

Schedule B

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/aNI 24-101												
National registration database (NRD)	NI 31-102												
<u>Registration requirements</u>	NI 31-103 (except as noted below) (not yet in force)												
<u>Dealer and underwriter categories</u>	s.2.1 of NI 31-103												ss.25(1) and 26(2), (3) and (4)
<u>Adviser categories</u>	s.2.3 of NI 31-103												ss.25(2) and 26(5)

Provision	British Columbia	Alberta	Saskatchewan	Manitoba	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut	Ontario
<u>Investment fund manager category</u>	<u>s.2.6 of NI 31-103</u>												<u>s.25(3)</u>
<u>Individual categories</u>	<u>s.2.7 of NI 31-103</u>												<u>s.25(1 and (2))</u>
<u>UDP registration</u>	<u>s.2.9(1) of NI 31-103</u>	<u>ss.75(2) (c) and 75.1 of Securities Act (not yet in force) and s.2.9(1) of NI 31-103</u>	<u>s.2.9(1) of NI 31-103</u>	<u>s.149 of Securities Act (not yet in force, as amended) and s.2.9(1) of NI 31-103</u>	<u>s.2.9(1) of NI 31-103</u>	<u>s.87 of Securities Act (not yet in force) and s.2.9(1) of NI 31-103</u>	<u>ss.26(2)(c) and 26.1 of Securities Act (not yet in force) and s.2.9(1) of NI 31-103</u>	<u>s.87 of Securities Act (not yet in force) and s.2.9(1) of NI 31-103</u>	<u>s.87 of Securities Act (not yet in force) and s.2.9(1) of NI 31-103</u>	<u>s.87 of Securities Act (not yet in force) and s.2.9(1) of NI 31-103</u>	<u>s.21(4) of Securities Act (not yet in force) and s.2.9(1) of NI 31-103</u>		
<u>CCO registration</u>	<u>s.2.10(1) of NI 31-103</u>	<u>ss.75(2) (c) and 75.1 of Securities Act (not yet in force) and s.2.10(1) of NI 31-103</u>	<u>s.2.10(1) of NI 31-103</u>	<u>s.149 of Securities Act (not yet in force, as amended) and s.2.10(1) of NI 31-103</u>	<u>s.2.10(1) of NI 31-103</u>	<u>s.87 of Securities Act (not yet in force) and s.2.10(1) of NI 31-103</u>	<u>ss.26(2)(c) and 26.1 of Securities Act (not yet in force) and s.2.10(1) of NI 31-103</u>	<u>s.87 of Securities Act (not yet in force) and s.2.10(1) of NI 31-103</u>	<u>s.87 of Securities Act (not yet in force) and s.2.10(1) of NI 31-103</u>	<u>s.87 of Securities Act (not yet in force) and s.2.10(1) of NI 31-103</u>	<u>s.21(5) of Securities Act (not yet in force) and s.2.10(1) of NI 31-103</u>		

Provision	British Columbia	Alberta	Saskatchewan	Manitoba	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut	Ontario
Distribution of preliminary prospectus and distribution list	s.16.1 of NI 41-101												ss.66 and 67
<u>Lapse date</u>	<u>s.17.2 of NI 41-101</u>												<u>s.62</u>
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 51-101n/aNI 51-101												
Continuous disclosure obligations	NI 51-102 (except as noted below) n/aNI 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 (<u>except as noted below</u>)												
<u>Acceptable accounting principles</u>	<u>s.3.1 of NI 52-107</u>												<u>s.2(1) of Regulation 1015 (General) and s.3.1 of NI 52-107</u>
Auditor oversight	NI 52-108												
Certification of disclosure in annual and interim filings	NI 52-109												
Audit committees	NI 52-110												

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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	s. 87(2), (5) and (6) of <i>Securities Act</i> and s. 155.1(1), (2) and (3) of Securities Rules	s.3.1 of MI 55-103-n/a											s.3.1 of MI 55-103
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 58-101n/aNI 58-101												

Provision	British Columbia	Alberta	Saskatchewan	Manitoba	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut	Ontario
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)
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

Provision	British Columbia	Alberta	Saskatchewan	Manitoba	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut	Ontario
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)
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

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 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
TOB/IB – Filing of documents by offeree issuer	s.3.2(2) of MI 62-104												s.5.1(2) of OSC Rule 62-504
TOB/IB – Time period for filing	s.3.2(3) of MI 62-104												s.5.1(3) 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
<u>Certificate of mutual fund</u>	<u>s.5.1.3(1) of NI 81-101</u>												<u>s.58</u>
<u>Certificate of promoter</u>	<u>s.5.1.6(1) of NI 81-101</u>												<u>s.58</u>
<u>Certificate of corporate mutual fund</u>	<u>s.5.1.7(1) of NI 81-101</u>												<u>s.58</u>
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												
Registration													
Dealer/ underwriter registration requirement	sss.34(1)(a) and 34(1)(d) (not yet in force)	sss. 75(1) (a) and 75(2)(a) (not yet in force)	s.27(1)(a) (not yet in force)	sss.6(1)(a) and 6(1)(d) (not yet in force)	ss.148 & 149 (not yet in force, as amended)	s.31(1)(a) (not yet in force)	sss.45(a) and 45(d) (not yet in force)	sss. 86(1) (a) and 86(2) (not yet in force)	s.26(1)(a) (not yet in force)	sss. 86(1)(a) and 86(2) (not yet in force)	sss.-486(1)(a) and 86(2) (not yet in force)	sss.-486(1) (a) and 86(2) (not yet in force)	s.25(1) (a) not yet in force)
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)

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Provision	British Columbia	Alberta	Saskatchewan	Manitoba	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut	Ontario
Registered dealer acting as principal	s.51	s.94 <u>n/a</u>	s.45	s.70	s.163 of <i>Securities Act</i> and s.234.3 of <i>Securities Regulation n/a</i>	s.45	s.59 <u>n/a</u>		s.40	n/an/an/a			s.39
Disclosure of investor relations activities	s.52	n/an/an/an/a					s.62	n/an/an/an/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/an/an/a			s.43
Trading in Exchange Contracts													
Trading exchange contracts on an exchange in jurisdiction	s.58	s.106 & 107	s.40	n/a			n/an/as.70.1 <u>(not yet in force)</u>	n/an/an/an/an/a					
Trading exchange contracts on an exchange outside jurisdiction	s.59	s.108 & 109	s.41	n/a			n/an/as.70.2 <u>(not yet in force)</u>	n/an/an/an/an/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.2794 <u>(not yet in force)</u>	s.2794 <u>(not yet in force)</u>	s.53

Provision	British Columbia	Alberta	Saskatchewan	Manitoba	Québec	Nova Scotia	New Brunswick	Prince Edward Island	Newfoundland and Labrador	Yukon	Northwest Territories	Nunavut	Ontario
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 <u>(General)</u> 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
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/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 <u>and</u> <u>165</u>	s.55	s.103(3) – (7)	s.163	s.50	s.163	<u>n/a</u> <u>s.163</u> <u>(not yet in force)</u>	<u>n/a</u> <u>s.163</u> <u>(not yet in force)</u>	s.49
Insider Reporting													
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)	<u>n/a</u> <u>s.1(1) of Local Rule 55-501</u>	<u>n/a</u> <u>Local Rule 55-501</u> <u>(not yet in force)</u>	<u>n/a</u> <u>Local Rule 55-501</u> <u>(not yet in force)</u>	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)	<u>n/a</u> <u>s.1(2) of Local Rule 55-501</u>	<u>n/a</u> <u>Local Rule 55-501</u> <u>(not yet in force)</u>	<u>n/a</u> <u>Local Rule 55-501</u> <u>(not yet in force)</u>	s.107(2)

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Directors must make recommendation on bid	s.99(1)(a)	s.160	s.100	s.90	ss.113 & 114	s.105(2)	s.124	s. 108	s.92	s.108	<u>n/a s.108 (not yet in force)</u>	<u>n/a s.108 (not yet in force)</u>	ss.95 and 96
Investment Funds – Self Dealing													
Investments of mutual funds	s.121	s.185	s.120	<u>n/a s.236 of Securities Regulation</u>		s.119	s.137	n/a	<u>n/a s.112</u>	n/a/n/a/n/a			s.111
Indirect investment	s.122	s.186	s.121	<u>n/a/n/a</u>		s.120	s.138	n/a	<u>n/a s.113</u>	n/a/n/a/n/a			s.112
Fees on investment for mutual fund	s.124	s.189	s.124	<u>n/a/n/a</u>		s.123	s.141	n/a	<u>n/a s.116</u>	n/a/n/a/n/a			s.115
Report of mutual fund manager	s.126	s.191	s.126	<u>n/a/n/a</u>		s.125	s.143	n/a	<u>n/a s.118</u>	n/a/n/a/n/a			s.117
Restrictions on transactions with responsible persons	s.127	s.192	s.127	<u>n/a s.236 of Securities Regulation</u>		s.126	s.144	n/a	<u>n/a s.119</u>	n/a/n/a/n/a			s.118
General													
Confidentiality	s.169	s.221	s.152	s.149(q)	s.296	s.148	s.198	s. 26	s.140	<u>s.2526</u>	<u>s. 4426 (not yet in force)</u>	<u>s. 4426 (not yet in force)</u>	s.140
Accounting principles, auditing standards and reporting requirements (other than in NI 52-107)	<u>s. 3(3) of Securities Rules</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>	<u>ss.116 and 121 of Securities Regulation</u>	<u>s.3(4) of Reg.</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>	<u>s. 2(1) of Regulation 1015 (General)</u>