

**Multilateral Instrument 11-102**  
*Passport System*

**PART 1 DEFINITIONS**

- 1.1 Definitions
- 1.2 Language of documents - Québec

**PART 2 CONTINUOUS DISCLOSURE**

- 2.1 Exemption from non-harmonized continuous disclosure requirements

**PART 3 PROSPECTUS**

- 3.1 Principal regulator for prospectus
- 3.2 Discretionary change of principal regulator for prospectus
- 3.3 Deemed issuance of receipt
- 3.4 Exemption from non-harmonized prospectus requirements
- 3.5 Transition for section 3.3

**PART 4 DISCRETIONARY EXEMPTIONS**

- 4.1 Specified jurisdiction
- 4.2 Principal regulator – general
- 4.3 Principal regulator – exemptions related to insider reporting and take-over bids
- 4.4 Principal regulator – head office not in a specified jurisdiction
- 4.5 Principal regulator – exemption not sought in principal jurisdiction
- 4.6 Discretionary change of principal regulator for discretionary exemption applications
- 4.7 Passport application of discretionary exemptions
- 4.8 Availability of passport for discretionary exemptions applied for before March 17, 2008

**PART 5 EFFECTIVE DATE**

- 5.1 Effective date

**APPENDIX A**

Non-harmonized continuous disclosure provisions

**APPENDIX B**

Prospectus provisions

**APPENDIX C**

Non-harmonized prospectus provisions

**APPENDIX D**

Equivalent provisions

**Multilateral Instrument 11-102**  
***Passport System***

**PART 1      DEFINITIONS**

**1.1      Definitions**

In this Instrument,

“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;

“national prospectus instrument” means

- (a) National Instrument 41-101 *General Prospectus Requirements*,
- (b) National Instrument 44-101 *Short Form Prospectus Distributions*,
- (c) National Instrument 44-102 *Shelf Distributions*,
- (d) National Instrument 44-103 *Post-Receipt Pricing*, or
- (e) National Instrument 81-101 *Mutual Fund Prospectus Disclosure*;

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

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

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

“prospectus” includes an amendment to a prospectus;

“SEDAR” has the same meaning as in National Instrument 13-101 *System for Electronic Document Analysis and Retrieval*.

**1.2      Language of documents - Québec**

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

## **PART 2 CONTINUOUS DISCLOSURE**

### **2.1 Exemption from non-harmonized continuous disclosure requirements**

A provision listed in Appendix A does not apply to a reporting issuer if the reporting issuer is also a reporting issuer under the securities legislation of another jurisdiction of Canada.

## **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) Subject to subsection (3) and section 3.2, 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**

If a person or company 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 or company receives the notice, and
- (b) the effective date specified in the notice, if any.

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

- (1) Subject to section 3.5(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 Instrument,

- (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 Instrument 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 Exemption from non-harmonized prospectus requirements**

- (1) A provision listed in Appendix C does not apply to a preliminary prospectus if
- (a) the preliminary prospectus is filed under a provision set out in Appendix B and under a national prospectus instrument,
  - (b) the preliminary prospectus is filed in at least one other jurisdiction of Canada, and
  - (c) a jurisdiction where the preliminary prospectus is filed is the principal jurisdiction for the filing of the preliminary prospectus.
- (2) A provision listed in Appendix C does not apply to a prospectus, other than a preliminary prospectus, if
- (a) the prospectus is filed under a provision set out in Appendix B and under a national prospectus instrument,
  - (b) the prospectus is filed in at least one other jurisdiction of Canada, and
  - (c) a jurisdiction where the prospectus is filed is the principal jurisdiction for the filing of the prospectus.

### **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 Instrument 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**

Subject to sections 4.3 to 4.6, 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 or company other than an investment fund, the securities regulatory authority or regulator of the jurisdiction in which the person or company's head office is located.

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

Subject to sections 4.4 to 4.6, 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**

Subject to section 4.5 and 4.6, 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 company or, in the case of an investment fund, the investment fund manager, has the most significant connection.

#### **4.5 Principal regulator – exemption not sought in principal jurisdiction**

(1) Subject to subsection (2), if a person or company is not seeking an exemption in the jurisdiction of the principal regulator, as determined under section 4.2, 4.3 or 4.4, as applicable, the principal regulator for the application is the securities regulatory authority or regulator in the specified jurisdiction

- (a) in which the person or company 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 company, or in the case of an investment fund, the investment fund manager, has the most significant connection.

(2) If at any one time a person or company 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 or 4.4 or subsection (1), as applicable, the person or company may make the application to the securities regulatory authority or regulator in the specified jurisdiction

- (a) in which the person or company 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 company, 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**

If a person or company receives written notice from a securities regulatory authority or regulator that specifies a principal regulator for the person or company'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,
  - (c) the person or company 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 or company 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 or company 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) subject to subsection (3), the person or company 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 or company 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 or company 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 Multilateral Instrument 11-101 *Principal Regulator System*, if, before March 17, 2008,
- (a) the principal regulator, identified under that Instrument, granted the exemption, and
  - (b) the reporting issuer filed the notice of principal regulator under section 2.2 or 2.3 of that Instrument.

## **PART 5      EFFECTIVE DATE**

### **5.1      Effective date**

This Instrument comes into force on March 17, 2008.

**APPENDIX A**  
**Non-harmonized continuous disclosure provisions**

<b>Jurisdiction</b>	<b>Provisions</b>
British Columbia	sections 2 ( <i>Foreign financial statements and reports</i> ), and 3, other than subsection 3(3) ( <i>Preparation of financial statements</i> ) of the Securities Rules
Alberta	none
Saskatchewan	none
Manitoba	none
Québec	none
New Brunswick	none
Nova Scotia	none
Prince Edward Island	none
Newfoundland and Labrador	none
Yukon	none
Northwest Territories	none
Nunavut	none

**APPENDIX B**  
**Prospectus provisions**

<b>Jurisdiction</b>	<b><i>Securities Act provisions</i></b>
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	section 94 ( <i>Prospectus required</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	section 94 ( <i>Prospectus required</i> )
Northwest Territories	section 27(2) ( <i>Prohibition</i> )
Nunavut	section 27(2) ( <i>Prohibition</i> )

**APPENDIX C**  
**Non-harmonized prospectus provisions**

<b>Jurisdiction</b>	<b>Provisions</b>
British Columbia	sections 2 ( <i>Foreign financial statements and reports</i> ), and 3, other than subsection 3(3) ( <i>Preparation of financial statements</i> ) of the Securities Rules
Alberta	none
Saskatchewan	none
Manitoba	none
Québec	section 25 ( <i>Distribution made by the issuer itself</i> ) of Securities Regulation
New Brunswick	none
Nova Scotia	none
Prince Edward Island	none
Newfoundland and Labrador	none
Yukon	none
Northwest Territories	none
Nunavut	none

**APPENDIX D**  
**Equivalent provisions**

All references are to provisions of the *Securities Act* of the relevant jurisdiction unless otherwise noted. All references to ‘NI’ are to ‘National Instruments’. All references to ‘MI’ are to ‘Multilateral Instruments’.

Provision	British Columbia	Alberta	Saskatchewan	Manitoba	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut	Ontario
SEDAR	NI 13-101												
Marketplace operation	NI 21-101 (only Parts 6, 7 – 11, as they apply to an ATS, and 13)												
Trading rules	NI 23-101 (only Parts 4 and 8 – 11)												
Institutional trade matching and settlement	NI 24-101										n/a	NI 24-101	
National registration database (NRD)	NI 31-102												
Underwriting conflicts	NI 33-105												
Registrant information	NI 33-109												
Prospectus disclosure requirements	NI 41-101 (except as noted below)												
Certificate of issuer	s.5.3(1) of NI 41-101												s.58
Certificate of corporate issuer	s.5.4(1) of NI 41-101												s.58

<b>Provision</b>	<b>British Columbia</b>	<b>Alberta</b>	<b>Saskatchewan</b>	<b>Manitoba</b>	<b>Québec</b>	<b>Nova Scotia</b>	<b>New Brunswick</b>	<b>Prince Edward Island</b>	<b>Newfoundland and Labrador</b>	<b>Yukon</b>	<b>Northwest Territories</b>	<b>Nunavut</b>	<b>Ontario</b>	
Certificate of issuer involved in reverse takeover													s.5.8 of NI 41-101	n/a
Certificate of underwriter													s.5.9(1) of NI 41-101	s.59(1)
Certificate of promoter													s.5.11(1) of NI 41-101	s.58(1)
Delivery of amendments													s.6.4 of NI 41-101	s.57(3)
Amendment to a preliminary prospectus													s.6.5(1) of NI 41-101	s.57(1)
Amendment to a final prospectus													s.6.6(1) of NI 41-101	s.57(1)
Amendment to a final prospectus													s.6.6(2) of NI 41-101	s.57(2)
Regulator must issue receipt													s.6.6(3) of NI 41-101	s.57(2.1)
Regulator must not refuse a receipt													s.6.6(4) of NI 41-101	ss.57(2.1) and 61(3)
Prohibition against distribution													s.6.6(5) of NI 41-101	s.57(2.2)

<b>Provision</b>	<b>British Columbia</b>	<b>Alberta</b>	<b>Saskatchewan</b>	<b>Manitoba</b>	<b>Québec</b>	<b>Nova Scotia</b>	<b>New Brunswick</b>	<b>Prince Edward Island</b>	<b>Newfoundland and Labrador</b>	<b>Yukon</b>	<b>Northwest Territories</b>	<b>Nunavut</b>	<b>Ontario</b>
Distribution of preliminary prospectus and distribution list	s.16.1 of NI 41-101											ss.66 and 67	
Statement of rights	s.18.1 of NI 41-101											s.60	
Disclosure standards for mineral projects	NI 43-101												
Short form prospectus distribution requirements	NI 44-101												
Shelf prospectus requirements	NI 44-102												
Post receipt pricing	NI 44-103												
Rights offering requirements	NI 45-101												
Resale of securities	NI 45-102												
Standards of disclosure for oil and gas activities	NI 51-101										n/a	NI 51-101	
Continuous disclosure obligations	NI 51-102 (except as noted below)										n/a	NI 51-102 (except as noted below)	

Provision	British Columbia	Alberta	Saskatchewan	Manitoba	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut	Ontario
Publication of material change	s. 7.1 of NI 51-102										n/a	s.75 of <i>Securities Act</i> and s.3(1.1) of Regulation 1015 (General)	
Accounting principles, auditing standards and reporting currency requirements	NI 52-107												
Auditor oversight	NI 52-108												
Certification of disclosure in annual and interim filings	NI 52-109												
Audit committees	NI 52-110												
Communication with beneficial owners	NI 54-101										n/a	NI 54-101	
System for electronic disclosure by insiders (SEDI)	NI 55-102										n/a	NI 55-102	

Provision	British Columbia	Alberta	Saskatchewan	Manitoba	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut	Ontario
Insider reporting for certain derivative transactions (EM) - Reporting requirement	ss. 87(2), (5) and (6)				s. 2.1 of MI 55-103						n/a		s.2.1 of MI 55-103
EM – Existing agreements which continue in force	s.87.1				s.2.3 of MI 55-103						n/a		s.2.3 of MI 55-103
EM – Existing agreements entered into prior to becoming insider	s.87(2) and (6)				s.2.4 of MI 55-103						n/a		s.2.4 of MI 55-103
EM – Form and timing of report	s. 87(2), (5) and (6) of <i>Securities Act</i> and s. 155.1(1), (2) and (3) of <i>Securities Rules</i>				s.3.1 of MI 55-103						n/a		s.3.1 of MI 55-103

Provision	British Columbia	Alberta	Saskatchewan	Manitoba	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut	Ontario
EM – Form and timing of report for existing agreements	s. 87.1 of <i>Securities Act</i> and s. 155.1(4) of Securities Rules	s.3.2 of MI 55-103									n/a	s.3.2 of MI 55-103	
EM – Form and timing of report for existing agreements entered into prior to becoming insider	s. 87 (2) and (6) of <i>Securities Act</i> and s. 155.1(1) and (3) of Securities Rules	s.3.3 of MI 55-103									n/a	s.3.3 of MI 55-103	
Disclosure of corporate governance practices	NI 58-101									n/a	NI 58-101		
Protection of minority security holders in special transactions	n/a			MI 61-101	n/a						MI 61-101		
Early warning reports and other take-over bid and insider reporting requirements	NI 62-103									n/a	NI 62-103		

<b>Provision</b>	<b>British Columbia</b>	<b>Alberta</b>	<b>Saskatchewan</b>	<b>Manitoba</b>	<b>Québec</b>	<b>Nova Scotia</b>	<b>New Brunswick</b>	<b>Prince Edward Island</b>	<b>Newfoundland and Labrador</b>	<b>Yukon</b>	<b>Northwest Territories</b>	<b>Nunavut</b>	<b>Ontario</b>	
Take-over bids and issuer bid requirements (TOB/IB) – Restrictions on acquisitions during take-over bid													s.2.2(1) of MI 62-104	s.93.1(1)
TOB/IB – Restrictions on acquisitions during issuer bid													s.2.3(1) of MI 62-104	s.93.1(4)
TOB/IB – Restrictions on acquisitions before take-over bid													s.2.4(1) of MI 62-104	s.93.2(1)
TOB/IB – Restrictions on acquisitions after bid													s.2.5 of MI 62-104	s.93.3(1)
TOB/IB – Restrictions on sales during formal bid													s.2.7(1) of MI 62-104	s.97.3(1)

Provision	British Columbia	Alberta	Saskatchewan	Manitoba	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut	Ontario
TOB/IB – Duty to make bid to all security holders													s.94
TOB/IB – Commencement of bid													s.94.1(1) and (2)
TOB/IB – Offeror's circular													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.94.3(1)
TOB/IB – Notice of change													s.94.3(4) of <i>Securities Act</i> and s.3.4 of OSC Rule 62-504
TOB/IB – Variation of terms													s.94.4(1)
TOB/IB – Notice of variation													s.94.4(2) of <i>Securities Act</i> and s.3.4 of OSC Rule 62-504

<b>Provision</b>	<b>British Columbia</b>	<b>Alberta</b>	<b>Saskatchewan</b>	<b>Manitoba</b>	<b>Québec</b>	<b>Nova Scotia</b>	<b>New Brunswick</b>	<b>Prince Edward Island</b>	<b>Newfoundland and Labrador</b>	<b>Yukon</b>	<b>Northwest Territories</b>	<b>Nunavut</b>	<b>Ontario</b>	
TOB/IB – Expiry date of bid if notice of variation													s.2.12(3) of MI 62-104	s.94.4(3)
TOB/IB – No variation after expiry													s.2.12(5) of MI 62-104	s.94.4(5)
TOB/IB – Filing and sending notice of change or notice of variation													s.2.13 of MI 62-104	s.94.5
TOB/IB – Change or variation in advertised take-over bid													s.2.14(1) of MI 62-104	s.94.6(1)
TOB/IB – Consent of expert – bid circular													s.2.15(2) of MI 62-104	s.94.7(1)
TOB/IB – Delivery and date of bid documents													s.2.16(1) of MI 62-104	s.94.8(1)

<b>Provision</b>	<b>British Columbia</b>	<b>Alberta</b>	<b>Saskatchewan</b>	<b>Manitoba</b>	<b>Québec</b>	<b>Nova Scotia</b>	<b>New Brunswick</b>	<b>Prince Edward Island</b>	<b>Newfoundland and Labrador</b>	<b>Yukon</b>	<b>Northwest Territories</b>	<b>Nunavut</b>	<b>Ontario</b>	
TOB/IB – Duty to prepare and send directors’ circular													s.2.17 of MI 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 MI 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 MI 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 MI 62-104	s.96(2)

Provision	British Columbia	Alberta	Saskatchewan	Manitoba	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut	Ontario	
TOB/IB – Form of director’s or officer’s circular													s.2.20(3) of MI 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 MI 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 MI 62-104	s. 96(6)
TOB/IB – Form of notice of change for director’s or officer’s circular													s.2.20(7) of MI 62-104	s.96(7) of <i>Securities Act</i> and s.3.4 of OSC Rule 62-504

<b>Provision</b>	<b>British Columbia</b>	<b>Alberta</b>	<b>Saskatchewan</b>	<b>Manitoba</b>	<b>Québec</b>	<b>Nova Scotia</b>	<b>New Brunswick</b>	<b>Prince Edward Island</b>	<b>Newfoundland and Labrador</b>	<b>Yukon</b>	<b>Northwest Territories</b>	<b>Nunavut</b>	<b>Ontario</b>	
TOB/IB – Consent of expert, directors’ circular, etc.													s.2.21 of MI 62-104	s.96.1
TOB/IB – Delivery and date of offeree issuer’s documents													s.2.22(1) of MI 62-104	s.96.2(1)
TOB/IB – Consideration													s.2.23(1) of MI 62-104	s.97(1)
TOB/IB – Variation of consideration													s.2.23(3) of MI 62-104	s.97(3)
TOB/IB – Prohibition against collateral agreements													s.2.24 of MI 62-104	s.97.1(1)
TOB/IB – Proportionate take up and payment													s.2.26(1) of MI 62-104	s.97.2(1)
TOB/IB – Financing arrangements													s.2.27(1) of MI 62-104	s.97.3(1)

Provision	British Columbia	Alberta	Saskatchewan	Manitoba	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut	Ontario	
TOB/IB – Minimum deposit period													s.2.28 of MI 62-104	s.98(1)
TOB/IB – Prohibition on take up													s.2.29 of MI 62-104	s.98(2)
TOB/IB – Obligation to take up and pay for deposited securities													s.2.32 of MI 62-104	s.98.3
TOB/IB – Return of deposited securities													s.2.33 of MI 62-104	s.98.5
TOB/IB – News release on expiry of bid													s.2.34 of MI 62-104	s.98.6
TOB/IB – Language of bid documents													s.3.1 of MI 62-104	n/a
TOB/IB – Filing of documents by offeror													s.3.2(1) of MI 62-104	s.98.7 of <i>Securities Act</i> and s.5.1(1) of OSC Rule 62-504



Provision	British Columbia	Alberta	Saskatchewan	Manitoba	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut	Ontario	
TOB/IB – Obligation to provide security holder list													s.3.4(1) of MI 62-104	s.99.1(1)
TOB/IB – Application of <i>Canada Business Corporations Act</i>													s.3.4(2) of MI 62-104	s.99.1(2)
TOB/IB – Early Warning													s.5.2 of MI 62-104	s.102.1(1) – (4) of <i>Securities Act</i> and s.7.1 of OSC Rule 62-504
TOB/IB – Acquisitions during bid													s.5.3 of MI 62-104	s.102.2(1) and (2) of <i>Securities Act</i> and s.7.2(1) of OSC Rule 62-504
TOB/IB – Copies of news release and report													s.5.5 of MI 62-104	s.7.2(3) of OSC Rule 62-504

<b>Provision</b>	<b>British Columbia</b>	<b>Alberta</b>	<b>Saskatchewan</b>	<b>Manitoba</b>	<b>Québec</b>	<b>Nova Scotia</b>	<b>New Brunswick</b>	<b>Prince Edward Island</b>	<b>Newfoundland and Labrador</b>	<b>Yukon</b>	<b>Northwest Territories</b>	<b>Nunavut</b>	<b>Ontario</b>
Multi-jurisdictional disclosure system							NI 71-101						
Mutual fund prospectus disclosure							NI 81-101						
Mutual fund requirements							NI 81-102						
Commodity pools							NI 81-104						
Mutual fund sales practices							NI 81-105						
Investment fund continuous disclosure							NI 81-106						
Independent review committee							NI 81-107						

Provision	British Columbia	Alberta	Saskatchewan	Manitoba	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut	Ontario
<b>Registration</b>													
Dealer registration requirement	s.34(1)(a)	s. 75(1)(a)	s. 27(a)	s.6(1)	ss.148 & 149	s.31(1)(a)	s.45(a)	s. 86(1)(a)	s.26(1)(a)	s. 86(1)(a)	s. 4	s. 4	s. 25(1)(a)
Underwriter registration requirement	s.34(1)(b)	s. 75(1)(a)	n/a	s.6(1)	s.148	s.31(1)(b)	n/a	s. 86(2)	s.26(1)(b)	s.86(2)	n/a	n/a	s. 25(1)(a)
Adviser registration requirement	s.34(1)(c)	s. 75(1)(b)	s.27(c)	s.6(7)	ss.148 & 149	s.31(1)(c)	s.45(b)	s. 86(1)(b)	s.26(1)(c)	s.86(1)(b)	s. 4	s. 4	s. 25(1)(c)
<b>Trading in Securities Generally</b>													
Registered dealer acting as principal	s.51	s.94	s.45	s.70	s.163 of <i>Securities Act</i> and s.234.3 of <i>Securities Regulation</i>	s.45	s.59	n/a	s.40	n/a	n/a	n/a	s.39
Disclosure of investor relations activities	s.52	n/a	n/a	n/a	n/a	n/a	s.62	n/a	n/a	n/a	n/a	n/a	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	n/a	n/a	s.43

<b>Provision</b>	<b>British Columbia</b>	<b>Alberta</b>	<b>Saskatchewan</b>	<b>Manitoba</b>	<b>Québec</b>	<b>Nova Scotia</b>	<b>New Brunswick</b>	<b>Prince Edward Island</b>	<b>Newfoundland and Labrador</b>	<b>Yukon</b>	<b>Northwest Territories</b>	<b>Nunavut</b>	<b>Ontario</b>
<b>Trading in Exchange Contracts</b>													
Trading exchange contracts on an exchange in jurisdiction	s.58	s.106 & 107	s.40	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Trading exchange contracts on an exchange outside jurisdiction	s.59	s.108 & 109	s.41	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
<b>Prospectus</b>													
Prospectus requirement	s.61	s.110	s.58	s.37	ss.11 and 12	s.58	s.71(1)	s. 94	s.54	s.94	s. 27	s. 27	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	n/a	n/a	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	n/a	n/a	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. 28	s. 28	s.71(1)

Provision	British Columbia	Alberta	Saskatchewan	Manitoba	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut	Ontario
<b>Requirements when using prospectus exemptions</b>													
Filing disclosure documents in connection with exemption	n/a	s.127.2 of ASC Rules	s.80.1	n/a	s.37.2 of Securities Regulation	n/a	s.2.3 of Local Rule 45-802	n/a	n/a	n/a	n/a	n/a	s. 6.4 of OSC Rule 45-501
Filing report of exempt distribution	s.139 of Securities Rules and ss. 6.1 and 6.3 of NI 45-106	s.129.1 of ASC Rules and ss. 6.1 and 6.3 of NI 45-106	ss. 6.1 and 6.3 of NI 45-106	s.7 of Regulation and ss. 6.1 and 6.3 of NI 45-106	ss. 6.1 and 6.3 of NI 45-106	ss. 6.1 and 6.3 of NI 45-106	ss. 6.1 and 6.3 of NI 45-106	ss. 6.1 and 6.3 of NI 45-106	ss. 6.1 and 6.3 of NI 45-106	ss. 6.1 and 6.3 of NI 45-106	n/a	n/a	s. 7.1 of OSC Rule 45-501 and ss. 6.1 and 6.3 of NI 45-106
<b>Continuous Disclosure</b>													
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	n/a	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	s.55	s.103(3) – (7)	s.163	s.50	s.163	n/a	n/a	s.49

Provision	British Columbia	Alberta	Saskatchewan	Manitoba	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut	Ontario
<b>Insider Reporting</b>													
Insider reports – filing upon becoming an insider of a reporting issuer	s.87(2) other than as it applies to a related financial instrument	s.182(1)	s.116(1)	s.109	s.96	ss.113(1) of <i>Securities Act</i> and 172 of General Securities Rules	s.135(1)	s.1(1) of Local Rule 55-501	s.108(1)	n/a	n/a	n/a	s.107(1)
Insider reports – filing upon acquisition or change in securities	s.87 (5) other than as it applies to a related financial instrument	s.182(2)	s.116(2)	s.109	s.97	s.113(2)	s.135(2)	s.1(2) of Local Rule 55-501	s.108(2)	n/a	n/a	n/a	s.107(2)
Insider reports – filing upon being deemed an insider	s.87 (6) other than as it applies to a related financial instrument	s.182(3)	s.116(3)	s.109	s.98	s.113(4)	s.135(3)	s.1(3) of Local Rule 55-501	s.108(3)	n/a	n/a	n/a	s.107(3)
Time periods for filing insider reports	s.155.1 of Securities Rules other than as it applies to a related financial instrument	s.190 of ASC Rules	s.165(1) of Regulations	s.109	ss.171, 171.1, 172 & 174 of Securities Regulation	s.113	s.5 of Local Rule 11-502	s.1 of Local Rule 55-501	s.108	n/a	n/a	n/a	s.107



<b>Provision</b>	<b>British Columbia</b>	<b>Alberta</b>	<b>Saskatchewan</b>	<b>Manitoba</b>	<b>Québec</b>	<b>Nova Scotia</b>	<b>New Brunswick</b>	<b>Prince Edward Island</b>	<b>Newfoundland and Labrador</b>	<b>Yukon</b>	<b>Northwest Territories</b>	<b>Nunavut</b>	<b>Ontario</b>
Report of mutual fund manager	s.126	s.191	s.126	n/a	n/a	s.125	s.143	n/a	n/a	n/a	n/a	n/a	s.117
Restrictions on transactions with responsible persons	s.127	s.192	s.127	n/a	s.236 of Securities Regulation	s.126	s.144	n/a	n/a	n/a	n/a	n/a	s.118
<b>General</b>													
Confidentiality	s.169	s.221	s.152	s.149(q)	s.296	s.148	s.198	s. 26	s.140	s.25	s. 44	s. 44	s.140
Accounting principles, auditing standards and reporting requirements (other than in NI 52-107)	s. 3(3) of Securities Rules	n/a	n/a	n/a	ss.116 and 121 of Securities Regulation	s.3(4) of Reg.	n/a	n/a	n/a	n/a	n/a	n/a	s. 2(1) of Regulation 1015 (General)