

**NATIONAL INSTRUMENT
14-101
DEFINITIONS**

PART 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions and Interpretation

(1) Every term that is defined or interpreted in the statute of the local jurisdiction referred to in Appendix B, the definition or interpretation of which is not restricted to a specific portion of the statute, has, if used in a national instrument or multilateral instrument, the meaning ascribed to it in that statute unless the context otherwise requires.

(2) A provision or reference within a provision of a national instrument or multilateral instrument that specifically refers by name to one or more jurisdictions other than the local jurisdiction shall not have any effect in the local jurisdiction, unless otherwise stated in the national instrument or multilateral instrument.

(3) In a national instrument or multilateral instrument

"1933 Act" means the Securities Act of 1933 of the United States of America, as amended from time to time;

"1934 Act" means the Securities Exchange Act of 1934 of the United States of America, as amended from time to time;

"adviser registration requirement" means the requirement in securities legislation that prohibits a person or company from acting as an adviser unless the person or company is registered in the appropriate category of registration under securities legislation;

"blanket rulings and orders" means rulings and orders issued under Canadian securities legislation in certain jurisdictions that are applicable to a class of persons, trades, intended trades, securities, exchange contracts or transactions;

"Canadian auditor's report" means an auditor's report prepared in accordance with Canadian GAAS;

"Canadian financial institution" means a bank, loan corporation,

trust company, insurance company, treasury branch, credit union or caisse populaire that, in each case, is authorized to carry on business in Canada or a jurisdiction, or the Confédération des caisses populaires et d'économie Desjardins du Québec;

"Canadian GAAP" means generally accepted accounting principles determined with reference to the Handbook;

"Canadian GAAS" means generally accepted auditing standards determined with reference to the Handbook;

"Canadian securities directions" means the instruments listed in Appendix A;

"Canadian securities legislation" means the statutes and the other instruments listed in Appendix B;

"Canadian securities regulatory authorities" means the securities commissions and similar regulatory authorities listed in Appendix C;

"CIPF" means the Canadian Investor Protection Fund;

"CSA" means the Canadian Securities Administrators;

"dealer registration requirement" means the requirement in securities legislation that prohibits a person or company from trading in a security unless the person or company is registered in the appropriate category of registration under securities legislation;

"equity security" has the meaning ascribed to that term in securities legislation;

"foreign jurisdiction" means a country other than Canada or a political subdivision of a country other than Canada;

"Handbook" means the Handbook of the Canadian Institute of Chartered Accountants, as amended from time to time;

"implementing law of a jurisdiction" means, for a local jurisdiction, a regulation, rule, ruling or order of the Canadian securities regulatory authority that implements a national instrument or multilateral instrument in the local jurisdiction;

"insider reporting requirement" means the requirement in securities legislation for an insider of a reporting issuer to file reports disclosing:

- (a) the insider's direct or indirect beneficial ownership of, or control or direction over, securities of the reporting issuer, or
- (b) any change or changes to such ownership of, or control or direction over, securities of the reporting issuer;

"issuer bid" has the meaning ascribed to that term in securities legislation;

"ITA" means the Income Tax Act (Canada);

"jurisdiction" or "jurisdiction of Canada" means a province or territory of Canada except when used in the term foreign jurisdiction;

"local jurisdiction" means, in a national instrument or multilateral instrument adopted or made by a Canadian securities regulatory authority, the jurisdiction in which the Canadian securities regulatory authority is situate;

"networking notice requirement" means the requirement in securities legislation that a registrant give written notice to the securities regulatory authority or regulator before entering into a networking arrangement;

"person or company", for the purpose of a national instrument or multilateral instrument in British Columbia, means "person" as defined in section 1 of the Securities Act (British Columbia), and for the purpose of a national instrument or multilateral instrument in Quebec, means "person" as used in the Securities Act (Quebec);

"prospectus requirement" means the requirement in securities legislation that prohibits a person or company from distributing a security unless a preliminary prospectus and prospectus for the security have been filed and receipts obtained for them;

"provincial and territorial securities directions" means the instruments listed in Appendix A;

"provincial and territorial securities legislation" means the statutes and the other instruments listed in Appendix B;

"provincial and territorial securities regulatory authorities" means the securities commissions and similar regulatory authorities listed in Appendix C;

"registration requirement" means the requirement in securities legislation that prohibits a person or company from trading in a security or acting as an underwriter or an adviser unless the person or company is registered in the appropriate category of registration under securities legislation;

"regulator" means, for the local jurisdiction, the person referred to in Appendix D opposite the name of the local jurisdiction;

"SEC" means the Securities and Exchange Commission of the United States of America;

"securities directions" means, for the local jurisdiction, the instruments listed in Appendix A opposite the name of the local jurisdiction;

"securities legislation" means, for the local jurisdiction, the statute and other instruments listed in Appendix B opposite the name of the local jurisdiction;

"securities regulatory authority" means, for the local jurisdiction, the securities commission or similar regulatory authority listed in Appendix C opposite the name of the local jurisdiction;

"SRO" means a self-regulatory organization, a self-regulatory body or an exchange.

"take-over bid" has the meaning ascribed to that term in securities legislation;

"underwriter registration requirement" means the requirement in securities legislation that prohibits a person or company from acting as an underwriter unless the person or company is registered in the appropriate category of registration under securities legislation; and

"U.S. federal securities law" means the federal statutes of the

United States of America concerning the regulation of securities markets and trading in securities and the regulations, rules, forms and schedules under those statutes, all as amended from time to time;

PART 2 EFFECTIVE DATE

2.1 Effective Date - This National Instrument comes into force on April 1, 1997.

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APPENDIX A

**PROVINCIAL AND TERRITORIAL SECURITIES DIRECTIONS/
CANADIAN SECURITIES DIRECTIONS**

| LOCAL JURISDICTION | INSTRUMENTS |
|---------------------------|--|
| ALBERTA | The policy statements and the written interpretations issued by the securities regulatory authority |
| BRITISH COLUMBIA | The policy statements and the written interpretations issued by the securities regulatory authority. |
| MANITOBA | The policy statements and the written interpretations issued by the securities regulatory authority. |
| NEW BRUNSWICK | The policy statements and the written interpretations issued by the securities regulatory authority. |
| NEWFOUNDLAND | The policy statements and the written interpretations issued by the securities regulatory authority. |
| NORTHWEST TERRITORIES | The policy statements and the written interpretations issued by the securities regulatory authority. |
| NOVA SCOTIA | The policy statements and the written interpretations issued by the securities regulatory authority. |
| NUNAVUT | The policy statements and the written interpretations issued by the securities regulatory authority. |
| ONTARIO | None. |
| PRINCE EDWARD ISLAND | The policy statements and the written interpretations issued by the securities regulatory authority. |

QUEBEC

The policy statements and the written interpretations issued by the securities regulatory authority.

SASKATCHEWAN

The policy statements and the written interpretations issued by the securities regulatory authority.

YUKON TERRITORY

The policy statements and the written interpretations issued by the securities regulatory authority.

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APPENDIX B

**PROVINCIAL AND TERRITORIAL SECURITIES LEGISLATION/
CANADIAN SECURITIES LEGISLATION**

LOCAL JURISDICTION

STATUTE AND OTHER INSTRUMENTS

ALBERTA

Securities Act and the regulations and rules under that Act and the blanket rulings and orders issued by the securities regulatory authority.

BRITISH COLUMBIA

Securities Act and the regulations, rules and forms under that Act and the blanket rulings and orders issued by the securities regulatory authority.

MANITOBA

The Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

NEW BRUNSWICK

Security Frauds Prevention Act and the regulations under that Act and the orders issued by the securities regulatory authority.

NEWFOUNDLAND

Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

NORTHWEST TERRITORIES

Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

NOVA SCOTIA

Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

NUNAVUT

Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

ONTARIO

Securities Act and the regulations and rules under that Act.

PRINCE EDWARD ISLAND

Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

QUEBEC

Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

SASKATCHEWAN

The Securities Act, 1988 and the regulations and rules under that Act and the blanket rulings and orders issued by the securities regulatory authority.

YUKON TERRITORY

Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

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APPENDIX C

**PROVINCIAL AND TERRITORIAL SECURITIES REGULATORY
AUTHORITIES/
CANADIAN SECURITIES REGULATORY AUTHORITIES**

LOCAL JURISDICTION

ALBERTA

BRITISH COLUMBIA

MANITOBA

NEW BRUNSWICK

NEWFOUNDLAND

NORTHWEST TERRITORIES

NOVA SCOTIA

NUNAVUT

ONTARIO

PRINCE EDWARD ISLAND

QUEBEC

SASKATCHEWAN

YUKON TERRITORY

SECURITIES REGULATORY AUTHORITY

Alberta Securities Commission

British Columbia Securities Commission

The Manitoba Securities Commission

Office of the Administrator, New Brunswick

Securities Commission of Newfoundland

Registrar of Securities, Northwest Territories

Nova Scotia Securities Commission

Registrar of Securities, Nunavut

Ontario Securities Commission

Registrar of Securities, Prince Edward Island

Commission des valeurs mobilières du Québec

Saskatchewan Securities Commission

Registrar of Securities, Government of the Yukon
Territory

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APPENDIX D

REGULATOR

LOCAL JURISDICTION

REGULATOR

ALBERTA

Executive Director, as defined under section 1 of the Securities Act (Alberta).

BRITISH COLUMBIA

Executive Director, as defined under section 1 of the Securities Act (British Columbia).

MANITOBA

Director, as defined under subsection 1(1) of The Securities Act (Manitoba).

NEW BRUNSWICK

Administrator, as defined under section 1 of the Security Frauds Prevention Act (New Brunswick).

NEWFOUNDLAND

Director of Securities, designated under section 7 of the Securities Act (Newfoundland).

NORTHWEST TERRITORIES

Registrar, as defined under section 1 of the Securities Act (Northwest Territories).

NOVA SCOTIA

Director, as defined under section 1 of the Securities Act (Nova Scotia).

NUNAVUT

Registrar, as defined under section 1 of the Securities Act (Nunavut).

ONTARIO

Director, as defined under section 1 of the Securities Act (Ontario).

PRINCE EDWARD ISLAND

Registrar, as defined under section 1 of the Securities Act (Prince Edward Island).

QUEBEC

la Commission des valeurs mobilières du Québec continued under the Securities Act (Quebec).

SASKATCHEWAN

Director, as defined in section 1 of The Securities Act, 1988 (Saskatchewan).

YUKON TERRITORY

Registrar, as defined under section 1 of the Securities Act (Yukon Territory).