

THE MANITOBA SECURITIES COMMISSION
MSC RULE 2008-1
(Section 149.1, *The Securities Act*)

MULTILATERAL INSTRUMENT 11-102
PASSPORT SYSTEM

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THE MANITOBA SECURITIES COMMISSION
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MULTILATERAL INSTRUMENT 11-102
PASSPORT SYSTEM

PART 1 – DEFINITIONS

Definitions

1.1 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*.

Language of documents – Québec

1.2 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

Exemption from non-harmonized continuous disclosure requirements

2.1 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

Principal regulator for prospectus

3.1(1) For the purposes of this section, the specified jurisdictions are British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick and Nova Scotia.

3.1(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.

3.1(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.

Discretionary change of principal regulator for prospectus

3.2 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.

Deemed issuance of receipt

3.3(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.

3.3(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.

Exemption from non-harmonized prospectus requirements

3.4(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.

3.4(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.

Transition for section 3.3

3.5(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.

3.5(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

Specified jurisdiction

4.1 For the purposes of this Part, the specified jurisdictions are British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick and Nova Scotia.

Principal regulator – general

4.2 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.

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

4.3 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.

Principal regulator – head office not in a specified jurisdiction

4.4 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.

Principal regulator – exemption not sought in principal jurisdiction

4.5(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.

4.5(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.

4.5(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.

Discretionary change of principal regulator for discretionary exemption applications

4.6 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.

Passport application of discretionary exemptions

4.7(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.

4.7(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.

Availability of passport for discretionary exemptions applied for before March 17, 2008

4.8(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.

4.8(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.

4.8(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 AND CITATION

Effective date

5.1 This Instrument comes into force on March 17, 2008.

Citation

5.2 This Instrument may be cited as MSC Rule 2008-1.

APPENDIX A
Non-harmonized continuous disclosure provisions

| Jurisdiction | Provisions |
|---------------------------|--|
| 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

| Jurisdiction | Securities Act provisions |
|---------------------------|---|
| 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

| Jurisdiction | Provisions |
|---------------------------|--|
| 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 |
| 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) |

| Provision | British Columbia | Alberta | Saskatchewan | Manitoba | Québec | Nova Scotia | New Brunswick | Prince Edward Island | Newfoundland and Labrador | Yukon | Northwest Territories | Nunavut | Ontario |
|--|------------------|---------|--------------|----------|--------|-------------|---------------|----------------------|---------------------------|-------|-----------------------|---------|----------------------|
| Amendment to a preliminary prospectus | | | | | | | | | | | | | s.57(1) |
| Amendment to a final prospectus | | | | | | | | | | | | | s.57(1) |
| Amendment to a final prospectus | | | | | | | | | | | | | s.57(2) |
| Regulator must issue receipt | | | | | | | | | | | | | s.57(2.1) |
| Regulator must not refuse a receipt | | | | | | | | | | | | | ss.57(2.1) and 61(3) |
| Prohibition against distribution | | | | | | | | | | | | | s.57(2.2) |
| Distribution of preliminary prospectus and distribution list | | | | | | | | | | | | | ss.66 and 67 |
| Statement of rights | | | | | | | | | | | | | 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 | | | | | | | | | | | | n/a | NI 51-101 |

| Provision | British Columbia | Alberta | Saskatchewan | Manitoba | Québec | Nova Scotia | New Brunswick | Prince Edward Island | Newfoundland and Labrador | Yukon | Northwest Territories | Nunavut | Ontario |
|--|--------------------------------------|---------------------|--------------|----------|--------|-------------|---------------|----------------------|---------------------------|-------|-----------------------|---|--------------------|
| Continuous disclosure obligations | NI 51-102 (except as noted below) | | | | | | | | | | n/a | NI 51-102 (except as noted below) | |
| 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 | |
| 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 |

| Provision | British Columbia | Alberta | Saskatchewan | Manitoba | Québec | Nova Scotia | New Brunswick | Prince Edward Island | Newfoundland and Labrador | Yukon | Northwest Territories | Nunavut | Ontario |
|---|--|---------|--------------|----------|--------|-------------|---------------|----------------------|---------------------------|-------|-----------------------|---------|--------------------|
| EM – Existing agreements which continue in force | s.87.1 | | | | | | | | | | | n/a | s.2.3 of MI 55-103 |
| EM – Existing agreements entered into prior to becoming insider | s.87(2) and (6) | | | | | | | | | | | 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> | | | | | | | | | | | 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 <i>Securities Rules</i> | | | | | | | | | | | 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 <i>Securities Rules</i> | | | | | | | | | | | n/a | s.3.3 of MI 55-103 |
| Disclosure of corporate governance practices | | | | | | | | | | | | n/a | NI 58-101 |

| Provision | British Columbia | Alberta | Saskatchewan | Manitoba | Québec | Nova Scotia | New Brunswick | Prince Edward Island | Newfoundland and Labrador | Yukon | Northwest Territories | Nunavut | Ontario |
|---|-----------------------|---------|--------------|----------|-----------|-------------|---------------|----------------------|---------------------------|-------|-----------------------|-----------|-----------|
| 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 | |
| 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) |
| TOB/IB – Duty to make bid to all security holders | s.2.8 of MI 62-104 | | | | | | | | | | | | s.94 |

| 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 |
| 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 |

| Provision | British Columbia | Alberta | Saskatchewan | Manitoba | Québec | Nova Scotia | New Brunswick | Prince Edward Island | Newfoundland and Labrador | Yukon | Northwest Territories | Nunavut | Ontario | |
|--|------------------|---------|--------------|----------|--------|-------------|---------------|----------------------|---------------------------|-------|-----------------------|---------|------------------------|---|
| 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 |
| 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 |
| TOB/IB – Consent of expert, directors' circular, etc. | | | | | | | | | | | | | s.2.21 of MI 62-104 | s.96.1 |

| Provision | British Columbia | Alberta | Saskatchewan | Manitoba | Québec | Nova Scotia | New Brunswick | Prince Edward Island | Newfoundland and Labrador | Yukon | Northwest Territories | Nunavut | Ontario | |
|---|------------------|---------|--------------|----------|--------|-------------|---------------|----------------------|---------------------------|-------|-----------------------|---------|-----------------------|--|
| TOB/IB – 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 |
| Multi-jurisdictional disclosure system | | | | | | | | | | | | | NI 71-101 | |
| Mutual fund prospectus disclosure | | | | | | | | | | | | | NI 81-101 | |
| Mutual fund requirements | | | | | | | | | | | | | NI 81-102 | |

| Provision | British Columbia | Alberta | Saskatchewan | Manitoba | Québec | Nova Scotia | New Brunswick | Prince Edward Island | Newfoundland and Labrador | Yukon | Northwest Territories | Nunavut | Ontario |
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| Registration | | | | | | | | | | | | | |
| 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) |
| Trading in Securities Generally | | | | | | | | | | | | | |
| 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 |

| Provision | British Columbia | Alberta | Saskatchewan | Manitoba | Québec | Nova Scotia | New Brunswick | Prince Edward Island | Newfoundland and Labrador | Yukon | Northwest Territories | Nunavut | Ontario |
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| Trading in Exchange Contracts | | | | | | | | | | | | | |
| 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 |
| 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. 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) |

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| Requirements when using prospectus exemptions | | | | | | | | | | | | | |
| 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 |
| 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 | s.55 | s.103(3) – (7) | s.163 | s.50 | s.163 | n/a | n/a | 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) | 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) |

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| 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 |
| Transfer reports | n/a | s.182(2) | s.117 | n/a | s.102 | s.116 | s.136 | n/a | s.109 | n/a | | | s.108 of <i>Securities Act</i> and s.167 of Regulation 1015 (General) |
| Nominee reports | n/a | s.183 | s.118 | n/a | s.103 | s.117 | n/a | s.110 | n/a | | | | s.109 of <i>Securities Act</i> and s.168 of Regulation 1015 (General) |
| Take-Over Bids and Issuer Bids | | | | | | | | | | | | | |
| 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 | n/a | n/a | ss.95 and 96 |

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| Investment Funds – Self Dealing | | | | | | | | | | | | | |
| Investments of mutual funds | s.121 | s.185 | s.120 | n/a | s.236 of Securities Regulation | s.119 | s.137 | n/a | n/a | n/a | n/a | n/a | s.111 |
| Indirect investment | s.122 | s.186 | s.121 | n/a | n/a | s.120 | s.138 | n/a | n/a | n/a | n/a | n/a | s.112 |
| Fees on investment for mutual fund | s.124 | s.189 | s.124 | n/a | n/a | s.123 | s.141 | n/a | n/a | n/a | n/a | n/a | s.115 |
| 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 |
| General | | | | | | | | | | | | | |
| 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) |