

**Schedule 1**  
**Proposed Consequential Changes to National Instruments and Policies**

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**Appendix A**

**Revocation of**  
**Multilateral Instrument 11-101 *Principal Regulator System***

1. Multilateral Instrument 11-101 *Principal Regulator System* is revoked on •.
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**Appendix B**

**Rescission of**  
**Companion Policy 11-101CP *Principal Regulator System***  
**to Multilateral Instrument 11-101 *Principal Regulator System***

1. Companion Policy 11-101CP *Principal Regulator System* is rescinded on •.
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**Appendix C**

**Revocation of**  
**Form 11-101F1 *Notice of Principal Regulator***  
**under Multilateral Instrument 11-101 *Principal Regulator System***

1. Form 11-101F1 *Notice of Principal Regulator under Multilateral Instrument 11-101* is revoked on •.
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**Appendix D**

**Amendments to**  
**National Instrument 14-101 *Definitions***

1. *National Instrument 14-101 Definitions* is amended by this Instrument.
2. *Section 1.1(3)* is amended
  - a. *by repealing the definition of “dealer registration requirement” and substituting the following:*

“dealer registration requirement” means the requirement in securities legislation that, depending upon the jurisdiction, either prohibits a person or company from trading in a security, or prohibits a person or company

from engaging in, or holding himself, herself or itself as engaging in, the business of trading in securities, unless, in each case, the person or company is registered in the appropriate category of registration under securities legislation;

- b. ***by adding the following after the definition of “insider reporting requirement”:***

“investment fund manager registration requirement” means the requirement in securities legislation that prohibits a person or company from acting as investment fund manager, unless the person or company is registered in the appropriate category of registration under securities legislation;

- c. ***by repealing the definition of “registration requirement” and substituting the following:***

“registration requirement” means the requirement in securities legislation that:

- (a) depending upon the jurisdiction, either prohibits a person or company from trading in a security, or prohibits a person or company from engaging in, or holding himself, herself or itself out as engaging in, the business of trading in securities, or
- (b) prohibits a person or company from acting as an underwriter, an adviser or an investment manager,

unless, in each case, the person or company is registered in the appropriate category of registration under securities legislation; ***and***

- d. ***by repealing the definition of “underwriter registration requirement” and substituting the following:***

“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

3. ***This Instrument comes into force on •.***

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## Appendix E

### Revocation of National Instrument 33-102 *Regulation of Certain Registrant Activities*

1. National Instrument 33-102 *Regulation of Certain Registrant Activities* is revoked on •.
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## Appendix F

### Revocation of Companion Policy 33-102CP *Regulation of Certain Registrant Activities*

1. Companion Policy 33-102CP *Regulation of Certain Registrant Activities* is revoked on •.
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## Appendix G

### Amendments to National Instrument 33-105 *Underwriting Conflicts*

1. *National Instrument 33-105 Underwriting Conflicts* is amended by *this Instrument*.
2. *Section 1.1* is amended
  - a. *in the definition of “connected issuer” by striking out “registrant” wherever it occurs and substituting “specified firm registrant”,*
  - b. *in the definition of “influential securityholder” by striking out “the registrant of the professional group” and substituting “specified firm registrant”,*
  - c. *in the definition of “professional group” by striking out “registrant” wherever it occurs and substituting “specified firm registrant”,*
  - d. *by repealing the definition of “registrant”,*
  - e. *in the definition of “related issuer” by striking out “; and” and substituting “;”,*
  - f. *in the definition of “special warrant” by striking out “distribution of the other security” and substituting “distribution of the other security; and”, and*

- g. *by adding the following after the definition of “special warrant”:*
  - h. *“specified firm registrant” means a person or company registered, or required to be registered, under securities legislation as a registered dealer, registered adviser or registered investment fund manager..*
3. *In the following provisions of the Instrument, “registrant” is struck out wherever it occurs and “specified firm registrant” is substituted:*
    - a. *section 1.2,*
    - b. *section 2.1, and*
    - c. *section 3.1.*
  4. *Appendix C is amended by striking out “registrant” wherever it occurs and substituting “specified firm registrant”.*
  5. *This Instrument comes into force on •.*

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## **Appendix H**

### **Amendments to Companion Policy 33-105CP Underwriting Conflicts**

1. *Companion Policy 33-105CP Underwriting Conflicts is amended by this Instrument.*
2. *In the following provisions of the Companion Policy “registrant” is struck out wherever it occurs and “specified firm registrant” is substituted:*
  - a. *section 2.1,*
  - b. *section 2.2,*
  - c. *section 2.4,*
  - d. *section 4.1,*
  - e. *section 4.2,*
  - f. *section 4.3,*
  - g. *section 5.1, and*
  - h. *section 6.1.*

3. *Appendix A-1 is amended by striking out “registrant” wherever it occurs and substituting “specified firm registrant”.*
4. *Appendix A-2 is amended by striking out “registrant” wherever it occurs and substituting “specified firm registrant”.*
5. *Appendix A-3 is amended by striking out “registrant” wherever it occurs and substituting “specified firm registrant”.*
6. *Appendix A-4 is amended by striking out “registrant” wherever it occurs and substituting “specified firm registrant”.*
7. *This Instrument comes into force •.*

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### **Appendix I**

#### **Revocation of National Policy 34-201 *Breach of Requirements of Other Jurisdictions***

1. *National Policy 34-201 *Breach of Requirements of Other Jurisdictions* is revoked on •.*

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### **Appendix J**

#### **Amendments to National Instrument 81-102 Mutual Funds**

1. *National Instrument 81-102 Mutual Funds is amended by this Instrument.*
2. *Appendix C is amended*
  - a. *in the column Securities Legislation Reference*
    - (i) *by striking out “s. 227 of Reg. 1015”, and*
    - (ii) *by adding “Section 6.6 of National Instrument 31-103 Registration Requirements” at the end of Appendix C.*
  - b. *in the column Jurisdiction by adding the following at the end of Appendix C:*

Alberta, British Columbia, Manitoba, Newfoundland and Labrador,  
New Brunswick, North-West Territories, Nova Scotia, Nunavut,  
Ontario, Prince Edward Island, Quebec, Saskatchewan, and Yukon.

3. *This Instrument comes into force on •.*

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## Appendix K

### Amendments to Multilateral Policy 34-202 Registrants Acting As Corporate Directors

1. *Multilateral Policy 34-202 Registrants Acting as Corporate Directors is amended by this Instrument.*
2. *Section 1.3 is amended by striking out* “Any director of a reporting issuer who is a partner, director, officer or employee of a registrant should, in the view of the Canadian securities regulatory authorities, recognize that the director's first responsibility in this area is to the reporting issuer on whose board the director serves. A director should meticulously avoid any disclosure of inside information to partners, directors, officers and employees of the registrant or to its clients.” *and substituting* “Any director of a reporting issuer who is a partner, director, officer, employee or agent of a registrant should, in the view of the Canadian securities regulatory authorities, recognize that the director's first responsibility in this area is to the reporting issuer on whose board the director serves. A director should meticulously avoid any disclosure of inside information to partners, directors, officers, employees or agents of the registrant or to its clients.”
3. *Section 1.4 is amended by striking out* “If a representative of a registrant” *and substituting* “If a partner, director, officer, employee or agent of a registrant”.
4. *Section 1.6 is repealed.*
5. *This Instrument comes into force on •.*

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## Appendix L

### Amendments to National Instrument 81-107 Independent Review Committee for Investment Funds

1. *National Instrument 81-107 Independent Review Committee for Investment Funds is amended by this Instrument.*
2. *Appendix A is amended by adding* “and section 6.2 of National Instrument 31-103 – Registration Requirements” *after* “Part 4 of National Instrument 81-102 Mutual Funds”.

3. *Appendix B is amended*

a. *in the column Securities Legislation Reference*

- (i) *by striking out* “Section 118(2)(b) of the *Securities Act* (Ontario)”,  
*and*
- (ii) *by striking out* “Section 115(6) of Reg. 1015”, *and*
- (iii) *by adding* “Section 6.2(2) of National Instrument 31-103 –  
Registration Requirements” *at the end of Appendix B.*

b. *in the column Jurisdiction by adding*

“Alberta, British Columbia, Manitoba, Newfoundland and  
Labrador, New Brunswick, North-West Territories, Nova Scotia,  
Nunavut, Ontario, Prince Edward Island, Quebec, Saskatchewan,  
and Yukon” *at the end of Appendix B.*

4. *This Instrument comes into force on •.*

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