

REGULATION 13-102 RESPECTING SYSTEM FEES FOR SEDAR AND NRD

Securities Act
(chapter V-1.1, s. 331, par. (9) and (12))

PART 1 DEFINITIONS AND INTERPRETATION

1. Definitions

(1) In this Regulation,

“annual information form” means an “AIF” as defined by Regulation 51-102 respecting Continuous Disclosure Obligations or an annual information form for the purposes of Part 9 of Regulation 81-106 respecting Investment Fund Continuous Disclosure;

“issuer bid”

(a) except in Ontario, means an issuer bid to which Part 2 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids applies, and

(b) in Ontario, means a “formal issuer bid” as defined by subsection 89(1) of the Securities Act;

“shelf prospectus” means a prospectus filed under Regulation 44-102 respecting Shelf Distributions;

“take-over bid”

(a) except in Ontario, means a take-over bid to which Part 2 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids applies, and

(b) in Ontario, means a “formal take-over bid” as defined by subsection 89(1) of the Securities Act.

(2) In this Regulation, each term appearing in Column 1 of the Table below has the meaning ascribed to it in the Regulation or Form shown in the same row in Column 2 of the Table.

Column 1 Term Defined	Column 2 Specified Regulation or Form
CPC instrument	Regulation 45-106 respecting Prospectus and Registration Exemptions
firm filer	Regulation 31-102 respecting National Registration Database
individual filer	Regulation 31-102 respecting National Registration Database
long form prospectus	Regulation 41-101 respecting General Prospectus Requirements
MJDS prospectus	National Instrument 71-101, The Multijurisdictional Disclosure System
NRD	Regulation 31-102 respecting National Registration Database
principal jurisdiction	Regulation 11-102 respecting Passport System
principal regulator	Regulation 11-102 respecting Passport System
rights offering	Regulation 45-101 respecting Rights Offerings
SEDAR	Regulation 13-101 respecting System for Electronic Document Analysis and Retrieval (SEDAR)
short form prospectus	Regulation 41-101 respecting General Prospectus Requirements
sponsoring firm	Form 33-109F4 Registration of Individuals and Review of Permitted Individuals

2. Inconsistency with other regulations

If there is any conflict or inconsistency between this Regulation and Regulation 13-101 respecting System for Electronic Document Analysis and Retrieval (SEDAR) or Regulation 31-102 respecting National Registration Database, this Regulation prevails.

PART 2 SEDAR SYSTEM FEES

3. Local system fees

In Québec, a person making the type of filing described in Column C of Appendix A with the Autorité des marchés financiers must pay to the Autorité des marchés financiers the system fee specified in Column D of that Appendix.

4. System fees

A person making the type of filing described in Column B of Appendix B of the category in Column A of that Appendix must pay to the securities regulatory authority with which the filing was made the system fee specified in Column C or D of that Appendix, as the case may be.

PART 3 NRD SYSTEM FEES

5. Enrolment Fee

A firm filer must pay to the securities regulatory authority of its principal jurisdiction an enrolment fee of \$500 upon enrolment in NRD.

6. NRD submission fee

(1) A firm filer must pay an NRD system fee in respect of an individual filer to each securities regulatory authority if

(a) it is the sponsoring firm for the individual filer, and

(b) through the filing of a Form 33-109F4, the individual filer registers or reactivates their registration with the securities regulatory authority.

(2) The fee under subsection (1) payable to each securities regulatory authority by a sponsoring firm in respect of an individual filer is,

(a) if the securities regulatory authority is the principal regulator of the individual filer, \$75.00, and

(b) in any other case, \$20.50.

7. Annual NRD system fee

On December 31 of each year, a firm filer must pay an annual NRD system fee to a securities regulatory authority equal to the total of:

(a) if the securities regulatory authority in a jurisdiction is the principal regulator of one or more individuals who are individual filers on that date and for which the firm filer is the sponsoring firm in that jurisdiction, the product of \$75.00 and the number of those individuals, and

(b) if there are individual filers on that date for which the securities regulatory authority in a jurisdiction is not the principal regulator and for which the firm filer is the sponsoring firm in that jurisdiction, the product of \$20.50 and the number of those individuals.

PART 4 PAYMENT OF FEES

8. Means of payment

A fee under section 3, 4, 6 or 7 must be paid through SEDAR or NRD, as the case may be.

PART 5 EXEMPTION

9. Exemption

(1) The regulator or the securities regulatory authority may grant an exemption from this Regulation, 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.

PART 6 EFFECTIVE DATE

10. Effective Date

This Regulation comes into force on *(insert here the date of coming into force of this Regulation)*.

**APPENDIX A
LOCAL SEDAR SYSTEM FEES**

Section 3

Column A Local Jurisdiction	Column B Category of Filing	Column C Type of Filing	Column D System Filing Fee
Québec	Securities Offerings	Prospectus distribution to person outside Québec, if made from Québec (section 12 of Securities Act)	\$130.00

**APPENDIX B
OTHER SEDAR SYSTEM FEES**

Section 4

Row	Column A Category of Filing	Column B Type of Filing	Column C System Fee Payable to Principal Regulator	Column D System Fee Payable to Each Other Securities Regulatory Authority
1	Annual filing service fee for continuous disclosure - investment funds <i>Note: Excludes the Annual Information Form and all other filings listed separately in Rows 3 to 21.</i>	Investment funds (continuous disclosure)	\$495.00	N/A
2	Annual filing service fee for continuous disclosure <i>Note: Excludes the Annual Information Form and all other filings listed separately in Rows 3 to 21.</i>	Continuous disclosure for reporting issuers (other than investment funds)	\$705.00	\$74.00
3	Investment fund issuers / securities offerings	Simplified prospectus, annual information form and Fund Facts (Regulation 81-101 respecting Mutual Fund Prospectus Disclosure)	\$585.00, which applies in total to a combined filing, if one annual information form and one simplified prospectus are used to qualify the investment fund securities of more than one investment fund for distribution	\$162.50, subject to the application provision described in Column C
4		Long form prospectus	\$715.00	\$212.50
5	Investment fund issuers/continuous disclosure	Annual information form (Regulation 81-106 respecting Investment Fund Continuous Disclosure) for investment fund if not a short form prospectus issuer	\$455.00	N/A
6	Investment fund issuers/continuous disclosure	Annual information form (Regulation 81-106 respecting Investment Fund Continuous Disclosure) for investment fund if short form prospectus issuer	\$2,655.00	N/A

Row	Column A Category of Filing	Column B Type of Filing	Column C System Fee Payable to Principal Regulator	Column D System Fee Payable to Each Other Securities Regulatory Authority
7	Investment fund issuers/exemptions and other applications	Applications (Regulation 81-102 respecting Mutual Funds)	\$195.00	\$40.00
8		Exemptions and other applications in connection with a prospectus filing	\$195.00	\$82.50
9	Other issuers/securities offerings	Short form prospectus (Regulation 44-101 respecting Short Form Prospectus Distributions)	\$390.00	\$115.00
10		Shelf prospectus (Regulation 44-102 respecting Shelf Distributions)	\$390.00	\$115.00
11		MJDS Prospectus (National Instrument 71-101, The Multijurisdictional Disclosure System)	\$390.00	\$115.00
12		Long form prospectus	\$715.00	\$212.50
13		Rights offering material	\$325.00	\$115.00
14		Prospectus governed by CPC instrument (TSX Venture Exchange)	\$715.00	\$212.50
15		Other issuers/continuous disclosure	Annual information form, if neither an investment fund nor a short form prospectus issuer	\$455.00
16	Annual information form, if a short form prospectus issuer (other than an investment fund)		\$2,655.00	N/A
17	Exemptions and other applications (if not an investment fund)	Exemptions and other applications in connection with prospectus filing	\$195.00	\$82.50
18	Other issuers/Going Private/Related Party Transactions	Going private transaction filings	\$325.00	\$115.00
19		Related party transaction filings	\$325.00	\$115.00
20	Other issuers/securities acquisitions	Issuer bid filings	\$195.00	\$82.50
21	Third party filers/third party filings	Take-over bid filings	\$195.00	\$82.50