplement to a document filed in electronic format.
  3. A supporting document, written correspondence or other written material relating to a document filed in electronic format.
  4. A document required to be filed because it was sent by an issuer to its securityholders.
  5. A document required to be filed because it was filed with a

governmental agency or a stock exchange located outside the local jurisdiction.

6. A document that is required by securities legislation or securities directions other than this Instrument to be filed in electronic format.
- (2) An electronic filer may file an application or request for exemptive relief from, or approval under, securities legislation in electronic format if
    - (a) the application or request relates to a prospectus filed or to be filed in electronic format; and
    - (b) the exemptive relief or approval being sought is reasonably required to facilitate a distribution of securities to which the prospectus relates.
  - (3) Despite paragraph 3 of subsection (1), the appendices or other supplemental materials forming part of a mining report filed as a supporting document may be filed in paper format.

## **2.3 Documents to be Filed in Paper Format**

- (1) The following shall not be filed in electronic format:
  1. A document that is required or permitted to be filed on a confidential basis under securities legislation or securities directions unless the securities legislation or securities directions require the confidential filing to be made in electronic format.
  2. A document for which confidential treatment is requested under securities legislation or securities directions or is claimed under applicable freedom of information legislation.
  3. An oil and gas report that is prepared and filed as a supporting document, except for any part that is a summary of the report.
  4. A document, other than one referred to in paragraphs 1, 2 or 3, that is not required or permitted to be filed in electronic format under section 2.2, unless the securities regulatory authority has approved the filing of the document in electronic format.
- (2) If a document that was filed in paper format under paragraph 1 of subsection (1) ceases to remain confidential because the subject matter of the document is generally disclosed, the electronic filer shall file a copy of the document in electronic format within 10 days following

general disclosure.

- (3) If a confidential treatment request made pursuant to securities legislation in respect of a document filed in paper format under paragraph 2 of subsection (1) is rejected, the electronic filer shall file a copy of the document in electronic format within 10 days following the rejection.

## **2.4 Manner of Effecting Electronic Filings**

A document that is filed in electronic format shall be transmitted electronically using the SEDAR filer software in the manner required by the SEDAR Filer Manual.

## **2.5 Filing Service Subscribers**

Before making an electronic filing through SEDAR, the electronic filer or its filing agent shall become a filing service subscriber by furnishing an Application For SEDAR Filing Services on SEDAR Form 1 to the SEDAR filing service contractor and entering into the Filing Service Subscriber's Agreement on SEDAR Form 2.

## **2.6 Hours for Transmission of Electronic Filings**

Electronic filings may be transmitted through SEDAR to the securities regulatory authority on any business day between the hours of 7:00 a.m. and 11:00 p.m. Eastern Standard Time or Eastern Daylight Savings Time, whichever is in effect in Toronto, Ontario, Canada, and on any other day or at any other time that is provided in the SEDAR Filer Manual or that the securities regulatory authority announces by press release.

## **2.7 Date of Filing**

- (1) A document filed in electronic format is, for purposes of securities legislation or securities directions, filed on the day that the electronic transmission of the document is completed.
- (2) Despite subsection (1), a document filed in electronic format is, for purposes of Quebec securities legislation or Quebec securities directions, filed on the day that the document is retrieved in electronic format from SEDAR by the Commission des valeurs mobilières du Québec instead of on the day that the electronic transmission of the

document is completed.

- (3) Despite subsections (1) and (2), for purposes of a time period in securities legislation or securities directions that begins on or immediately after the date of the filing of a document filed in electronic format, the date of the filing of the document is the day on which the electronic transmission of the document is completed unless it is not completed on a business day by 5:00 p.m. local time in the city where the securities regulatory authority is located, in which case the date of the filing is the next business day.

## **2.8 Payment of Filing Fees**

- (1) The fees payable to the securities regulatory authority for the filing of a document in electronic format shall be paid by an electronic payment authorized at the time the filing is made.
- (2) A filing service subscriber shall make the payment referred to in subsection (1) by transmitting instructions through SEDAR in the manner set out in the SEDAR Filer Manual for the purpose of effecting an electronic funds transfer from the filing service subscriber to the securities regulatory authority.

# **PART 3 ELECTRONIC FILING EXEMPTIONS**

## **3.1 Temporary Hardship Exemption**

- (1) If unanticipated technical difficulties prevent the timely preparation and transmission of an electronic filing, an electronic filer may file the document in paper format under cover of SEDAR Form 3 no later than two business days after the day on which the electronic filing was required or permitted.
- (2) An electronic filer shall include the following legend in capital letters at the top of the first page of a document filed by it in paper format under this section:

IN ACCORDANCE WITH SECTION 3.1 OF NATIONAL INSTRUMENT 13-101 - SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS AND RETRIEVAL (SEDAR), THIS (SPECIFY DOCUMENT) IS BEING FILED IN PAPER FORMAT

## UNDER A TEMPORARY HARDSHIP EXEMPTION.

- (3) The requirements of securities legislation and securities directions relating to paper format filings and the payment of applicable filing fees apply to a filing under subsection (1) except that signatures to the paper format document may be in typed form rather than manual format.
- (4) If a paper format document is filed in the manner and within the time prescribed in this section, the specific date by which the document is required to be filed under securities legislation or securities directions is extended to the date on which the filing is made in paper format.
- (5) If an electronic filer makes a paper format filing under this section, the electronic filer shall file a copy of the paper format document in electronic format within three business days after the paper format document is filed.
- (6) The electronic filer shall include the following statement in capital letters at the top of the first page of the electronic format copy of the document:

THIS DOCUMENT IS A COPY OF THE (SPECIFY DOCUMENT) FILED ON (DATE) UNDER A TEMPORARY HARDSHIP EXEMPTION UNDER SECTION 3.1 OF NATIONAL INSTRUMENT 13-101 - SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS AND RETRIEVAL (SEDAR).

## **3.2 Continuing Hardship Exemption**

- (1) An electronic filer may make an application for a continuing hardship exemption if an electronic filing cannot be made without undue burden or expense.
- (2) An application for a continuing hardship exemption shall be filed in paper format contemporaneously with the filing of a similar application in another jurisdiction in which the electronic filing is required or proposed to be made and at least 20 days before the earliest date on which the electronic filing is required or proposed to be made, as applicable.
- (3) An application for a continuing hardship exemption shall include the following:



1. A list of the jurisdictions, other than the local jurisdiction, in which the application is being made.
  2. A list of the documents for which the exemption is being sought and, if applicable, the length of time for which the exemption is being requested.
  3. The reason for requesting the exemption from filing the documents in electronic format and, if applicable, the justification for the length of time for which the exemption is being requested.
- (4) The regulator or, if authorized to grant an exemption under section 7.1, the securities regulatory authority may grant or deny a continuing hardship exemption and shall notify the electronic filer in writing of a decision to grant or deny the exemption as soon as practicable after making its decision.
- (5) If the application for a continuing hardship exemption is denied, the electronic filer shall make any required electronic filing on the required or the proposed filing date, as applicable.
- (6) If the application for a continuing hardship exemption is granted, the electronic filer shall file the document for which the continuing hardship exemption is granted in paper format on the required or the proposed filing date, as applicable.
- (7) An electronic filer that files a document in paper format under a continuing hardship exemption shall include the following legend in capital letters at the top of the first page of the document:
- IN ACCORDANCE WITH SECTION 3.2 OF NATIONAL INSTRUMENT 13-101 - SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS AND RETRIEVAL (SEDAR), THIS (SPECIFY DOCUMENT) IS BEING FILED IN PAPER FORMAT UNDER A CONTINUING HARDSHIP EXEMPTION.
- (8) If a continuing hardship exemption is granted for a limited period, the exemption may be conditional upon the filing of the electronic format copy of the document that is the subject of the exemption upon the expiration of the period for which the exemption is granted.

### **3.3 Exemption For Pre-Existing Documents**

- (1) Despite subsection 2.2(1), any supporting document, written correspondence or other written material relating to a document

required to be filed in electronic format may be filed in paper format if the supporting document, written correspondence or other written material was prepared and issued, published or distributed before January 1, 1997.

- (2) An electronic filer filing a supporting document, written correspondence or other written material in paper format under subsection (1) shall do so under cover of SEDAR Form 4 no later than two business days after the date of filing the electronic format document to which it relates.
- (3) The requirements under securities legislation for paper format filings apply to a filing under subsection (1).

## **PART 4 PREPARATION AND TRANSMISSION OF ELECTRONIC FILINGS**

### **4.1 SEDAR Filer Manual**

- (1) The most recent version of the SEDAR Filer Manual : Standards, Procedures and Guidelines for Electronic Filing with the Canadian Securities Administrators, as approved by the regulator or the securities regulatory authority, is incorporated by reference in this Instrument.
- (2) An electronic filing shall be prepared and transmitted in accordance with the standards, procedures and guidelines set forth in the SEDAR Filer Manual.

### **4.2 Cover Page Information**

- (1) An electronic filing shall be accompanied by the cover page information required for the particular electronic filing.
- (2) The cover page information shall be filed in the form and manner required by the SEDAR Filer Manual.

### **4.3 Signatures**

- (1) A signature to or within any electronic filing shall be presented in typed

form rather than manual form.

- (2) An electronic filing that is required to be signed or certified shall be signed by means of an electronic entry of the name of the person or company required to sign or certify the electronic filing that is executed, adopted or authorized by the person or company as a signature.
- (3) No prospectus, take-over bid circular, issuer bid circular, directors' circular, officers' circular or annual information form for a mutual fund, or amendment or supplement to any of these documents, that contains a certificate signed by a person or company, shall be filed in electronic format unless that person or company has manually signed a certificate of authentication on SEDAR Form 6.
- (4) An electronic filer that makes an electronic filing to which subsection (3) applies shall file the manually signed certificate of authentication required under that subsection with the SEDAR filing service contractor at one of its offices listed in the SEDAR Filer Manual within three business days after the electronic filing is made.

#### **4.4 Incorporation by Reference**

- (1) The following documents shall not be incorporated by reference into an electronic filing:
  1. A document filed in paper format in contravention of this Instrument.
  2. A document filed in paper format under a temporary hardship exemption for which a required confirming electronic copy has not been filed.
- (2) Subject to subsection (3), if an electronic filing incorporates by reference all or part of a document filed previously in paper format, the document or the part incorporated by reference shall be filed in electronic format as a supporting document to the electronic filing.
- (3) Subsection (2) does not apply to an electronic filing made by a person or company that has been an electronic filer for less than one year.

#### **4.5 Maps and Photographs**

- (1) If a document to be filed in electronic format contains or is supplemented by a map or photograph and that map or photograph

exceeds 8-1/2 inches by 11 inches or 21.5 centimetres by 28 centimetres, the map or the photograph, as applicable, shall be omitted from the electronic filing.

- (2) If a map or photograph is omitted from an electronic filing, the electronic filer shall include a reference to the omitted map or photograph in the electronic filing.
- (3) An electronic filer shall make a paper format copy of each map or photograph that is omitted from an electronic filing and shall retain that copy for six years after the date of the electronic filing.
- (4) Upon request made by the securities regulatory authority within the six year period, an electronic filer shall deliver to the securities regulatory authority a paper format copy of a map or photograph omitted from an electronic filing.

## **4.6 Red Ink**

An electronic filer may satisfy any requirement that information be presented in red ink in a document to be filed in electronic format by presenting the information in the electronic format version of the document in bold face type and capital letters.

## **4.7 Format of Documents and Number of Copies**

A requirement in securities legislation or securities directions relating to the format in which a document to be filed must be printed or specifying the number of copies of a document that must be filed does not apply to an electronic filing made in accordance with this Instrument.

## **4.8 Production of Electronic Format Documents By The Securities Regulatory Authority**

- (1) Subject to subsections (2) and (3), a document required or permitted to be issued or delivered by the securities regulatory authority under securities legislation or securities directions in response to or for an electronic filing may be issued or delivered solely in electronic format in accordance with this Instrument.
- (2) The securities regulatory authority may satisfy any requirement that a document filed in electronic format be made available for public inspection by making available a printed copy or other output of the

electronic filing readable by sight.

- (3) The securities regulatory authority may satisfy any requirement to produce or make available an original or certified copy of a document filed in electronic format by providing a printed copy or other output of the electronic filing readable by sight that contains or is accompanied by a certification by the regulator that the printed copy or output is a copy of the document filed in electronic format.

## **4.9 Official Copy of Electronic Format Documents**

- (1) For purposes of securities legislation, securities directions or any other related purpose, the official copy of a document filed in electronic format by an electronic filer or issued or delivered in electronic format by the securities regulatory authority is the electronic format version stored in SEDAR.
- (2) Despite subsection (1), for purposes of Quebec securities legislation or Quebec securities directions, the official copy of a document filed in electronic format by an electronic filer is the electronic format version of the document retrieved from SEDAR by the Commission des valeurs mobilières du Québec instead of the electronic format version stored in SEDAR.

# **PART 5 FILER PROFILES**

## **5.1 Electronic Filing of Filer Profile Information**

- (1) An electronic filer shall file a filer profile in electronic format through SEDAR before making any other electronic filing.
- (2) A filer profile shall be in the form required by and contain the information set out in the SEDAR Filer Manual.
- (3) An electronic filer shall ensure that the information contained in its filer profile is correct in all material respects and shall file an amended filer profile in electronic format within 10 days following any change in the information contained in its filer profile.

## **5.2 Liability for Filer Profile Information**

A filer profile is not considered to be incorporated by reference in, or to otherwise form part of, any document that is subject to the civil liability provisions of securities legislation.

## **PART 6 JOINT FILINGS**

### **6.1 Joint Filings**

An electronic filer shall file in electronic format in accordance with this Instrument a document that is to be filed jointly by an electronic filer and another person or company that is not an electronic filer.

## **PART 7 EXEMPTION**

### **7.1 Exemption**

- (1) The regulator or the securities regulatory authority may grant an exemption to this Instrument, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.
- (2) Despite subsection (1), in Ontario only the regulator may grant such an exemption.

# APPENDIX A

## MANDATED ELECTRONIC FILINGS

### Applicable Filing

### Applicable jurisdictions\*(1)

#### **I Mutual Fund Issuers**

##### A. Securities Offerings

1. Preliminary Simplified Prospectus and Annual Information Form
2. Pro Forma Simplified Prospectus and Annual Information Form
3. Final Simplified Prospectus and Annual Information Form
4. Preliminary Long Form Prospectus
5. Pro Forma Long Form Prospectus
6. Final Long Form Prospectus

##### B. Continuous Disclosure

1. Annual Financial Statements
2. Interim Financial Statements
3. Annual Report
4. Compliance Reports - Sale and Redemption of Securities
5. Compliance Reports - Commingling of Money
6. Press Release
7. Material Change Report
8. Annual Filing of a Reporting Issuer Form 28 - British Columbia, Alberta, Ontario,

Que

BC, Alta, Sask  
Ont and NS

Nova Scotia and Form 26 - Saskatchewan)

9. Notice of securityholders' Meeting and Record Date
10. Management Proxy Circular/Information Circular
11. Change of Auditor Filings
12. Change in Year End Filings
13. Labour Sponsored Investment Fund Corporation Quarterly and Annual Share Valuation Reports Ont

C. Exemption and Other Applications

1. Applications Pursuant to A National Instrument or National Policy Regulating Mutual Funds

**II Other Issuers (Reporting/Non-reporting)**

A. Securities Offerings

(a) General Filings:

1. Initial Annual Information Form -Prompt Offering Qualification System ("POP" System")
2. Revised Annual Information Form - POP System
3. Renewal Annual Information Form - POP System
4. Preliminary Short Form Prospectus - POP System
5. Final Short Form Prospectus - POP System
6. Supplemented Short Form PREP Prospectus
7. Preliminary Short Form Prospectus - Shelf
8. Final Short Form Prospectus - Shelf
9. Prospectus Supplement - Shelf
10. Preliminary Prospectus - Multijurisdictional Disclosure System ("MJDS")



11. Final Prospectus - MJDS
12. Prospectus Supplement - MJDS
13. Preliminary Long Form Prospectus
14. Pro Forma Long Form Prospectus
15. Final Long Form Prospectus
16. Supplemented Long Form PREP Prospectus
17. Initial Rights Offering Circular
18. Final Rights Offering Circular

(b) British Columbia Filings:

- |    |  |    |
|----|--|----|
| 1. | Preliminary Prospectus (Local Filing)                      | BC |
| 2. | Final Prospectus (Local Filing)                            | BC |
| 3. | Preliminary Exchange Offering Prospectus<br>(Local Filing) | BC |
| 4. | Final Exchange Offering Prospectus<br>(Local Filing)       | BC |
| 5. | Rights Offering Circular (Local Filing)                    | BC |

(c) Québec Filings:

- |    |   |     |
|----|---|-----|
| 1. | Prospectus - Distribution outside Québec<br>(QC sec.12 Act)           | Que |
| 2. | Exchange of Securities - Merger or<br>Reorganization (QC sec. 50 Act) | Que |

(d) Alberta Filings:

- |    |  |      |
|----|--|------|
| 1. | Preliminary Prospectus (Local Filing)                      | Alta |
| 2. | Final Prospectus (Local Filing)                            | Alta |
| 3. | Preliminary Exchange Offering Prospectus<br>(Local Filing) | Alta |

4. Final Exchange Offering Prospectus (Local Filing) Alta

B. Continuous Disclosure

(a) General Filings:

1. Press Release BC, Alta, Sask, Ont, Que, NS & Nfld
2. Material Change Report BC, Alta, Sask, Ont, Que, NS & Nfld
3. Annual Financial Statements
4. Interim Financial Statements
5. Annual Report Que
6. Annual Information Form (Non-POP System) BC, Ont & Que
7. Management's Discussion & Analysis BC, Ont & Que
8. Annual Filing of a Reporting Issuer (Form 28 Ont - British Columbia, Alberta, Ontario, Nova Scotia and Form 26 - Saskatchewan) BC, Alta, Sask, & NS
9. Notice of Securityholders' Meeting and Record Date
10. Management Proxy Circular/ Information Circular
11. Report of Finance Company (Form 29 - British Columbia, Alberta, and Ontario, Form 27 - Saskatchewan) BC, Alta, Sask & Ont
12. Change of Auditor Filings
13. Future Oriented Financial Information Filings
14. Change in Year End Filings
15. Annual Information Form (SHAIF System) BC, Alta
16. Amended Annual Information Form BC, Alta

## NOTES FIN

### **1 (Commentaire)**

**\*"Applicable Jurisdiction" means a jurisdiction in which the particular filing is specifically required by securities legislation or securities directions. All jurisdictions are applicable unless otherwise indicated.**