

Notice and Request for Comment

Proposed

National Policy 11-202 *Process for prospectus reviews in multiple jurisdictions* and National Policy 11-203 *Process for exemptive relief applications in multiple jurisdictions* and related repeals

August 31, 2007

This notice describes the proposed policies of the Canadian Securities Administrators (CSA) that would replace the existing mutual reliance review system policies for prospectuses and exemptive relief applications. The proposed policies describe new processes for making national regulatory decisions based on the operation of the proposed passport system and proposed interfaces between the passport jurisdictions and Ontario.

We are publishing the following:

- National Policy 11-202 *Process for prospectus reviews in multiple jurisdictions* (NP 11-202)
- National Policy 11-203 *Process for exemptive relief applications in multiple jurisdictions* (NP 11-203)

(collectively, the proposed policies)

We plan to publish a similar policy for registration in a few months.

We propose to repeal National Policy 12-201 *Mutual Reliance Review System for Exemptive Relief Applications* and National Policy 43-201 *Mutual Reliance Review System for Prospectuses*.

Overview of passport and comments received

CSA, except the Ontario Securities Commission (OSC), (the passport jurisdiction regulators) published proposed National Instrument 11-102 *Passport System* and its related form (passport rule) and companion policy (together, 11-102) for comment on March 28, 2007. The passport jurisdiction regulators designed 11-102 for adoption by all Canadian securities regulatory authorities to allow market participants to focus on how passport could operate to streamline Canadian securities regulation.

On that basis, the passport jurisdiction regulators also proposed repealing the current mutual reliance review systems¹ (except to deal with a few types of exemptive relief applications) because 11-102 would replace them. The publication notice for 11-102 did not address what would happen if a jurisdiction did not adopt it.

¹ National Policy (Notice, in Québec) 12-201 *Mutual Reliance Review System for Exemptive Relief Applications* (NP 12-201), National Policy (Notice, in Québec) 43-201 *Mutual Reliance Review System for Prospectuses* (NP 43-201), National Instrument 31-101 *National Registration System* (NI 31-101) and NP 31-201 *National Registration System* (NP 31-201).

CSA received many comments on the impact of Ontario not adopting 11-102 and on the proposal to repeal the current mutual reliance review systems. The following brief summary highlights the main themes of these comments²:

- Some commenters were disappointed that the Ontario government and the OSC would not participate in passport and urged them to reconsider their position.
- The majority of commenters thought that, without Ontario, the passport system would not work, it should not proceed, or its benefits would be substantially reduced. The commenters said that these problems would arise because market participants would have to contend with two systems, the regulatory system would be more complicated than it is now, or market participants in the passport jurisdictions would have an unfair advantage. Some said that Ontario market participants should benefit from passport.
- Many commenters encouraged the regulators to work together to develop a system that all jurisdictions could adopt. One recommended CSA delay implementing 11-102 until that happens. However, another thought that, if there is substantive cooperation between Ontario and the passport jurisdictions, the proposed system will be an improvement.
- Many commenters disagreed with the passport jurisdictions' proposal to repeal the existing mutual reliance review systems. They thought the regulators should maintain these systems to provide an appropriate interface with Ontario, to ensure that market participants do not lose the benefits they provide, or to ensure no one, whether inside or outside Ontario, is disadvantaged.
- Two commenters recommended that CSA republish 11-102 for comment with the proposed interfaces and the national instruments on which passport depends because, otherwise, market participants would be commenting on an incomplete proposal. Another commenter also assumed that CSA would publish the proposed interfaces with Ontario for comment before implementing 11-102.

Ontario participation and proposed interfaces

The OSC will not be adopting 11-102. Nevertheless, CSA members in passport jurisdictions and the Council of Ministers established under the Memorandum of Understanding Regarding Securities Regulation have expressed their commitment to implementing passport, even without Ontario's participation. The Council of Ministers and Ontario's minister responsible for securities regulation have expressed their preference that we develop interfaces to make the securities regulatory system as efficient and effective as possible in the circumstances for all market participants who want to gain access to the capital markets in both passport jurisdictions and Ontario. The OSC has participated in developing the proposed interfaces between the passport jurisdictions and Ontario.

Plan to implement the passport system

A key foundation for the passport system is a set of nationally harmonized regulatory requirements. The implementation of 11-102 depends on the adoption of two new proposed national instruments that we have published for comment. They are National Instrument 31-103 *Registration Requirements* (NI 31-103) and National Instrument 41-101 *General Prospectus Requirements* (NI 41-101).

² The passport jurisdiction regulators received 17 comment letters, which are available on the ASC website. A detailed summary of all the comments and responses will be published early in 2008. Eight of the comment letters were also sent to the OSC and are posted on its website.

The passport jurisdiction regulators expect to implement 11-102 and the proposed interfaces in stages as we implement the related proposed national instruments.

The passport jurisdiction regulators plan to adopt the portion of 11-102 related to continuous disclosure, prospectuses and exemptive relief applications in time to implement passport in those areas concurrently with NI 41-101. CSA is targeting March 2008 for implementation of NI 41-101.

The passport jurisdiction regulators plan to adopt passport for registration later, at the same time as NI 31-103. CSA plans to republish NI 31-103 for a 90-day comment period in the fall, and to implement it in July 2008.

Provided the passport jurisdiction regulators do not need to make material changes to 11-102, we plan to publish the final version of 11-102 and a detailed summary of comments and responses, early in 2008. CSA plans to publish, at the same time, the final versions of NP 11-202 and NP 11-203 together with a summary of the comments we receive on the proposed policies and our responses.

Overview of interfaces and how we would implement them

We propose to implement the new processes for making national regulatory decisions through NP 11-202 and NP 11-203, which all jurisdictions would adopt. The proposed policies would work in tandem with the passport rule, which the passport jurisdictions would adopt. The processes will provide interfaces:

- for market participants from passport jurisdictions that wish to gain access to the Ontario market; and
- for Ontario market participants that wish to gain access to the markets in one or more passport jurisdictions.

The interfaces for passport jurisdiction market participants would be similar to the existing mutual reliance review systems. They would ensure that a passport jurisdiction market participant generally deals only with its principal regulator (PR) to gain access to Ontario.

The interfaces for Ontario market participants would provide direct access to passport jurisdictions under 11-102. An Ontario market participant would therefore be able to deal with the OSC as its PR to obtain a regulatory decision that automatically applies in passport jurisdictions.

A foreign market participant would be able to gain access to the Canadian capital markets through a principal regulator on the same basis as a market participant in that regulator's jurisdiction.

The processes would be set out in:

- 11-102, amended as necessary from the version published on March 28, 2007, and adopted as a multilateral instrument by the passport jurisdiction regulators,
- the proposed policies, adopted by all CSA members, which would set out the processes for multi-jurisdictional prospectus reviews and exemptive relief applications and would replace NP 12-201 and NP 43-201, and
- a similar policy for registration which we plan to publish in a few months.

CSA recognizes that market participants from passport jurisdictions would be disadvantaged in accessing the Ontario market in comparison with Ontario market participants accessing the markets of passport jurisdictions. The Council of Ministers and the passport jurisdiction regulators plan to review the direct access provided to Ontario market participants two years after the full implementation of passport if the OSC has not committed to adopt 11-102 by that time.

Summary of Passport System and Proposed Interfaces

Process for prospectus reviews in multiple jurisdictions

The process for national prospectus reviews is set out in NP 11-202. As under the existing MRRS policy, the filer would deal only with the PR for its prospectus filing and the PR would provide the receipt to the filer. The PR for an issuer under the policy would be the same as under the passport rule.

Even though the OSC will not adopt the passport rule, the rule would include Ontario in the list of principal jurisdictions for prospectus filings. That would give an Ontario prospectus-filer direct access to passport so it can get a deemed receipt in passport jurisdictions by dealing only with the OSC.

NP 11-202 would retain the elements of NP 43-201 that are necessary to ensure that a passport jurisdiction prospectus-filer has to deal only with its PR to obtain a receipt in Ontario.

The process for prospectus filings in multiple jurisdictions would work as follows:

- The market participant files its prospectus with the PR and with the non-principal regulator (NPR) in each other jurisdiction where it wishes to offer the securities.
- Filing the prospectus triggers, under the national prospectus requirements, the obligation to file all related documents and pay fees in each jurisdiction.
- The PR reviews the prospectus.
- If the OSC is an NPR, it coordinates its review with the PR, provides any comments to the PR, and advises when it is clear for final.
- Other NPRs do not review the prospectus, although the PR might consult them if there is a novel issue.
- The PR issues a receipt for the prospectus, which causes the issuance of a deemed receipt in each non-principal passport jurisdiction and, if the OSC is an NPR and has made the same decision, also evidences the OSC's receipt.

Process for exemptive relief applications in multiple jurisdictions

The process for national exemptive relief applications is set out in NP 11-203. As under the existing MRRS policy, the filer would deal only with the PR for its application and the PR would provide the exemption order to the filer. The PR for an application under the policy would be the same as under the passport rule.

Section 5.4 of the passport rule exempts a market participant from a provision of securities legislation in a non-principal jurisdiction if the PR exempts the market participant from the equivalent provision in the principal jurisdiction, the filer gives a notice of intention to rely on the exemption, and the persons relying on the exemption comply with the principal regulator's terms and conditions. Appendix E to the passport rule contains the list of equivalent provisions in each jurisdiction (if they exist). This eliminates the need to file an application in non-principal passport jurisdictions and pay fees in those jurisdictions.

NP 11-203 would retain the elements of NP 12-201 necessary to provide an interface for a passport jurisdiction filer to deal with its PR to obtain exemptive relief in Ontario from a provision listed in Appendix E to the passport rule. It refers to these as “dual applications”. NP 11-203 would also retain the elements of NP 12-201 necessary to deal with exemptive relief applications that are outside the scope of 11-102 (e.g., an application to designate an issuer to be a reporting issuer). It refers to these as “coordinated review applications”.

Even though the OSC will not adopt the passport rule, the rule would include Ontario in the list of principal jurisdictions for exemption applications. That would give an Ontario filer direct access to passport so it can get an automatic exemption in passport jurisdictions by dealing only with the OSC. NP 11-203 refers to these applications, and applications not made in Ontario where the securities regulatory authority or regulator in a passport jurisdiction is the PR, as passport applications.

The process for exemptive relief applications in multiple jurisdictions would vary depending on the type of application. For a passport application, the process would work as follows:

- The market participant files its application only with, and pays fees only to, the PR.
- The PR reviews the application.
- NPRs do not review the application, although the PR might consult them if there is a novel issue.
- The PR’s exemptive relief decision results in an automatic exemption in each non-principal jurisdiction.

For a dual application, the process would work as follows:

- The market participant files its application with, and pays fees to, the PR and the OSC.
- The PR reviews the application.
- The OSC, as an NPR, coordinates its review with the PR, provides any comments to the PR and, if it agrees with the decision of the PR, makes the same decision.
- Other NPRs do not review the application, although the PR might consult them if there is a novel issue.
- The PR’s exemptive relief decision results in an automatic exemption in each non-principal passport jurisdiction and, if the OSC has made the same decision, evidences the OSC’s decision.

For applications that are outside the scope of the passport rule, the coordinated review process under NP 11-203 would work the same way as the existing mutual reliance review system for exemptive relief applications.

Process for registration in multiple jurisdictions

The interfaces for registration would be similar to those for prospectuses and exemptive relief applications. We would retain the elements of the national registration system (NRS) to ensure that a firm or individual in a passport jurisdiction deals only with its PR to register in Ontario. Similarly, we would give Ontario firms and individuals direct access to passport so that they have to deal only with the OSC to register in passport jurisdictions.

We will describe the interfaces in more detail when we publish the proposed national policy setting out the process for registration in multiple jurisdictions.

Request for Comment

We request comments on the proposed policies and generally on the proposed interfaces. We also ask for your comments on the table of equivalent provisions in Appendix E to the passport rule and whether other provisions could be added to that table or to the following other appendices to the rule:

- Appendix A *Non-harmonized continuous disclosure requirements*, and
- Appendix C *Non-harmonized prospectus requirements*.

The passport rule and the appendices to the passport rule are available at www.bcsc.bc.ca and the websites of several other passport jurisdictions' regulators.

How to provide your comments

Please provide your comments by **October 30, 2007** by addressing your submission to the regulators listed below:

British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
New Brunswick Securities Commission
Nova Scotia Securities Commission
Office of the Attorney General, Prince Edward Island
Financial Services Regulation Division, Consumer and Commercial Affairs Branch, Department of Government Services, Newfoundland and Labrador
Registrar of Securities, Government of Yukon
Registrar of Securities, Department of Justice, Government of the Northwest Territories
Registrar of Securities, Legal Registries Division, Department of Justice, Government of Nunavut

You do not need to deliver your comments to each of these regulators. Please deliver your comments to the two addresses that follow, and they will be distributed to the other jurisdictions:

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If you are not sending your comments by e-mail, please send a diskette or CD containing your comments in Word.

We cannot keep submissions confidential because securities legislation in certain provinces requires that a summary of the written comments received during the comment period be published.

Questions

Please refer your questions to any of:

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National Policy 11-202
Process for Prospectus Reviews in Multiple Jurisdictions

PART 1 APPLICATION

1.1 Scope and application – This policy describes procedures for the filing and review of a preliminary prospectus, prospectus and related materials in more than one Canadian jurisdiction.

PART 2 DEFINITIONS

2.1 Definitions – In this policy,

“amendment” means an amendment to a preliminary prospectus or prospectus;

“CP 11-102” means Companion Policy 11-102 *Passport System* to MI 11-102;

“dual prospectus” means a prospectus described in section 3.3 of this policy;

“dual review” means the review under this policy of a dual prospectus;

“filer” means

- (a) a person or company filing a prospectus, or
- (b) an agent of a person or company referred to in paragraph (a);

“long form prospectus” includes a simplified prospectus and annual information form for a mutual fund;

“materials” mean the documents required under a national prospectus requirement and the related fees;

“MI 11-102” means Multilateral Instrument 11-102 *Passport System*;

“NI 13-101” means National Instrument 13-101 *System for Electronic Document Analysis and Retrieval* (SEDAR);

“OSC” means the Ontario Securities Commission;

“passport jurisdiction” means the jurisdiction of a passport regulator;

“passport prospectus” means a prospectus described in section 3.2 of this policy;

“passport regulator” means a securities regulatory authority or regulator that has adopted MI 11-102;

“pre-filing” means a consultation with the principal regulator for a prospectus filing, initiated before the filing of materials, regarding the interpretation of securities legislation or securities directions or their application to a particular offering or proposed offering;

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

“prospectus amendment” means an amendment to a prospectus;

“seasoned prospectus” means a pro forma or preliminary prospectus, if it is filed within two years of the date that a final receipt was issued for a prospectus of the same issuer;

“shelf prospectus” means a prospectus filed under National Instrument 44-102 *Shelf Distributions*;

“short form prospectus” means a prospectus filed under National Instrument 44-101 *Short Form Prospectus Distributions*; and

“waiver application” means a request for an exemption from securities legislation, if the exemption would be evidenced by the issuance of a receipt under this policy.

2.2 Further definitions – Terms used in this policy and that are defined in MI 11-102, NI 13-101, or National Instrument 14-101 *Definitions* have the same meanings as in those instruments.

PART 3 OVERVIEW AND PRINCIPAL REGULATOR

3.1 Overview – This policy deals with prospectuses filed in multiple jurisdictions in the following circumstances:

- (a) The principal regulator is a passport regulator and the prospectus is not filed in Ontario. This is a “passport prospectus.”
- (b) The principal regulator is the OSC and the prospectus is filed in a passport jurisdiction. This is also a “passport prospectus.”
- (c) The principal regulator is a passport regulator and the prospectus is filed in Ontario. This is a “dual prospectus.”

3.2 Passport Prospectus

(1) If the principal regulator is a passport regulator and the prospectus is not filed in Ontario, only the principal regulator will review the prospectus. Under MI 11-102, the issuance of a receipt by the principal regulator will trigger a deemed receipt in each other passport jurisdiction where the prospectus is filed.

(2) If the principal regulator is the OSC and the prospectus is filed in a passport jurisdiction, only the OSC will review the prospectus. Under MI 11-102, the issuance of

the OSC receipt will trigger a deemed receipt in each passport jurisdiction where the prospectus is filed.

3.3 Dual Prospectus – If the principal regulator is a passport regulator and the prospectus is filed in Ontario, the principal regulator will review the prospectus, and the OSC, as a non-principal regulator, will coordinate its review with the principal regulator. The receipt of the principal regulator will trigger a deemed receipt in each other passport jurisdiction where the prospectus is filed and will evidence the receipt of the OSC, if the OSC has made the same decision as the principal regulator.

3.4 Principal Regulator

(1) For purposes of a prospectus filing under this policy, the principal regulator is the principal regulator identified in Part 3 of MI 11-102. This section summarizes and provides guidance on the provisions in Part 3 of MI 11-102.

(2) For purposes of subsection (3), the determination date is the earlier of

- (a) the date a filer submits a pre-filing in any jurisdiction of Canada in connection with a prospectus, and
- (b) the date a filer files a preliminary or pro forma prospectus in any jurisdiction of Canada;

(3) The principal regulator is the securities regulatory authority or regulator of the jurisdiction in which

- (a) the issuer's head office is located as of the determination date, if the issuer is not an investment fund, or
- (b) the investment fund manager's head office is located as of the determination date, if the issuer is an investment fund.

(4) For purposes of subsection (5), participating principal jurisdiction means any of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick or Nova Scotia. The securities regulatory authority or regulator in Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut does not act as a principal regulator for reviewing prospectuses.

(5) If the securities regulatory authority or regulator identified under subsection (3) is not located in a participating principal jurisdiction, the principal regulator is the securities regulatory authority or regulator in the participating principal jurisdiction with which the issuer has the most significant connection as of the determination date.

(6) The factors an issuer should consider in identifying its principal regulator based on its most significant connection are, in order of influential weight:

- (a) location of management;
- (b) location of assets and operations;
- (c) location of trading market or quotation system in Canada;
- (d) location of securities holders, if the securities are not traded or quoted on a trading market or quotation system in Canada;
- (e) location of the underwriter;
- (f) location of legal counsel; and
- (g) location of transfer agent.

The connecting factors in (e) to (g) are not relevant for a Canadian issuer because it will have a significant connection to a participating principal jurisdiction based on the connecting factors in (a) to (d). Securities regulatory authorities or regulators will generally object to a Canadian issuer identifying a principal regulator based on the factors in (e) to (g).

3.5 Administrative change in principal regulator

(1) If the principal regulator identified under section 3.4 of this policy thinks that it is not the appropriate principal regulator, it will consult with the filer and the appropriate securities regulatory authority or regulator before giving the filer a written notice of the new principal regulator and the reasons for the change. The securities regulatory authority or regulator specified in the notice will be the principal regulator as of the later of the date the filer receives the notice and the effective date specified in the notice, if any.

(2) A filer may request a discretionary change of principal regulator for a prospectus filing if it believes that the principal regulator identified under section 3.4 of this policy is not the appropriate principal regulator.

(3) Securities regulatory authorities or regulators do not anticipate changing a principal regulator except in exceptional circumstances and will give a written notice when approving a request.

(4) Securities regulatory authorities or regulators will not change the principal regulator for a prospectus under subsection (1) or (2) after a filer has filed the materials.

(5) A filer that requests a discretionary change of principal regulator before filing materials must do so at least 30 days in advance of filing the materials. If the request is not resolved when the filer files the materials, the principal regulator determined under section 3.4 of this policy will be the principal regulator for the prospectus filing. If the securities regulatory authorities or regulators subsequently agree to the change, they will

give notice and the change of principal regulator will apply to the filer's future prospectus filings.

(6) A filer should submit a written request for a change in principal regulator to its current principal regulator and include the reasons for requesting the change. The current principal regulator will advise the potential principal regulator of the request.

PART 4 FILING MATERIALS

4.1 Election to file under this policy and identification of principal regulator –

The filer should indicate in its electronic filing on SEDAR the principal regulator for the prospectus offering and that it is filing materials under this policy. If the principal regulator is not in the jurisdiction of the issuer's head office (or, in the case of an investment fund, the jurisdiction of the investment fund manager's head office), the filer should also identify the connecting factor used to identify the principal regulator. If the filer files a prospectus in paper format under NI 13-101, the filer should provide this information in the cover letter for the prospectus.

4.2 Filing for distribution only outside principal jurisdiction – A filer should file the materials, including any required fees, with the principal regulator, even if it does not plan to distribute its securities by prospectus in the principal jurisdiction. The principal regulator will review the materials of the filer.

4.3 Blacklined document – A filer should file on SEDAR, as much in advance of filing final materials as possible, a draft final prospectus (the French language version in Québec), blacklined against the preliminary prospectus to show all proposed changes. A filer should also file with the final materials a copy of the final prospectus blacklined against the preliminary prospectus to show all changes made.

4.4 Seasoned Prospectuses – If appropriate, a filer (other than a filer that files under National Instrument 81-101 *Mutual Fund Prospectus Disclosure*) may identify a prospectus as a seasoned prospectus. When filing a seasoned prospectus, the filer should also file

- (a) a copy of the seasoned prospectus blacklined against the preceding prospectus of the filer to show all changes made, and
- (b) a certificate certifying that the blacklined prospectus indicates all differences between the content of the seasoned prospectus and that of the filer's previous prospectus.

PART 5 REVIEW OF MATERIALS

5.1 General – The principal regulator is responsible for reviewing the materials in accordance with its securities legislation and securities directions and based on its review procedures, analysis and precedents.

5.2 Passport prospectus – The filer will deal only with the principal regulator, who will provide comments to, and receive responses from, the filer on the materials.

5.3 Dual prospectus

(1) The OSC will also review the materials and will advise the principal regulator of any significant concerns relating to the materials that, if left unresolved, would cause the OSC to opt out of the dual review.

(2) The filer will deal only with the principal regulator, who will provide comments to, and receive responses from, the filer and will issue the prospectus receipt if the relevant conditions are satisfied. However, in exceptional circumstances, the principal regulator may refer the filer to the OSC.

5.4 Review period for preliminary long form prospectuses and pro forma prospectuses

(1) The principal regulator will use its best efforts to review the materials relating to a preliminary long form prospectus or pro forma prospectus and provide a first comment letter within 10 working days of the date of the preliminary receipt or of receiving the pro forma prospectus. The principal regulator may provide further comments as a result of the filer's responses or the continuing review of the materials.

(2) In the case of a dual prospectus, the OSC will, within five working days of the date of the preliminary receipt or of receiving the pro forma prospectus, use its best efforts to:

- (a) advise the principal regulator of any significant concerns with the materials that, if left unresolved, would cause the OSC to opt out of the dual review; or
- (b) indicate on SEDAR that it is clear to receive final materials.

5.5 Review period for preliminary short form prospectuses and preliminary shelf prospectuses

(1) The principal regulator will use its best efforts to review the materials relating to a preliminary short form prospectus or preliminary shelf prospectus and provide a first comment letter within three working days of the date of the preliminary receipt. The principal regulator may provide further comments as a result of the filer's responses or the continuing review of the materials.

(2) In the case of a dual prospectus, the OSC will, within two working days of the date of the preliminary receipt, use its best efforts to:

- (a) advise the principal regulator of any significant concerns with the materials that, if left unresolved, would cause the OSC to opt out of the dual review; or
- (b) indicate on SEDAR that it is clear to receive final materials.

(3) If the principal regulator does not think it can review a preliminary short form prospectus or preliminary shelf prospectus adequately within the time-period contemplated in subsection (1) because it is too complex, the principal regulator may decide to apply the time-period for long form prospectuses. In that case, the principal regulator will notify the filer and, in the case of a dual prospectus, the OSC, within one working day of the filing of the preliminary short form prospectus or preliminary shelf prospectus. Filers should submit a pre-filing to resolve any issues that may cause a delay in the review of a preliminary short form prospectus or preliminary shelf prospectus.

5.6 Novel and substantive issue – If a prospectus is filed for an offering that involves a novel and substantive issue or raises a novel policy concern and the issues were not resolved in a pre-filing, the complexity of the issue or concern may delay the review of the prospectus.

5.7 Form of response – The filer should provide written responses to the principal regulator’s comment letter.

PART 6 OPTING OUT OF A DUAL REVIEW

6.1 Opting Out

(1) The OSC can opt out of a dual review at any time before the principal regulator issues a final receipt for the materials. The OSC will provide notice of its decision to opt out to the filer and the principal regulator by indicating that it has opted out on SEDAR.

(2) The OSC will provide to the principal regulator written reasons for its decision to opt out of the dual review. The principal regulator will forward the reasons to the filer and will use its best efforts to resolve opt-out issues with the filer and the OSC.

(3) If the principal regulator is able to resolve the OSC’s opt-out issues with the filer and the OSC, the OSC may opt back in. If the principal regulator is unable to resolve the OSC’s opt-out issues, the principal regulator’s final receipt will not evidence that the OSC has issued a receipt and the filer will have to deal with the OSC outside the dual review to resolve any outstanding issues.

PART 7 RECEIPTS

7.1 Effect of prospectus receipt

(1) Under MI 11-102, a filer that receives a receipt for a preliminary prospectus or prospectus from the principal regulator will be deemed to have a receipt for the preliminary prospectus or prospectus in a passport jurisdiction, if

- (a) the filer filed the preliminary prospectus or prospectus in the passport jurisdiction, and
- (b) the securities regulatory authority or regulator of the passport jurisdiction is not the principal regulator for the prospectus filing.

To assist filers, the principal regulator will list in its receipt the passport jurisdictions in which it understands the filer has a deemed receipt.

(2) In the case of a dual prospectus, the principal regulator's receipt for a preliminary prospectus will also evidence that the OSC has issued a receipt. The principal regulator's receipt for a final prospectus will evidence that the OSC has issued a receipt, if the OSC has indicated on SEDAR that it is "clear for final".

7.2 Conditions to issuance of preliminary receipt – The principal regulator will issue a preliminary receipt if:

- (1) the principal regulator determines that the filer filed acceptable materials; and
- (2) the filer provides a letter to the principal regulator with the materials confirming the following, to the best of its knowledge and belief:
 - (a) The filer filed the materials, including all required translations, with all non-principal regulators.
 - (b) The filer filed or delivered all documents required to be filed or delivered under the securities legislation of each jurisdiction in which the filer filed the materials.
 - (c) The filer is not subject to a cease trade order issued by the securities regulatory authority or regulator of any jurisdiction in which the filer filed the materials.
 - (d) At least one underwriter that signed the certificate is registered, or has filed an application for registration or for exemption from registration, in each jurisdiction in which the filer will offer securities to purchasers. If none of the underwriters that signed the certificate is registered in a jurisdiction in which the filer is making the distribution, but one of them has filed an application for registration or for exemption from registration, that underwriter will file an undertaking with the principal regulator not to solicit in that jurisdiction until it is registered or exempt from registration.
 - (e) If the filer plans to distribute the securities itself, the filer is registered in each jurisdiction in which the filer will offer securities to purchasers, has filed an application for registration or for exemption from registration, or is not required to be registered. If the filer has filed an application for registration or exemption from registration in a jurisdiction, the filer will file an undertaking with the

principal regulator not to solicit in that jurisdiction until the filer is registered or exempted from registration.

7.3 Conditions to issuance of final receipt for a prospectus – The principal regulator will issue a final receipt for a prospectus if:

- (1) the principal regulator is satisfied that all of its comments have been resolved;
- (2) in the case of a dual prospectus, the OSC indicates on SEDAR that it is clear to receive final materials or opts out of the dual review;
- (3) the principal regulator determines that the filer filed acceptable materials; and
- (4) the filer provides a letter to the principal regulator with the materials confirming the following, to the best of its knowledge and belief:
 - (a) The filer filed the materials, including all required translations, with all non-principal regulators, except the OSC if the OSC has opted out of the dual review.
 - (b) The filer filed or delivered all documents required to be filed or delivered under the securities legislation in each jurisdiction in which the filer filed the materials.
 - (c) The filer is not subject to a cease trade order issued by the securities regulatory authority or regulator of any jurisdiction in which the filer filed the materials.
 - (d) At least one underwriter that signed the certificate is registered or is exempt from registration in each jurisdiction in which the filer will offer securities to purchasers.
 - (e) If the filer plans to distribute the securities itself, the filer is registered in each jurisdiction in which the filer will offer securities to purchasers, has an exemption from registration, or is not required to be registered.
 - (f) The filer has applied for and received all necessary exemptions from applicable securities legislation from the principal regulator, and also from the OSC in the case of a dual prospectus for which the OSC has not opted out of the dual review.

7.4 Translations – The filer is responsible for ensuring the accuracy of any required translations.

7.5 Holidays – A receipt is deemed to be issued in a non-principal passport jurisdiction on the date of the receipt issued by the principal regulator even if the non-principal passport regulator is closed on that date. For a dual prospectus, the receipt from the

principal regulator will also evidence that the OSC has issued a receipt if the OSC is open on the date of the principal regulator's receipt. If the OSC is not open on the date of the principal regulator's receipt, the principal regulator will issue a second receipt that evidences that the OSC has issued a receipt on the next day that the OSC is open.

PART 8 APPLICATIONS

8.1 Applications in multiple jurisdictions – In many instances, filers require exemptions not contemplated under Part 9 to file materials or to facilitate a distribution of securities. National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* is available for these types of exemption applications. Filers should refer to that policy for more details on where to file their application and other procedural matters relating to the application.

8.2 Timing of application – A filer requiring an exemption before the issuance of a receipt should file its application sufficiently in advance of the filing of the related materials to avoid delays in the issuance of the receipt.

8.3 Additional information to be provided – When filing an application, the filer should indicate in a cover letter for the application that it has filed or will file related materials. When filing the related materials for a dual prospectus, the filer should indicate on SEDAR it has made or is making the application in Ontario.

PART 9 PRE-FILINGS AND WAIVER APPLICATIONS

9.1 General

(1) A filer requiring the resolution of a pre-filing or waiver application before the issuance of a receipt should submit the pre-filing or waiver application sufficiently in advance of the filing of the related materials to avoid delays in the issuance of the receipt.

(2) The time required to review a pre-filing or waiver application will depend on whether it is routine or raises a novel and substantive issue or raises a novel policy concern.

(3) Appendix A to the policy lists examples of pre-filings and waiver applications.

(4) If the filer does not require an interpretation or waiver from the principal regulator for a prospectus filing, the filer will identify another securities regulatory authority or regulator to act as principal regulator only for the pre-filing or waiver application based on the most significant connection test set out section 3.4(5) and the factors set out in section 3.4(6) of this policy.

9.2 Procedure

(1) A filer should submit a pre-filing or waiver application by letter to the principal regulator. The pre-filing or waiver application should:

- (a) identify the principal regulator for the pre-filing or waiver application and the basis for that determination;
- (b) describe the subject matter of the pre-filing or waiver application, set out the interpretation or relief being sought, and provide supporting materials; and
- (c) in the case of a pre-filing or waiver application relating to a dual prospectus, provide the information set out in paragraph (b) that is relevant for Ontario.

(2) The securities regulatory authorities or regulators will consider that the pre-filing or waiver application together with the filing of the related prospectus provide the notice referred to in section 5.4(1)(c) of MI 11-102 for each passport jurisdiction.

(3) Except for a pre-filing or waiver application described in subsection (5), the principal regulator is solely responsible for reviewing the materials in accordance with its securities legislation and securities directions and based on its review procedures, analysis and precedents.

(4) The principal regulator will advise the filer of the disposition of the pre-filing or waiver application. If the pre-filing or waiver application is routine, the principal regulator will use its best efforts to advise the filer of the disposition of the pre-filing or waiver application within four working days from receiving it.

(5) If the principal regulator determines that a pre-filing or waiver application for a dual prospectus involves a novel and substantive issue or raises a novel policy concern,

- (a) The principal regulator will direct the filer to submit the pre-filing or waiver application in writing to the OSC if it has not already been submitted.
- (b) The principal regulator will use its best efforts to review the materials and send its proposed disposition to the OSC within four working days from the date the principal regulator receives the pre-filing or waiver application.
- (c) The OSC will use its best efforts to advise the principal regulator whether it agrees or disagrees with the principal regulator's proposed disposition within two working days from the date the OSC receives the principal regulator's proposed disposition.
- (d) The principal regulator will advise the filer of the disposition of the pre-filing or waiver application if the OSC agrees with the proposed disposition.
- (e) The principal regulator will use its best efforts to resolve the outstanding issues with the filer and the OSC if the OSC disagrees with the proposed disposition.

(6) If it is apparent to the filer that a pre-filing or waiver application for a dual prospectus involves a novel and substantive issue or raises a novel policy concern, the filer may

accelerate the process by submitting the pre-filing or waiver application to both the principal regulator and the OSC.

9.3 Information to be provided with related materials

(1) When filing a prospectus after submitting a pre-filing or waiver application, the filer should indicate on SEDAR that it submitted the pre-filing or waiver application in the principal jurisdiction and, if applicable, in Ontario.

(2) When filing a prospectus after receiving the disposition for a pre-filing or waiver application, the filer should include in the cover letter for the prospectus:

- (a) a description of the subject matter of the pre-filing or waiver application;
- (b) the relevant provisions of the securities legislation in the principal jurisdiction;
- (c) how the principal regulator disposed of the pre-filing or waiver application;
- (d) in the case of a pre-filing or waiver application relating to a dual prospectus, the information set out in paragraph (b) that is relevant for Ontario; and
- (e) in the case of a pre-filing or waiver application related to a dual prospectus where the OSC disagrees with the principal regulator's proposed disposition, how the OSC disposed of the matter.

(3) In the case of a pre-filing or waiver application relating to a dual prospectus for which the exemption was not required in any passport jurisdiction, the filer should describe in the cover letter for the prospectus the subject matter of the pre-filing or waiver applications and the disposition by the OSC.

9.4 Effect of prospectus receipt for waiver application

(1) Under MI 11-102, the principal regulator's final receipt will result in an automatic exemption from the equivalent provision of securities legislation in each passport jurisdiction for which the filer provided notice under section 5.4(1)(c) of MI 11-102 and in which the filer filed the prospectus.

(2) In the case of a pre-filing or waiver application relating to a dual prospectus, the principal regulator's final receipt will also evidence that the OSC has granted the exemption if the OSC has indicated on SEDAR that it is "clear for final".

PART 10 AMENDMENTS

10.1 Conditions to issuance of receipt for preliminary prospectus amendments –

The principal regulator will issue a preliminary prospectus amendment receipt if:

- (1) the principal regulator determines that the filer has filed acceptable materials; and

- (2) the filer provides a letter to the principal regulator with the materials confirming the following, to the best of its knowledge and belief:
- (a) The filer filed the materials, including all required translations, with all non-principal regulators.
 - (b) The filer filed or delivered all documents required to be filed or delivered under the securities legislation in each jurisdiction in which the filer filed the materials.
 - (c) The filer is not subject to a cease trade order issued by the securities regulatory authority or regulator of any jurisdiction in which the filer filed the materials; and
 - (d) At least one underwriter that signed the certificate is registered, or has filed an application for registration or for exemption from registration, in each jurisdiction in which the filer will offer securities to purchasers. If none of the underwriters that signed the certificate is registered in a jurisdiction in which the filer is making the distribution, but one of them has filed an application for registration or for exemption from registration, that underwriter will file an undertaking with the principal regulator not to solicit in that jurisdiction until it is registered or exempt from registration.

10.2 Receipt for preliminary prospectus amendments

- (1) Under MI 11-102, a filer that receives a receipt for a preliminary prospectus amendment from the principal regulator will be deemed to have a receipt for the preliminary prospectus amendment in a passport jurisdiction, if
- (a) the filer filed the preliminary prospectus amendment in the passport jurisdiction, and
 - (b) the securities regulatory authority or regulator in the passport jurisdiction is not the principal regulator for the prospectus filing.

To assist filers, the principal regulator will list in its receipt the passport jurisdictions in which it understands the filer has a deemed receipt.

- (2) In the case of a dual prospectus, the principal regulator's receipt for a preliminary prospectus amendment will also evidence that the OSC has issued a receipt.

10.3 Review period for preliminary prospectus amendments

- (1) If a filer files a preliminary prospectus amendment before the principal regulator issues its comment letter relating to the preliminary prospectus materials, the principal regulator may be unable to complete its review of the preliminary prospectus materials and issue its comment letter within the time-period indicated in section 5.4(1) or 5.5(1), as applicable. In the case of a long form prospectus, the principal regulator will use its

best efforts to issue its comment letter on the later of the date that is five working days after the date of the receipt for the preliminary prospectus amendment and the original due date for the comment letter. In the case of a short form prospectus or a shelf prospectus, the principal regulator will use its best efforts to issue its comment letter on the later of the date that is three working days after the date of the receipt for the preliminary prospectus amendment and the original due date for the comment letter.

Similarly, in the case of a dual prospectus, if a filer files a preliminary prospectus amendment before the OSC completes its review under section 5.4(2) or 5.5(2), the OSC may be unable to complete its review within the relevant time-periods. In this case, the OSC will use its best efforts to complete its review on the later of the date that is three working days after the date of the receipt for the preliminary prospectus amendment and the original due date for completing the review.

(2) If a filer files a preliminary long form prospectus amendment after the principal regulator has issued its comment letter:

- (a) The principal regulator will use its best efforts to review the materials and issue a comment letter within three working days of the date of the receipt for the preliminary long form prospectus amendment.
- (b) In the case of a dual prospectus, the OSC will use its best efforts to advise the principal regulator, within three working days of the date of the receipt for the preliminary long form prospectus amendment, of any significant concerns with the materials that, if left unresolved, would cause it to opt out of the dual review.

(3) If a filer files a preliminary short form prospectus amendment or preliminary shelf prospectus amendment after the principal regulator has issued its comment letter:

- (a) The principal regulator will use its best efforts to review the materials and issue a comment letter within two working days of the date of the receipt for the preliminary short form prospectus amendment or preliminary shelf prospectus amendment.
- (b) In the case of a dual prospectus, the OSC will use its best efforts to advise the principal regulator, within two working days of the date of the receipt for the preliminary short form prospectus amendment or preliminary shelf prospectus amendment, of any significant concerns with the materials that, if left unresolved, would cause it to opt out of the dual review.

(4) The time periods in subsections (2) and (3) may not apply in circumstances where it would be more appropriate for the principal regulator and, in the case of a dual prospectus, the OSC, to review the amendment materials at a different stage of the review process. For example, the principal regulator and the OSC may wish to defer reviewing the amendment materials until after receiving and reviewing the filer's responses to comments already issued on the preliminary prospectus materials.

10.4 Review period for prospectus amendments

(1) If a filer files a long form prospectus amendment, the principal regulator will use its best efforts to review the materials and to issue a comment letter within three working days of the date of receiving the long form prospectus amendment. In the case of a dual prospectus, the OSC will use its best efforts to advise the principal regulator within three working days of the date of receiving the long form prospectus amendment of any significant concerns with the materials that, if left unresolved, would cause it to opt out of the dual review.

(2) If a filer files a short form prospectus amendment or shelf prospectus amendment, the principal regulator will use its best efforts to review the materials and to issue a comment letter within two working days of the date of receiving the short form prospectus amendment or shelf prospectus amendment. In the case of a dual prospectus, the OSC will use its best efforts to advise the principal regulator within two working days of the date of receiving the short form prospectus amendment or shelf prospectus amendment of any significant concerns with the materials that, if left unresolved, would cause it to opt out of the dual review.

10.5 Conditions to issuance of prospectus amendment receipt – The principal regulator will issue a prospectus amendment receipt if:

- (1) the principal regulator is satisfied that all of its comments have been resolved;
- (2) in the case of a dual prospectus, the OSC indicates on SEDAR that it is clear to receive final materials or opts out of the dual review;
- (3) the principal regulator determines that the filer filed acceptable materials; and
- (4) the filer provides a letter to the principal regulator with the materials confirming the following, to the best of its knowledge and belief:
 - (a) The filer filed or delivered all documents required to be filed or delivered under the securities legislation in each jurisdiction in which the filer filed the materials.
 - (b) The filer is not subject to a cease trade order issued by the securities regulatory authority or regulator of any jurisdiction in which the filer filed the materials;
 - (c) If the amendment relates to the removal of an underwriter, at least one underwriter that signed the certificate is registered or is exempt from registration in each jurisdiction in which the filer will offer securities to purchasers.
- (5) The filer filed the materials, including all required translations, with all non-principal regulators, except the OSC if the OSC has opted out of the dual review.

- (d) The filer has applied for and received all necessary exemptions from applicable securities legislation from the principal regulator, and also from the OSC in the case of a dual prospectus for which the OSC has not opted out of the dual review.

10.6 Prospectus amendment receipt

- (1) Under MI 11-102, a filer that receives a receipt for a prospectus amendment from the principal regulator will be deemed to have a receipt for the prospectus amendment in a passport jurisdiction, if
 - (a) the filer filed the prospectus amendment in the passport jurisdiction, and
 - (b) the securities regulatory authority or regulator in the passport jurisdiction is not the principal regulator for the prospectus filing.

To assist filers, the principal regulator will list in its receipt the passport jurisdictions in which it understands the filer has a deemed receipt.

- (2) In the case of a dual prospectus, the principal regulator's receipt for a prospectus amendment will also evidence that the OSC has issued a receipt, if the OSC has indicated on SEDAR that it is "clear" for the amendment.

Appendix A

**Examples of Pre-Filings and Waiver Applications Dealt With
under Part 9 of
National Policy 11-202**

1. Exemptions from financial statement and other requirements in a prospectus
2. Exemptions from escrow requirements for a prospectus filing
3. Requests for confidentiality of material contracts
4. NI 81-101 waiver applications
5. Requests for confidential pre-filing of a prospectus for review purposes

National Policy 11-203
Process for Exemptive Relief Applications in Multiple Jurisdictions

PART 1 APPLICATION

1.1 Application – This policy describes the process for the filing and review of an application for exemptive relief in more than one Canadian jurisdiction.

PART 2 DEFINITIONS

2.1 Definitions – In this policy

“AMF” means the Autorité des marchés financiers;

“application” means a request for exemptive relief other than a pre-filing or waiver application as defined in National Policy 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions*;

“coordinated review application” means an application described in section 3.4 of this policy;

“coordinated review” means the review under this policy of a coordinated review application;

“CP 11-102” means Companion Policy 11-102 *Passport System* to MI 11-102;

“dual application” means an application described in section 3.3 of this policy;

“dual review” means the review under this policy of a dual application;

“exemptive relief” means any approval, decision, declaration, designation, determination, exemption, extension, order, ruling, permission, recognition, revocation, waiver or other relief sought under securities legislation or securities directions;

“filer” means

- (a) a person or company filing an application, or
- (b) an agent of a person or company referred to in paragraph (a);

“hybrid application” means an application comprised of both

- (a) a passport application or dual application, and
- (b) a coordinated review application;

“MI 11-102” means Multilateral Instrument 11-102 *Passport System*;

“notified passport jurisdiction” means a passport jurisdiction for which a filer gave the notice referred to in section 5.4(1)(c) of MI 11-102

“OSC” means the securities regulatory authority or regulator in Ontario;

“passport application” means an application described in section 3.2 of this policy;

“passport jurisdiction” means the jurisdiction of a passport regulator;

“passport regulator” means a securities regulatory authority or regulator that has adopted MI 11-102;

“pre-filing” means a consultation with the principal regulator for an application, initiated before the filing of the application, regarding the interpretation of securities legislation or securities directions or their application to a particular transaction or matter or proposed transaction or matter.

2.2 Further definitions – Terms used in this policy that are defined in MI 11-102 or National Instrument 14-101 *Definitions* have the same meanings as in those instruments.

PART 3 OVERVIEW AND PRINCIPAL REGULATOR

3.1 Overview – This policy deals with applications filed in multiple jurisdictions in the following circumstances:

- (a) The principal regulator is a passport regulator and the application is not filed in Ontario. This is a “passport application.”
- (b) The principal regulator is the OSC and the filer seeks automatic relief from equivalent provisions in a passport jurisdiction. This is also a “passport application.”
- (c) The principal regulator is a passport regulator and the application is filed in Ontario. This is a “dual application.”
- (d) The application is outside the scope of MI 11-102. This is a “coordinated review application.”

3.2 Passport Application

(1) If the principal regulator is a passport regulator and the application is not filed in Ontario, the filer files the application only with, and pays fees only to, the principal regulator. Only the principal regulator reviews the application. The principal regulator’s decision to grant exemptive relief automatically results in exemptive relief from the equivalent provisions of the notified passport jurisdictions.

(2) If the principal regulator is the OSC and the filer seeks automatic relief from equivalent requirements in a passport jurisdiction, the filer files the application only with, and pays fees only to, the OSC. Only the OSC reviews the application. The OSC's decision to grant exemptive relief automatically results in exemptive relief from the equivalent provisions of the notified passport jurisdictions.

3.3 Dual Application – If the principal regulator is a passport regulator and the filer seeks exemptive relief in Ontario, the filer files the application with, and pays fees to, both the principal regulator and the OSC. The principal regulator reviews the application and the OSC, as a non-principal regulator, coordinates its review with the principal regulator. The principal regulator's decision to grant exemptive relief automatically results in exemptive relief from the equivalent provisions of any notified passport jurisdictions and evidences the decision of the OSC, if the OSC has made the same decision as the principal regulator.

3.4 Coordinated Review Application – If the application is outside the scope of MI 11-102, the filer files the application and pays fees in each jurisdiction where the exemptive relief is required. The principal regulator reviews the application, and each non-principal regulator coordinates its review with the principal regulator. The decision of the principal regulator to grant exemptive relief evidences the decision of each non-principal regulator that has made the same decision as the principal regulator.

3.5 Hybrid Applications – The processes and outcomes applicable to a passport application, dual application or a coordinated review application under this policy also apply to a hybrid application. For a hybrid application, the filer should follow the processes for both a coordinated review application and either a passport application or dual application, as appropriate.

3.6 Principal regulator

(1) For purposes of an application under this policy, the principal regulator is the principal regulator identified in Part 5 of MI 11-102. This section summarizes and provides guidance on the provisions in Part 5 of MI 11-102.

(2) The principal regulator is

- (a) for an application made for 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 for 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.

(3) For applications for exemptive relief from insider reporting requirements, it is the head office of the reporting issuer, not the insider, which determines the principal regulator for the application.

(4) For applications for exemptive relief from take-over bid requirements, it is the head office of the offeree issuer, not the offeror, which determines the principal regulator for the application.

(5) For the purpose of subsection (6), participating principal jurisdiction means any of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick or Nova Scotia. The securities regulatory authority or regulator in Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut does not act as a principal regulator for reviewing applications.

(6) If the securities regulatory authority or regulator identified under subsection (2), (3) or (4) is not located in a participating principal jurisdiction, the principal regulator is the securities regulatory authority or regulator in the participating principal jurisdiction with which the person or company has the most significant connection.

(7) The factors a filer should consider in identifying its principal regulator based on its most significant connection are, in order of influential weight:

- (a) location of reporting issuer or registration status,
- (b) location of management,
- (c) location of assets and operations,
- (d) location of majority of shareholders or clients, and
- (e) location of trading market or quotation system in Canada.

3.7 Administrative change in principal regulator

(1) If the principal regulator identified under section 3.6 of this policy thinks it is not the appropriate principal regulator, it will consult with the filer and the appropriate securities regulatory authority or regulator before giving the filer a written notice of the new principal regulator and the reasons for the change.

(2) A filer may request a discretionary change of principal regulator for an application if

- (a) the filer believes the principal regulator identified under section 3.6 of this policy is not the appropriate principal regulator,
- (b) the location of the filer's head office changes over the course of the application,
- (c) the principal regulator originally identified for an application based on the most significant connection to a participating principal jurisdiction changes over the course of the application,
- (d) the filer withdraws its application in the principal jurisdiction because no exemptive relief is required, or

(e) the filer does not require all of the exemptive relief in the principal jurisdiction.

(3) A filer who applies for multiple exemptive relief, but does not require all of the exemptive relief from its principal regulator, may, instead of requesting a change in principal regulator, make two applications identifying a different principal regulator for each application.

(4) Securities regulatory authorities or regulators do not anticipate changing a principal regulator except in exceptional circumstances.

(5) A filer should submit a written request for a change in principal regulator to its current principal regulator and include the reasons for requesting the change.

3.8 General Guidelines

(1) A filer should ensure that the exemptive relief it seeks is both appropriate and necessary in the principal jurisdiction and each non-principal jurisdiction to which the filer applies or for which it gives notice under section 5.4(1)(c) of MI 11-102.

(2) The terms, conditions, restrictions and requirements of a decision will reflect the securities legislation and securities directions of the principal jurisdiction.

(3) A decision will generally provide exemptive relief for the entire transaction or matter that is the subject of the application to ensure the transaction or matter gets uniform treatment in all jurisdictions. This means that, if the transaction or matter is comprised of a series of trades, the decision will generally exempt all the trades in the series and the filer will not rely on statutory exemptions for some trades and on the decision for others.

3.9 Communications – Regulators will generally send communications to filers by e-mail or facsimile.

PART 4 PRE-FILINGS

4.1 General

(1) A filer should submit a pre-filing sufficiently in advance of an application to avoid any delays in the issuance of a decision on the application.

(2) The principal regulator will treat the pre-filing as confidential except that it:

(a) may provide copies or a description of the pre-filing to other regulators for discussion purposes if the pre-filing involves a novel and substantive issue or raises a novel policy concern, and

(b) may have to release the pre-filing under freedom of information and protection of privacy legislation.

4.2 Procedure for passport application pre-filing – A filer should submit a pre-filing for a passport application by letter to the principal regulator and should

- (a) identify in the pre-filing the principal regulator for the application and each passport jurisdiction for which the filer intends to give the notice referred to in section 5.4(1)(c) of MI 11-102, and
- (b) submit the pre-filing to the principal regulator only.

4.3 Procedure for dual application pre-filing

(1) A filer submitting a pre-filing for a dual application should identify in the pre-filing the principal regulator, each passport jurisdiction for which the filer intends to give the notice referred to in section 5.4(1)(c) of MI 11-102, and Ontario.

(2) The filer should submit the pre-filing only to the principal regulator. If the pre-filing is routine, the filer will deal only with the principal regulator to resolve the pre-filing.

(3) If the principal regulator determines that a pre-filing submitted as a routine pre-filing involves a novel and substantive issue or raises a novel policy concern, it will advise the filer and direct the filer to also submit the pre-filing to the OSC.

(4) If it is apparent to the filer that a pre-filing involves a novel and substantive issue or raises a novel policy concern, the filer may accelerate this process by submitting the pre-filing to both the principal regulator and the OSC.

(5) If a pre-filing involves a novel and substantive issue or raises a novel policy concern, the principal regulator will arrange with the OSC to discuss it within seven business days, or as soon as practicable after the OSC receives the pre-filing.

4.4 Procedure for coordinated review application pre-filing

(1) A filer submitting a pre-filing for a coordinated review application should identify in the pre-filing the principal regulator and all non-principal jurisdictions where the filer intends to file the application.

(2) The filer should submit the pre-filing only to the principal regulator. If the pre-filing is routine, the filer will deal only with the principal regulator to resolve the pre-filing.

(3) If the principal regulator determines that a pre-filing submitted as a routine pre-filing involves a novel and substantive issue or raises a novel policy concern, it will advise the filer and direct the filer to also submit the pre-filing to each non-principal regulator.

(4) If it is apparent to the filer that a pre-filing involves a novel and substantive issue or raises a novel policy concern, the filer may accelerate this process by submitting the pre-filing to the principal regulator and each non-principal regulator with whom the filer intends to file the application.

(5) If a pre-filing involves a novel and substantive issue or raises a novel policy concern, the principal regulator will arrange with the non-principal regulators to discuss the pre-filing within seven business days, or as soon as practicable after all non-principal regulators receive the pre-filing.

4.5 Disclosure in related application – The filer should include in the application that follows a pre-filing,

- (a) a description of the subject matter of the pre-filing and the approach taken by the principal regulator, and
- (b) any alternative approach proposed by a non-principal regulator that was involved in discussions and that disagreed with the principal regulator.

PART 5 FILING MATERIALS

5.1 Election to file under this policy and identification of principal regulator – In its application, the filer should identify the principal regulator for the application and that it is filing the application under this policy.

5.2 Materials to be filed

(1) For a passport application, the filer should remit the fees payable in the principal jurisdiction under securities legislation to the principal regulator, and file the following materials with, the principal regulator only:

- (a) a written application drafted in accordance with the procedures of the principal regulator as to format and content in which the filer:
- (b) states the basis for identifying the principal regulator under Part 3 of this policy,
 - (i) identifies whether another application in connection with the same transaction or matter has been filed in one or more jurisdictions, the reasons for that application, and the principal regulator for that application,
 - (ii) sets out, for any related pre-filing, the information referred to in section 4.5 of this policy,
 - (iii) sets out, under separate headings, each provision in the principal jurisdiction from which the filer seeks exemptive relief,
 - (iv) provides notice of the non-principal passport jurisdictions where the filer seeks automatic exemptive relief from the equivalent provisions listed in Appendix E to MI 11-102,
 - (v) sets out any request for confidentiality,

- (vi) sets out references to previous decisions of the principal regulator or other securities regulatory authorities or regulators that would support granting the exemptive relief, or indicates that the exemptive relief requested is novel and has not been previously granted;
 - (vii) includes a verification statement in which the filer authorizes the filing of the application and confirms the truth of the facts in the application; and
 - (viii) states that the filer is not in default of securities legislation in any jurisdiction or, if the filer is in default, the nature of the default;
- (c) supporting materials; and
- (d) a draft form of decision with terms, conditions, restrictions or requirements, including
- (i) a representation stating that the filer is not in default of securities legislation in any jurisdiction or, if the filer is in default, the nature of the default; and
 - (ii) resale restrictions, if applicable, based on the securities legislation and securities directions of the principal jurisdiction.

(2) For a dual application, the filer should remit the fees payable under securities legislation of the principal jurisdiction and the OSC to each of them, as appropriate, and file the following materials with both the principal regulator and the OSC:

- (a) a written application drafted in accordance with the procedures of the principal regulator as to format and content in which the filer:
 - (i) states the basis for identifying the principal regulator under Part 3 of this policy,
 - (ii) identifies whether another application in connection with the same transaction or matter has been filed in one or more jurisdictions, the reasons for the application, and the principal regulator for that application,
 - (iii) sets out, for any related pre-filing, the information referred to in section 4.5 of this policy,
 - (iv) sets out, under separate headings, each provision in the principal jurisdiction from which the filer seeks exemptive relief, the relevant provisions of securities legislation in Ontario and an analysis of any differences between the applicable provisions in the principal jurisdiction and Ontario,

- (v) provides notice of the non-principal passport jurisdictions where the filer seeks automatic exemptive relief from the equivalent provisions listed in Appendix E to MI 11-102,
 - (vi) sets out any request for confidentiality,
 - (vii) sets out any request to shorten the review period (see section 6.2(3)) or the opt-out period (see section 7.2(2)) and provides supporting reasons,
 - (viii) sets out references to previous decisions of the principal regulator or other securities regulatory authorities or regulators that would support granting the exemptive relief, or indicates that the exemptive relief requested is novel and has not been previously granted;
 - (ix) includes a verification statement in which the filer authorizes the filing of the application and confirms the truth of the facts in the application; and
 - (x) states that the filer is not in default of securities legislation in any jurisdiction or, if the filer is in default, the nature of the default;
- (b) supporting materials; and
- (c) a draft form of decision with terms, conditions, restrictions or requirements, including
- (i) a representation stating that the filer is not in default of securities legislation in any jurisdiction or if the filer is in default, the nature of the default; and
 - (ii) resale restrictions, if applicable, based on the securities legislation and securities directions of the principal jurisdiction.

(3) For a coordinated review application, the filer should remit the fees payable under securities legislation of the principal regulator and each non-principal regulator from whom the filer seeks exemptive relief to each of them, as appropriate, and file the following materials with the principal regulator and each of the non-principal regulators:

- (a) a written application drafted in accordance with the procedures of the principal regulator as to format and content in which the filer:
 - (i) states the basis for identifying the principal regulator under Part 3 of this policy,
 - (ii) identifies whether another application in connection with the same transaction or matter has been filed in one or more jurisdictions, the

reasons for the application, and the principal regulator for that application,

- (iii) sets out, for any related pre-filing, the information referred to in section 4.5 of this policy,
 - (iv) sets out, under separate headings, each provision in the principal jurisdiction from which the filer or other relevant parties is seeking exemptive relief, the relevant provisions of securities legislation and securities directions in each non-principal jurisdiction, and an analysis of any differences between the applicable provisions in the principal jurisdiction and each non-principal jurisdiction,
 - (v) sets out any request for confidentiality,
 - (vi) sets out any request to shorten the review period (see section 6.2(3)) or the opt-out period (see section 7.2(2)) and provides supporting reasons,
 - (vii) sets out references to previous decisions of the principal regulator or other securities regulatory authorities or regulators that would support granting the exemptive relief, or indicates that the exemptive relief requested is novel and has not been previously granted;
 - (viii) includes a verification statement in which the filer authorizes the filing of the application and confirms the truth of the facts in the application; and
 - (ix) states that the filer is not in default of securities legislation in any jurisdiction or if the filer is in default, the nature of the default;
- (b) supporting materials; and
- (c) a draft form of decision with terms, conditions, restrictions or requirements, including
- (i) a representation stating that the filer is not in default of securities legislation in any jurisdiction or if the filer is in default, the nature of the default; and
 - (ii) resale restrictions, if applicable, based on the securities legislation and securities directions of the principal jurisdiction.

(4) For a hybrid application, the filer should file the application with each securities regulatory authority or regulator and set out the exemptive relief requested under each type of application including the information and materials described in this section.

(5) A filer should file an application sufficiently in advance of any deadline to ensure that staff have a reasonable opportunity to complete the review and make recommendations for a decision.

(6) A filer requesting exemptive relief in Québec should file a French language version of the draft decision when the AMF is acting as principal regulator.

5.3 Request for confidentiality

(1) A filer requesting that an application and supporting materials be held in confidence during the application review process must provide a substantive reason for the request in its application.

(2) If a filer is seeking to have the application, supporting materials, or decision held in confidence after the effective date of the decision, the filer should describe the request for confidentiality separately in its application, and pay any required fee

- (a) in the principal jurisdiction, if the filer is making a passport application,
- (b) in the principal jurisdiction and in Ontario, if the filer is making a dual application, or
- (c) in each jurisdiction, if the filer is making a coordinated review application.

(3) Any request for confidentiality should explain why the request is reasonable in the circumstances and not prejudicial to the public interest and when any decision granting confidentiality could expire.

(4) Communications on requests for confidentiality will normally take place by e-mail. If a filer is concerned with this practice, the filer may request in the application that all communications take place by facsimile or telephone.

5.4 Filing – A filer should send the application materials in paper together with the fees to

- (a) the principal regulator, in the case of a passport application,
- (b) the principal regulator and the OSC, if the filer is making a dual application, or
- (c) each securities regulatory authority or regulator from which the filer seeks exemptive relief, if the filer is making a coordinated review application.

The filer should also provide an electronic copy of the application materials, including the draft decision document, by e-mail or on CD ROM. Filing the application concurrently in all required jurisdictions will make it easier for the principal regulator and non-principal regulators, if applicable, to process the application expeditiously. In British Columbia, an electronic filing system is available for filing and tracking exemptive relief

applications. Filers may file an application in British Columbia using that system instead of e-mail. Filers should file applications related to National Instrument 81-102 *Mutual Funds* on SEDAR.

5.5 Incomplete or deficient material – If the filer’s materials are deficient or incomplete, the principal regulator may ask the filer to file an amended application. This will likely delay the review of the application.

5.6 Acknowledgment of receipt of filing

(1) After the principal regulator receives a complete and adequate application, the principal regulator will send the filer an acknowledgment of receipt of the application. The principal regulator will send a copy of the acknowledgement to any other securities regulatory authority or regulator with whom the filer has filed the application. The acknowledgement will identify the name, phone number, fax number and e-mail address of the individual reviewing the application.

(2) For a dual application, coordinated review application or hybrid application, the principal regulator will tell the filer, in the acknowledgement, the end date of the review period identified in section 6.2(3) of this policy.

5.7 Withdrawal or abandonment of application

(1) If a filer withdraws an application at any time during the process, the filer is responsible for notifying the principal regulator and any non-principal regulator with whom the filer filed the application and providing an explanation for the withdrawal.

(2) If at any time during the review process, the principal regulator determines that a filer has abandoned an application, the principal regulator will notify the filer that it will mark the application as “abandoned”. In that case, the principal regulator will close the file without further notice to the filer unless the filer provides acceptable reasons not to close the file in writing within 10 business days. If the filer does not, the principal regulator will notify the filer and any non-principal regulator with whom the filer filed the application that the principal regulator has closed the file.

PART 6 REVIEW OF MATERIALS

6.1 Review of passport application

(1) The principal regulator is responsible for reviewing any passport application in accordance with its securities legislation and securities directions and based on its review procedures, analysis and considering previous decisions.

(2) The filer will deal only with the principal regulator, who will provide comments to and receive responses from the filer.

6.2 Review and processing of dual application or coordinated review application

(1) The principal regulator is responsible for reviewing any dual application or coordinated review application in accordance with its securities legislation and securities

directions, based on its review procedures, analysis and considering previous decisions. The principal regulator will consider any comments from a non-principal regulator with which the filer filed the application.

(2) The filer will generally deal only with the principal regulator, who will be responsible for providing comments to the filer once it has considered the comments from the non-principal regulators and completed its own review. However, in exceptional circumstances, the principal regulator may refer the filer to a non-principal regulator with whom the filer has filed the application.

(3) A non-principal regulator with whom the filer has filed the application will have seven business days from receiving the acknowledgement referred to in section 5.6(1) to review the application. In exceptional circumstances, if the filer filed the dual application or coordinated review application concurrently in the non-principal jurisdictions and shows that it is necessary and reasonable in the circumstances for the application to receive immediate attention, the principal regulator may abridge the review period. A non-principal regulator that disagrees with abridging the review period may notify the filer and the principal regulator and request the filer to withdraw the application in that jurisdiction. In that case, the application will proceed as a local application without the need to file a new application and pay related fees.

(4) Exceptional circumstances when the principal regulator may abridge the review period include:

- (a) where exemptive relief is requested for a contested take-over bid and delay in granting the exemptive relief would prejudice the filer's position, and
- (b) other situations in which the filer is responding to a critical event beyond its control and could not have applied for the exemptive relief earlier.

(2) Unless the filer provides compelling reasons as to why the application process was not commenced sooner, the principal regulator will not consider the circumstances in which the following requests for relief are made as exceptional:

- (a) in connection with the mailing of a management information circular for a scheduled meeting of security holders to consider a transaction,
- (b) for the filing of a prospectus where the exemptive relief cannot be evidenced by the receipt for the prospectus,
- (c) in connection with the closing of a transaction,
- (d) for a continuous disclosure document shortly before the date on which it is required to be filed, or

- (e) in other situations in which the filer knew of a deadline before the application was filed and could have applied earlier.

While staff are committed to fostering efficient capital markets and will attempt to accommodate transaction timing where possible, filers planning time-sensitive transactions should build sufficient regulatory approval time into their transaction schedules.

The fact that an application may be considered routine is not a compelling argument for requesting an abridgement.

(3) Filers should provide sufficient information in an application to enable staff to assess how quickly the application needs to be handled. For example, if the filer has committed to take certain steps by a specific date and needs to have staff's view or a decision by that date, the filer should explain why staff's view or the exemptive relief is required by the specific date and identify these time constraints in its application.

(4) A non-principal regulator with whom the filer has filed the dual application or coordinated review application will advise the principal regulator, before the expiration of the review period, of any substantive issues that, if left unresolved, would cause staff to recommend that the non-principal regulator opt out of the review. The principal regulator may assume that a non-principal regulator does not have comments on the application if the principal regulator does not receive them within the review period.

(5) A non-principal regulator with whom the filer has filed the dual application or coordinated review application will notify the filer and the principal regulator and request that the filer withdraw the application if staff of the non-principal regulator thinks that no exemptive relief is required under its securities legislation.

PART 7 DECISION-MAKING PROCESS

7.1 Passport application

(1) After completing the review process and after considering the recommendation of its staff, the principal regulator will determine whether to grant or deny the exemptive relief a filer requested in a passport application.

(2) If the principal regulator is not prepared to grant the exemptive relief a filer requested in its passport application based on the information before it, it will notify the filer accordingly.

(3) If a filer receives a notice under subsection (2) and this process is available in the principal jurisdiction, the filer may request the opportunity to appear before, and make submissions to, the principal regulator.

7.2 Dual application or coordinated review application

(1) After completing the review process and after considering the recommendation of its staff, the principal regulator will determine whether to grant or deny the exemptive relief a filer requested in a dual application or coordinated review application and immediately circulate its decision to the non-principal regulators with whom the filer filed the application.

(2) Each non-principal regulator with whom the filer filed the dual application or coordinated review application will have five business days from receipt of the principal regulator's decision to confirm whether it has made the same decision and is opting in or is opting out of the dual review or coordinated review.

(3) If the non-principal regulator is silent, the principal regulator will consider that the non-principal regulator has opted out.

(4) If the filer shows that it is necessary and reasonable in the circumstances, the principal regulator may request, but cannot require, the non-principal regulators to abridge the opt-out period. In some circumstances, abridging the opt-out period may not be feasible. For example, in many jurisdictions, only a panel of the securities regulatory authority that convenes according to a schedule can make some types of decisions.

(5) The principal regulator will not send the filer a decision for a dual application or coordinated review application before the earlier of

- (a) the expiry of the opt-out period, or
- (b) receipt from a non-principal regulator with whom the filer filed the application of the confirmation referred to in subsection (2).

(6) If the principal regulator is not prepared to grant the exemptive relief a filer requested in its dual application or coordinated review application based on the information before it, it will notify the filer and all non-principal regulators.

(7) If a filer receives a notice under subsection (6) and this process is available in the principal jurisdiction, the filer may request the opportunity to appear before, and make submissions to, the principal regulator. The principal regulator may hold a hearing on its own, or jointly or concurrently with the non-principal regulators with whom the filer filed the application. After the hearing, the principal regulator will send a copy of the decision to the filer and all non-principal regulators with whom the filer filed the application.

(8) A non-principal regulator electing to opt out will notify the filer, the principal regulator and any other non-principal regulator with whom the filer filed the application and give its reasons for opting out. The filer may deal directly with the non-principal regulator to resolve outstanding issues and obtain a decision without having to file a new application or pay related fees. If the filer and non-principal regulator resolve all outstanding issues, the non-principal regulator may opt back into the dual review or

coordinated review by notifying the principal regulator and the other non-principal regulators with whom the filer filed the application within the opt-out period referred to in subsection (2).

PART 8 DECISION

8.1 Effect of decision made under passport application – The decision of the principal regulator under a passport application to grant exemptive relief from a provision of securities legislation in the principal jurisdiction automatically results in exemptive relief from the equivalent provision of securities legislation in each notified passport jurisdiction. The relief is effective as of the date of the principal regulator’s decision (even if the non-principal regulator is closed on that date).

8.2 Effect of decision made under dual application

(1) The decision of the principal regulator under a dual application to grant exemptive relief from a provision of securities legislation in the principal jurisdiction

- (a) automatically results in exemptive relief from the equivalent provision of securities legislation in each notified passport jurisdiction, as of the date of the principal regulator’s decision (even if the non-principal regulator is closed on that date), and
- (b) evidences the OSC’s decision, if the OSC has confirmed that it has made the same decision as the principal regulator.

(2) The principal regulator will not issue the decision until the earlier of

- (a) the date that the OSC confirms that it has made the same decision as the principal regulator, or
- (b) the date the opt-out period referred to in section 7.2(2) has expired.

8.3 Effect of decision made under coordinated review application

(1) The decision of the principal regulator under a coordinated review application to grant exemptive relief from a provision of securities legislation in the principal jurisdiction evidences the decision of each non-principal regulator that has confirmed that it has made the same decision as the principal regulator.

(2) The principal regulator will not issue the decision until the earlier of

- (a) the date that the principal regulator has received confirmation from each non-principal regulator that it has made the same decision as the principal regulator, or
- (b) the date the opt-out period referred to in section 7.2(2) has expired.

8.4 Listing non-principal jurisdictions

(1) For convenience, the decision of the principal regulator on a passport application or a dual application will refer to the notified passport jurisdictions, but it is the filer's responsibility to ensure that it gives the notice under section 5.4(1)(c) of MI 11-102. The filer may give the notice only to the principal regulator and may include the notices for all non-principal passport jurisdictions in its application.

(2) The decision of the principal regulator on a dual application or a coordinated review application will contain wording that makes it clear that the decision evidences and sets out the decision of each non-principal regulator that has made the same decision as the principal regulator.

(3) For a coordinated review application for which Québec is not the principal jurisdiction, the AMF will issue a local decision concurrently with and in addition to the principal regulator's decision. The AMF decision will contain the same terms and conditions as the principal regulator's decision. No other local securities regulatory authority or regulator will issue a local decision.

8.5 Form of Decision

(1) Except as described in subsection (2), the decision will be in the form set out in:

- (a) Schedule A, for a passport application,
- (b) Schedule B, for a dual application,
- (c) Schedule C, for a coordinated review application, or
- (d) Schedule D, for a hybrid application.

(2) A principal regulator may issue a less formal decision where it is appropriate.

(3) If the decision is to deny the exemptive relief, the decision will set out reasons.

8.6 Issuance of Decision – The principal regulator will send the decision to the filer and to all non-principal regulators.

Schedule A

Form of decision for passport application

[Citation:[**neutral citation**]

[**Date of decision**]]

In the Matter of
the Securities Legislation
of [**name of principal jurisdiction**] (the Jurisdiction)

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of [**name(s) of filer(s) and other relevant parties,
including definitions as required**] (the Filer(s))

Decision

Background

The principal regulator in the Jurisdiction has received an application from the Filer(s) for a decision under the securities legislation of the Jurisdiction of the principal regulator (the Legislation) for [**describe the exemptive relief requested (the Requested Exemptive Relief) by referring to the relevant requirement(s) or provision(s) listed in the first column of Appendix E to MI 11-102.**]

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- (a) the [**name of the principal regulator**] is the principal regulator for this application, and
- (b) the Filer(s) has(have) provided notice that section 5.4(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in [**names of non-principal passport jurisdictions**].

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined. [**Add additional definitions here.**]

Representations

This decision is based on the following facts represented by the Filer(s):

[Insert material representations necessary to explain why the principal regulator came to this decision. Include the location of the Filer’s head office and, if appropriate, the connecting factor the filer used to identify the principal regulator for the application. State that the filer is not in default of securities legislation in any jurisdiction or, if the filer is in default, set out the nature of the default.]

Decision

The principal regulator is satisfied that the exemptive relief application meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Requested Exemptive Relief is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should include references to the relevant requirement(s) or provision(s) listed in the first column of Appendix E to MI 11-102.]

[If any exemptive relief has an effective date after the date of the decision, state here.]

_____ (Name of signatory for the principal regulator)

_____ (Title)

_____ (Name of principal regulator)

(justify signature block)

Schedule B

Form of decision for a dual application

[Citation:[**neutral citation**]

[**Date of decision**]]

In the Matter of
the Securities Legislation
of [**name of principal jurisdiction**] and Ontario (the Jurisdictions)

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of [**name(s) of filer(s) and other relevant parties,
including definitions as required**] (the Filer(s))

Decision

Background

The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer(s) for a decision under the securities legislation of the Jurisdictions (the Legislation) for [**describe the exemptive relief requested (the Requested Exemptive Relief) by referring to the relevant requirement(s) or provision(s) listed in the first column of Appendix E to MI 11-102.**]

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

- (a) the [**name of the principal regulator**] is the principal regulator for this application,
- (b) the Filer(s) has(have) provided notice that section 5.4(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in [**names of non-principal passport jurisdictions**], and
- (c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 *Passport System* have the same meaning if used in this decision, unless otherwise defined. **[Add additional definitions here.]**

Representations

This decision is based on the following facts represented by the Filer(s):

[Insert material representations necessary to explain why the Decision Makers came to this decision. Include the location of the Filer’s head office and, if appropriate, the connecting factor the filer used to identify the principal regulator for the application. State that the filer is not in default of securities legislation in any jurisdiction or, if the filer is in default, set out the nature of the default.]

Decision

Each of the Decision Makers is satisfied that the exemptive relief application meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Requested Exemptive Relief is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should include references to the relevant requirement(s) or provision(s) listed in the first column of Appendix E to MI 11-102.]

[If any exemptive relief has an effective date after the date of the decision, state here.]

_____ (Name of signatory for the principal regulator)

_____ (Title)

_____ (Name of principal regulator)

(justify signature block)

Schedule C

Form of decision for coordinated review application

[Citation:[**neutral citation**]

[**Date of decision**]]

In the Matter of
the Securities Legislation
of [**name of jurisdictions participating in decision**] (the Jurisdictions)

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of [**name(s) of filer(s) and other relevant parties,
including definitions as required**] (the Filer(s))

Decision

Background

The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer(s) for a decision under the securities legislation of the Jurisdictions (the Legislation) for [**describe the exemptive relief requested (the Requested Exemptive Relief) in words (e.g., that the filer is not a reporting issuer). Do not use statutory references. Include defined terms as necessary.**]

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a coordinated review application):

- (a) the [**name of the principal regulator**] is the principal regulator for this application, and
- (b) the decision is the decision of the principal regulator and evidences the decision of each other Decision Maker.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* have the same meaning if used in this decision, unless otherwise defined. [**Add additional definitions here.**]

Representations

This decision is based on the following facts represented by the Filer(s):

[Insert material representations necessary to explain why the Decision Makers came to this decision. Include the location of the Filer’s head office and, if appropriate, the connecting factor the filer used to identify the principal regulator for the application. State that the filer is not in default of securities legislation in any jurisdiction or, if the filer is in default, set out the nature of the default. Do not use statutory references.]

Decision

Each of the Decision Makers is satisfied that the exemptive relief application meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Requested Exemptive Relief is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should be generic and without statutory references to the Legislation of the Jurisdictions.]

[If any exemptive relief has an effective date after the date of the decision, state here.]

_____ (Name of signatory for the principal regulator)

_____ (Title)

_____ (Name of principal regulator)

(justify signature block)

Schedule D

Form of decision for hybrid application

[Citation:[**neutral citation**]

[**Date of decision**]]

In the Matter of
the Securities Legislation
of [**name of principal jurisdiction (for a passport application), or of principal jurisdiction and Ontario (for a dual application), and name of each jurisdiction participating in coordinated review application decision]**

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of [**name(s) of filer(s) and other relevant parties, including definitions as required,**] (the Filer(s))

Decision

Background

[If you are making a passport application, insert:]

The securities regulatory authority or regulator in _____ has received an application from the Filer(s) for a decision under the securities legislation of the jurisdiction of the principal regulator (the Legislation) for [**describe the exemptive relief requested (the Passport Exemptive Relief) by referring to the relevant requirement(s) or provision(s) listed in the first column of Appendix E to MI 11-102.**]

OR

[If you are making a dual application, insert:]

The securities regulatory authority or regulator in _____ and Ontario (Dual Exemptive Relief Decision Makers) have received an application from the Filer(s) for a decision under the securities legislation of those Jurisdictions (the Legislation) for [**describe the exemptive relief requested (the Dual Exemptive Relief) by referring to the relevant requirement(s) or provision(s) listed in the first column of Appendix E to MI 11-102.**]

AND

[For your coordinated review application, insert:]

The securities regulatory authority or regulator in each of _____ (the Jurisdictions) (Coordinated Exemptive Relief Decision Makers) has received an application from the Filer(s) for a decision under the securities legislation of the Jurisdictions (the Legislation) for **[describe the exemptive relief requested (the Coordinated Exemptive Relief) in words (e.g., that the filer is not a reporting issuer). Do not use statutory references. Include defined terms as necessary.]**

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a hybrid application):

- (a) the **[name of the principal regulator]** is the principal regulator for this application,
- (b) the filer has provided notice that section 5.4(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in **[names of non-principal passport jurisdictions]**,
- (c) the decision is the decision of the principal regulator, (and)
- (d) **[if you are making a dual application, insert:]** the decision evidences the decision of the securities regulatory authority or regulator in Ontario, (and)
- (e) the decision evidences the decision of each Coordinated Exemptive Relief Decision Maker.

Interpretation

Terms defined in MI 11-102 and National Instrument 14-101 *Definitions* have the same meaning if used in this decision, unless otherwise defined. **[Add additional definitions here.]**

Representations

This decision is based on the following facts represented by the Filer(s):

[Insert material representations necessary to explain why the Decision Makers came to this decision. Include the location of the Filer's head office and, if appropriate, the connecting factor the filer used to identify the principal regulator for the application. State that the filer is not in default of securities legislation in any jurisdiction or, if the filer is in default, set out the nature of the default. Do not use statutory references.]

Decision

The principal regulator **[if you are making a dual application, insert: “**, the securities regulatory authority or regulator in Ontario,**]** and each of the Coordinated Exemptive Relief Decision Makers is satisfied that the exemptive relief application meets the test set out in the Legislation for the principal regulator, **[if you are making a dual application,**

insert: “, the securities regulatory authority or regulator in Ontario,] and the Coordinated Exemptive Relief Decision Makers to make the decision.

[If you are making a passport application, insert:]

The decision of the principal regulator under the Legislation is that the Passport Exemptive Relief is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should include references to the relevant requirement(s) or provision(s) listed in the first column of Appendix E to MI 11-102.]

OR

[If you are making a dual application, insert:]

The decision of the Dual Exemptive Relief Decision Makers under the Legislation is that the Dual Exemptive Relief is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should include references to the relevant requirement(s) or provision(s) listed in the first column of Appendix E to MI 11-102.]

AND

[For your coordinated application, insert:]

The decision of the Coordinated Review Decision Makers under the Legislation is that the Coordinated Exemptive Relief is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should be generic and without statutory references to the Legislation of the Jurisdictions.]

[If any exemptive relief has an effective date after the date of the decision, state here.]

_____ (Name of signatory for the principal regulator)

_____ (Title)

_____ (Name of principal regulator)

(justify signature block)