

Schedule 2

Amendments to National Instrument 33-105 *Underwriting Conflicts*

PART 1 Amendments to National Instrument 33-105

1.1 Amendments - National Instrument 33-105 *Underwriting Conflicts* (NI 33-105) is amended by:

- (a) in clause (b) of section 3.1, striking and replacing “a provision listed in Appendix B” with:
“section 2.8 of National Instrument 45-102 Resale of Securities”;
- (b) repealing and replacing Appendix A with:

Appendix A - Exempt Securities

Jurisdiction	Securities Legislation Reference
All	Sections 2.20, 2.21 and 2.34 to 2.39 of National Instrument 45-106 Prospectus and Registration Exemptions
Alberta	Section 87(h), (h.1) and (h.2) of the <i>Securities Act</i> (Alberta)
British Columbia	Section 46 of the <i>Securities Act</i> (British Columbia)
Manitoba	Subsection 19(2)(g) and (h) of the <i>Securities Act</i> (Manitoba)
Newfoundland and Labrador	Subsections 36(2)(h) and (i) of the <i>Securities Act</i> (Newfoundland and Labrador)
Nova Scotia	Clause 41(2)(i) of the <i>Securities Act</i> (Nova Scotia)
Ontario	Sections 2.4 to 2.6 of OSC Rule 45-501
Prince Edward Island	Subsection 2(4)(f) and (g) of the <i>Securities Act</i> (Prince Edward Island)

Québec

Section 41 of the *Securities Act*
(Québec)

Saskatchewan

Subsection 39(2)(i) and (j) of *The Securities Act, 1988* (Saskatchewan)

(c) repealing Appendix B.

PART 2 Effective Date

2.1 Effective Date - This amendment is effective September 14, 2005.