

CANADIAN SECURITIES ADMINISTRATORS

**SYSTEM FOR ELECTRONIC DOCUMENT
ANALYSIS AND RETRIEVAL
(SEDAR)**

SEDAR® FILER MANUAL

**Standards, Procedures and Guidelines
For Electronic Filing with the
Canadian Securities Administrators**

VERSION 8.3

October 2006

NOTICE

The most recent version of this SEDAR® Filer Manual, as approved by the regulator or the securities regulatory authority, is incorporated by reference in National Instrument 13-101. National Instrument 13-101 requires that electronic filings with the Canadian securities regulatory authorities comply with the requirements of this Manual. To assist subscribers and filers, the version number of this Manual (Version 8.3) is intended to correspond to the current release of the SEDAR Filer Software (Release 8.3).

Notice of amendments to this Manual will be published in the weekly or other periodical bulletins issued by CSA members as well as other sources such as the Internet Web site operated by CDS INC. at www.sedar.com or Internet Web sites maintained by or on behalf of CSA members.

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SEDAR FILER MANUAL:

Standards, Procedures and Guidelines For Electronic Filing with the Canadian Securities Administrators

PREFACE

The System for Electronic Document Analysis and Retrieval known as “**SEDAR**” was developed by the Canadian Securities Administrators (“**CSA**”) to do the following:

1. Facilitate the electronic filing of securities information (prospectuses, continuous disclosure documents, etc.) and the payment of CSA filing fees as required by the securities regulatory authorities in Canada.
2. Facilitate public dissemination of securities information collected in the securities filing process.
3. Facilitate electronic communication such as E-mail between electronic filers, filing agents and the securities regulatory authorities.

National Instrument 13-101 – System for Electronic Document Analysis and Retrieval (SEDAR), as amended, (the “National Instrument”) adopted by the Canadian Securities Administrators sets out general rules relating to electronic filing of securities documents with the Canadian securities regulatory authorities using SEDAR. The National Instrument has been implemented in each jurisdiction by a rule, regulation or other appropriate instrument (collectively, the “local implementing instruments”). In certain cases, the implementing jurisdiction has made one or more changes to the provisions of the National Instrument creating exceptions to the application of the National Instrument in that jurisdiction.

This SEDAR Filer Manual (the “Manual”) is published by the Canadian Securities Administrators and sets out certain standards, procedures and guidelines for preparing electronic format documents and making electronic filings using SEDAR.

This Manual has been prepared for use by electronic filers and filing agents and their respective representatives (collectively, “filers”) and assumes that filers are familiar with the securities regulatory process, including the national and local rules pertaining to the filing of securities documents.

This Manual should be read in conjunction with the following related instruments or documents:

- The National Instrument
- Local Implementing Instruments
- Securities Legislation and Securities Directions in each Province and Territory
- Market centre filing requirements
- SEDAR Installation Guide
- SEDAR Filer User’s Guide
- SEDAR Subscriber Updates

This Manual should also be read in conjunction with the contents of the SEDAR Filer Software.

Finally, this Manual should be read in conjunction with the applicable filing requirements of the TSX Venture Exchange (the “market centre”), which provide that electronic filers subject to such requirements are permitted (but not required) to file certain types of securities documents with the market centre in electronic format using the SEDAR system.

1 ABOUT THIS MANUAL

1.1 Guide to Organization/Use of Manual

This Manual is divided into chapters. Paragraphs and subparagraphs are numbered for easy reference.

The following information is designed to help filers decide where to turn for information in this Manual.

A glossary of terms and abbreviations used is provided in Appendix A.

Chapter 1 -- About this Manual

This chapter provides a key to where and when information about using the SEDAR system is available. Included in this chapter are the plans for issuing Manual updates and reference materials relating to electronic filings.

Chapter 2 – Overview of The Electronic Filing System

This chapter contains an overview of the SEDAR system and describes changes in the filing process for filers that are required to make electronic filings.

Chapter 3 – Electronic Filers

This chapter contains a summary of the provisions of the National Instrument which prescribes who is legally required or permitted to make electronic filings and which documents must be filed in electronic format.

Chapter 4 – Filing Service Subscribers

This chapter sets out requirements to be met and procedures to be followed by electronic filers and filing agents seeking to become filing service subscribers in order to participate directly in making electronic filings.

Chapter 5 – Electronic Payment of CSA and Market Centre Filing Fees and SEDAR Filing Service Charges

This chapter sets out requirements and procedures relating to electronic payment of CSA and market centre filing fees and SEDAR filing service charges.

Chapter 6 – Filer Profiles

This chapter sets out certain requirements with respect to filer profiles.

Chapter 7 – Preparation of Documents for Electronic Filing

This chapter sets out certain requirements relating to the preparation of documents in acceptable electronic format for filing through SEDAR.

Chapter 8 – Assembly and Transmission of Electronic Filings

This chapter sets out certain requirements relating to the manner in which documents must be assembled electronically using the SEDAR Filer Software and transmitted electronically to the SEDAR server for routing to, and downloading by, the securities regulatory authorities and the market centres.

Chapter 9 – Special Requirements for Certain Electronic Filings

This chapter sets out certain special requirements for certain types of electronic filings.

Chapter 10 – Management of Electronic Filings After Transmission and Correspondence Using SEDAR

This chapter sets out certain requirements and procedures relating to the processing of electronic filings following transmission to the SEDAR server.

This Manual should be used in conjunction with other instruments to determine the requirements relating to electronic filing using SEDAR. Electronic filers or filing agents that decide to become filing service subscribers should review the requirements and procedures outlined in Chapter 4 of this Manual entitled “Filing Service Subscribers”.

1.2 How to get copies of the Manual

Copies of this Manual in English or French may be downloaded from the Internet Web site operated by CDS at www.sedar.com.

1.3 Plans for Issuing Manual Updates

The CSA expects to update the SEDAR Filer Manual on a periodic basis. Notices of any changes to this Manual will be published in the weekly or other periodical bulletins issued by CSA members as well as through other sources such as Internet sites.

The SEDAR filing service contractor will provide updates of the SEDAR Filer Manual to filing service subscribers in electronic format, as changes occur.

As the SEDAR system evolves and additional stages in the implementation of SEDAR occur, new releases of the SEDAR Filer Software are anticipated in which event updated versions of this Manual will be released as required.

1.4 The National Instrument

The most recent version of this Manual, as approved by the regulator or the securities regulatory authority, is incorporated by reference in the National Instrument. To assist subscribers and filers, the version number of this Manual is intended to correspond to the current release of the SEDAR Filer Software.

Under the SEDAR system, electronic filings will be governed principally by the National Instrument which sets forth requirements and procedures relating to electronic filings. The National Instrument is supplemented by this Manual which contains certain standards, procedures and guidelines for the preparation and transmission of electronic filings. This Manual shall be construed together with, and shall be subject to the terms of, the National Instrument.

All terms in this Manual that are defined in the National Instrument have the same meaning in this Manual as in the National Instrument, unless otherwise provided in this Manual or unless the context otherwise requires. A glossary of terms and abbreviations used (including defined terms used in the National Instrument) is set out in Appendix A.

2 OVERVIEW OF THE ELECTRONIC FILING SYSTEM

2.1 Introduction

Issuers and third parties that become electronic filers and/or filing agents acting on their behalf must use a personal computer and the specially designed SEDAR Filer Software to assemble filings consisting of documents that have been prepared in acceptable electronic format. When filings have been assembled, they must be transmitted using the SEDAR Filer Software via the internet to the SEDAR server for distribution to the applicable securities regulatory authorities and/or, at the filer's option, the applicable market centres (collectively, the "recipient agencies"). Filing fees payable to the securities regulatory authorities in respect of an electronic filing will be paid electronically at the same time the electronic filing is made. Filing fees payable to the market centres may also be paid electronically using the SEDAR system. Each of the recipient agencies will be able to download the documents addressed to it for review and/or storage. Issuance of receipts and subsequent exchanges of formal correspondence will all occur in a similar manner. All public disclosure documents will be made accessible to the public in electronic format.

2.2 Role of the Filing Service Contractor

CDS has been appointed initially by the CSA and subsequently by the market centres as the SEDAR filing service contractor. The SEDAR filing service contractor operates the SEDAR system and provides services in respect of the filing and dissemination of documents filed electronically under applicable securities legislation and the electronic filing of certain documents under market centre filing requirements. The filing service contractor has acquired the rights to the client-server system and is authorized to license electronic filers and filing agents such as law firms, financial printers and others to use the SEDAR Filer Software for purposes of assembling and transmitting electronic filings. CDS will also work with the CSA and the market centres to identify and implement future enhancements to the SEDAR system.

2.3 Structure and Operation of the SEDAR System

The SEDAR system is intended to facilitate preparation and transmission of electronic filings using the required and recommended hardware and software. A document that forms part of an electronic filing must be transmitted to the SEDAR server in an acceptable electronic format (as prescribed in Chapter 7).

The SEDAR system is a computerized system which has been developed for the CSA to provide for the transmission, receipt, acceptance, review and dissemination of documents filed with the securities regulatory authorities in electronic format. The computer technology reflected in the SEDAR system has been developed using a client-server design and meeting specifications established by the CSA and market centres.

The SEDAR system facilitates the payment of certain CSA and market centre filing fees as well as certain SEDAR filing service charges by requiring a subscriber to issue electronic payment instructions at the time that an electronic filing is transmitted (as described in Chapter 5).

Electronic filings made using the SEDAR system must be assembled and transmitted using the SEDAR Filer Software. These electronic filings must be transmitted over the internet to the SEDAR server and must be received by the filing service contractor on behalf of the securities regulatory authorities and the market centres. Recipient agencies selected by filers to receive filings are able to arrange for automatic or manual downloading of the filings directed to them. Each recipient agency has discretion to decide which documents it will download. Substantially all documents submitted as continuous disclosure filings are automatically accessible to the public upon transmission to and receipt by the SEDAR server. With respect to other electronic filings, the applicable recipient agencies will manually provide for public access to submitted documents, where appropriate. See Section 2.4 and Section 2.5 below.

2.4 When Electronic Filings Become Accessible to the Public

A document that is filed electronically via the SEDAR system is accessible only by the filer, any secondary filer(s) with an access privilege and the recipient agencies to which it is directed unless:

- the document is made accessible to the public following receipt by one of the recipient agencies; or
- the document is filed under the “Continuous Disclosure” category of filing and not under the “Other Filings” filing type;

in which cases the document is accessible to the public. After a filed document has been made accessible to the public, it resides in the SEDAR Filings Database where it can be searched and retrieved by the public using the SEDAR Filer Software. Other available means of access, such as the Internet Web site operated by CDS at www.sedar.com may provide access to documents filed with the securities regulatory authorities. For further information, see Section 8.8 and the Internet Web site.

In certain limited circumstances, if considered appropriate by a recipient agency, an electronic filing may be “removed” from the database of publicly accessible filings. The recipient agency may do so by manually changing the access level of the document from “public” to one of the following: “Private”, “Private–Draft”, “Private–Virus”, “Private–Incorrect Filing”, or “Private–Incorrect Format”. If the electronic filing is a securities regulatory authority only filing, only a securities regulatory authority that is a recipient agency can change the access level. If the electronic filing is a market centre only filing, only a market centre that is a recipient agency can change the access level. For more detailed information concerning requests to change the access level of a document from public to one of the specific private statuses, as appropriate, see Section 9.1.

2.5 When Filer Profiles Become Accessible to the Public

In general, when a filer profile is created and submitted initially, it will not be accessible to the public until such a time as a document filed electronically by or on behalf of the electronic filer is made accessible to the public. However, an electronic filer, or a filing agent acting on its

behalf, may request that the electronic filer's filer profile be made available to the public immediately by providing notice in writing to CDS in its capacity as SEDAR filing service contractor. The notice of request must include a reference to the relevant filer profile number, be signed by an authorized signing officer of the electronic filer and either be delivered to CDS at 85 Richmond Street West, Toronto, Ontario M5H 2C9 Attention: SEDAR Operations Administrator, or sent by telecopy to (416) 365-9194 to the attention of the SEDAR Operations Administrator. In the case of a filing agent making the request, the filing agent must also state in the notice that it has been authorized by the electronic filer to make the request. By requesting immediate public accessibility for a filer profile, an electronic filer can eliminate the need to ensure that the subscriber filing the filer profile also files the first electronic filing (i.e. the first electronic filing can become an independent event). This may also prevent a duplicate filer profile from being created for the electronic filer because the original filer profile cannot be accessed by another subscriber.

After a filer profile has been made accessible to the public, it resides in the SEDAR Filer Profiles Database where it can be searched and retrieved by the public using the SEDAR system. The Internet Web site operated by CDS may also provide access to these filer profiles. For further information, see Section 6.5. The SEDAR filer profiles database is also used to populate the Issuer Profile Supplements in the SEDI system. SEDI is the System for Electronic Disclosure by Insiders and is used by insiders of Canadian issuers to report their transactions to the securities commissions.

2.6 SEDAR Filer Software Modules and Screens

This Manual makes references to various modules and screens in the SEDAR Filer Software. All of these modules and the related screens may be accessed through the main menu of the SEDAR application program identified by the "tree" icon labeled "SEDAR". In particular, this Manual refers to six modules:

(a) Filing Management

This module may be used to assemble and transmit new electronic filings, other than filer profiles or amendments to filer profiles, to pay regulatory filing fees and/or SEDAR filing service charges, to monitor the status of those filings and payments, to add documents to a filing, to receive formal correspondence from the recipient agencies and to give access privileges to secondary filers.

(b) Profile Management

This module may be used to create and file a new filer profile or to update an existing filer profile.

(c) Search Filings

This module may be used to search the SEDAR Filings Database for public filings and any non-public filings submitted to the SEDAR server by the filer performing

the search and to retrieve the filings and documents within the filings that are of interest to the filer. The retrieved documents may be downloaded to the filer's computer.

User fees apply to the use of this module. For further information, refer to section 4.2 and Appendix E.

(d) Search Profiles

This module may be used to search the SEDAR Filer Profiles Database for public filer profiles and filer profiles for those issuers whose profiles were submitted to the SEDAR server by the filer performing the search. Filer profiles matching the search inquiry criteria may be downloaded to the filer's computer in the form of a report. This module may also be used to transfer any downloaded filer profiles to the filer's Profile Management module for purposes of updating the filer profile or submitting an electronic filing using the filer profile.

(e) Mail Functions

This module may be used to send E-mail to other SEDAR users and to send and retrieve document files to and from any user's "personalized" workspace on the SEDAR server.

User fees may apply to the use of this module. For further information, refer to Appendix D.

(f) User Profile and Defaults

This module is used to record information on the subscriber, its users and its banking authorizations. This module may also be used to change a user's password as well as the default directories, language, screen colours, date format, fee screen fonts and other parameters under which the software application operates. This module may also be used to select a default Refresh List method for Quick or Advanced Searches.

3 ELECTRONIC FILERS

3.1 Introduction

The National Instrument provides that issuers (other than exempt foreign issuers) and third party filers are required to file specified types of documents in electronic format using the SEDAR system.

An exempt foreign issuer may elect to become subject to the electronic filing requirements of the National Instrument by filing a notice of election in paper format on SEDAR Form 5, which is set forth in Appendix O to this Manual. The notice of election to become an electronic filer must be filed with each of the applicable securities regulatory authorities. This foreign issuer election to become an electronic filer is discussed more fully in Section 3.5 below.

Under market centre filing requirements, electronic filers subject to such requirements are permitted (but not required) to use the SEDAR system to file certain types of documents in electronic format with the market centres. Market centre filings are discussed more fully in Section 3.3(b) below.

3.2 Mandated Electronic Filings

Under the National Instrument or local implementing instruments as applicable, electronic filers are required to file certain documents with the securities regulatory authorities in electronic format. These documents are described in greater detail below.

(a) Documents Listed in Appendix B to the National Instrument

Appendix B to the National Instrument contains a list of mandated electronic filings. These filings include:

- (i) preliminary and final prospectuses, including long form prospectuses, short form prospectuses filed under National Instrument 44-101 – Short Form Prospectus Distributions or National Instrument 44-102 – Shelf Distributions, simplified prospectuses filed under National Instrument 81-101 – Mutual Fund Prospectus Disclosure, and non-offering prospectuses; prospectuses of U.S. issuers filed under MJDS must be in electronic format only if the particular U.S. issuer has elected to become an electronic filer;
- (ii) annual information forms filed by reporting issuers under National Instrument 81-101 – Mutual Fund Prospectus Disclosure, Continuous Disclosure National Instrument 51-102 and National Instrument 81-106 or otherwise, including annual reports on Form 10K or Form 20F under the U.S. Securities Exchange Act of 1934 filed in lieu of an annual information form;

- (iii) continuous disclosure documents filed by reporting issuers, including interim financial statements, audited annual financial statements, management’s discussion and analysis of financial condition and results of operations, notices of security holders’ meeting dates and record dates, information circulars and forms of proxy relating to proxy solicitation (or annual filings required in lieu thereof) and timely disclosure news releases and material change reports (excluding confidential material change reports);
- (iv) news releases and securities acquisition (“early warning”) reports disclosing changes in beneficial ownership of equity securities of reporting issuers;
- (v) take-over bid circulars, issuer bid circulars, directors’ circulars and other filings relating to formal or exempt take-over bids and issuer bids; and
- (vi) applications and requests made pursuant to National Policy 81-101 – Mutual Fund Prospectus Disclosure .

(b) Other Mandated Electronic Filings

The following documents must also be filed in electronic format:

- (i) an amendment or supplement to a document filed in electronic format;
- (ii) a supporting document, written correspondence or other written material relating to a document filed in electronic format;
- (iii) a document required to be filed because it was sent by an issuer to its security holders. These filings are addressed in Section 9.16;
- (iv) a document required to be filed because it was filed with a governmental agency or a stock exchange in another jurisdiction. These filings are addressed in Section 9.17; and
- (v) a document that is required by securities legislation or securities directions other than the National Instrument to be filed in electronic format.

3.3 Permitted Electronic Filings

(a) Filings with the Securities Regulatory Authorities

Electronic filers are permitted (but not required) to file certain documents in electronic format with the securities regulatory authorities, namely, any application or request for exemptive relief from, or approval under, the securities legislation if:

- (i) the application or request is required or permitted to be filed with the securities regulatory authority in respect of or in connection with a prospectus filed or to be filed in electronic format; and
- (ii) the exemptive relief or approval being sought is reasonably required to facilitate a distribution of securities to which the prospectus relates. These filings are addressed in Section 9.8.

(b) Filings with the Market Centre

The market centre filing requirements provide that electronic filers subject to such requirements are permitted (but not required) to file certain types of documents with the market centre in electronic format using the SEDAR system.

3.4 Documents to be Filed in Paper Only

The National Instrument provides that the following documents shall not be filed in electronic format:

- (a) a document that is required or permitted to be filed on a confidential basis under securities legislation or securities directions unless the securities legislation or securities directions require the confidential filing to be made in electronic format;
- (b) a document for which confidential treatment is requested under securities legislation or securities directions or is claimed under applicable freedom of information legislation;
- (c) an oil and gas report that is prepared and filed as a supporting document (i.e. in accordance with National Instrument 51-101), except for any part that is a summary of the report;
- (d) a document, other than one referred to in (a), (b) or (c) above, that is not required or permitted to be filed in electronic format under the National Instrument, unless a securities regulatory authority has approved the filing of the document in electronic format; and
- (e) a map or photograph exceeding 8 1/2 inches by 11 inches or 21.5 centimeters by 28 centimeters in size that is contained in or supplements a document that is required to be filed in electronic format.

The above documents must be filed in paper format. If a document that was filed by an electronic filer in paper format under (a) above (e.g. a confidential material change report) ceases to remain confidential because the subject matter of the document is generally disclosed, the electronic filer must file a copy of the document in electronic format within 10 days following general disclosure. If a confidential treatment request made pursuant to securities legislation in respect of

a document filed in paper format under (b) above is rejected, the electronic filer must file a copy of the document in electronic format within 10 days following the rejection.

3.5 Foreign Issuer (SEDAR) Election to Become an Electronic Filer

(a) Election to Become an Electronic Filer

The National Instrument provides that a foreign issuer (SEDAR) that is required or otherwise is proposing to file a document under securities legislation or securities directions may elect to become subject to the requirements of the National Instrument by filing a notice of election to become an electronic filer in paper format on SEDAR Form 5, which is set forth in Appendix O to this Manual. SEDAR Form 5 must be filed in each jurisdiction where the foreign issuer (SEDAR) is seeking to become an electronic filer.

(b) Notice of Discontinuation

The National Instrument provides that a foreign issuer (SEDAR) that files a notice of election to become an electronic filer shall comply with the requirements of the National Instrument for at least two years after filing the notice of election. Furthermore, a foreign issuer (SEDAR) that files a notice of election to become an electronic filer may elect to cease complying with the requirements of the National Instrument at any time after the expiry of the two-year period by filing a notice to this effect in electronic format with the applicable securities regulatory authority at least 30 days before making a filing with the securities regulatory authority that does not comply with the requirements of the National Instrument. Such a foreign issuer (SEDAR) must file this notice using the cover page for “Other Filings” located in the “Continuous Disclosure” category for “Mutual Fund Issuers” or “Other Issuers”, as applicable.

3.6 Exemption for Pre-existing Documents

The National Instrument provides an exemption from electronic filing for certain documents in existence prior to January 1, 1997. The exemption for pre-existing documents is described in Section 9.2 of this Manual.

3.7 Hardship Exemptions

The National Instrument contains two general provisions which are intended to provide exemptive relief in certain limited circumstances where electronic filers experience or anticipate difficulties in the electronic filing of documents. These exempting provisions are referred to as the “temporary hardship exemption” and the “continuing hardship exemption”.

(a) Temporary Hardship Exemption

If an electronic filer, or a filing agent acting on its behalf, experiences unanticipated technical difficulties preventing the timely preparation and transmission of an electronic filing, the electronic filer may file the required documents in paper format in reliance upon the temporary hardship exemption. The form to be used by or on behalf of an electronic filer that is making a filing in paper format in reliance upon the temporary hardship exemption is SEDAR Form 3, which is set out in Appendix O.

When the temporary hardship exemption is used, the filing may be filed with the securities regulatory authorities in paper format. However, a filer using this exemption must comply with the paper format rules of the securities regulatory authorities which govern filings not covered by the National Instrument, except that signatures to the paper format document may be in typed form rather than manual form.

To assure the completeness of the SEDAR Filings Database, the National Instrument requires the electronic filer to file an electronic format copy of the paper filing via SEDAR within three business days of making the paper format filing.

(b) Continuing Hardship Exemption

An electronic filer may make written application in paper format for a continuing hardship exemption if the electronic filer is unable to file all or part of a filing or group of filings in electronic format because of undue burden or expense. The exemption might be appropriate, for example, for filings of an issuer under the protection of bankruptcy or insolvency statutes where electronic filing may be burdensome. Unlike the temporary hardship exemption, the continuing hardship exemption does not require that the filing of paper format material be shortly followed by the filing of an electronic format copy via SEDAR. The CSA anticipates that grants of the continuing hardship exemption will be circumscribed as narrowly as possible, given the ease of preparing and transmitting electronic filings generally and the need to ensure the completeness of the SEDAR Filings Database.

An electronic filer seeking to rely on the continuing hardship exemption is required to file an application in paper format with the regulator or, except in the case of Ontario, the securities regulatory authority in each of the jurisdictions in which the filing or group of filings is required or proposed to be made, at least 20 days before the earliest date on which the electronic filing is required or proposed to be made, as appropriate. The application should be submitted contemporaneously to each applicable regulator or, except in the case of Ontario, securities regulatory authority.

Under the provisions of the exemption, each applicable regulator or, except in the case of Ontario, securities regulatory authority will provide the applicant with written notice of its decision to grant or deny the application.

If the application for a continuing hardship exemption is granted, the relevant documents must be filed in paper format on the required or the proposed filing date, as appropriate.

If the application for a continuing hardship exemption is denied, then the electronic filer must make the filing in electronic format on the required or the proposed filing date, as appropriate.

A continuing hardship exemption would ordinarily be granted for a limited time period. In that event, the electronic filer could be required under the terms of the exemption order to file the document that is the subject of the exemption in electronic format at the end of the specified time period.

4 FILING SERVICE SUBSCRIBERS

4.1 Introduction

The National Instrument provides that an electronic filer must file certain documents with the securities regulatory authorities in electronic format. In order to do this, the electronic filer must:

- (a) become a filing service subscriber in order to make electronic filings directly using the SEDAR system; and/or
- (b) retain one or more filing agents that are filing service subscribers and authorize these filing agents to make electronic filings on behalf of the electronic filer.

Filing agents that are likely to become filing service subscribers include law firms, financial printers, trust companies acting as transfer agents and registrars, news release disseminators and other service providers. Electronic filers may choose to become filing service subscribers to make certain electronic filings directly where it is convenient to do so, and to rely upon filing agents to make other electronic filings on their behalf where this is more efficient or otherwise appropriate. In general, the SEDAR system should not result in significant changes in the roles traditionally played by filers and service providers in respect of paper filings.

4.2 SEDAR Subscriber Fees and Filing Service Charges

The National Instrument provides, in effect, that an electronic filer or a filing agent may become a filing service subscriber by submitting an application on SEDAR Form 1 to CDS as filing service contractor and entering into the Filing Service Subscriber's Agreement on SEDAR Form 2. As outlined below, there are subscription and software licensing fees payable by an applicant seeking to become a filing service subscriber. In addition, by entering into the Filing Service Subscriber's Agreement (described below), a filing service subscriber agrees to pay certain filing service charges to the SEDAR filing service contractor in the amounts set out in Appendix D. Most of these charges must be paid electronically at the time of transmitting the relevant electronic filing (see Chapter 5).

Certain amounts listed in Appendix D (e.g. licensing fees) are to be paid when a person becomes a filing service subscriber. In addition, there are "per filing" charges that apply to certain types of filings and that are to be paid by a filing service subscriber at the time a filer makes an electronic filing. In the case of electronic filings which involve multiple submissions in the same project, the "per filing" charge must be paid by a filing service subscriber contemporaneously with the filing of the first submission in the project.

One charge listed in Appendix D (the "Annual Filing Service Charge for Continuous Disclosure") is a charge which is to be paid annually by or on behalf of electronic filers that are reporting issuers. The amount of the annual charge varies depending on the nature of the reporting issuer and its filing requirements. Several different categories of reporting issuer are defined and the respective annual charges are set out in Appendix D. This annual filing service

charge is intended to cover the costs associated with most of the regular continuous disclosure filings that a reporting issuer is required to make.

The annual filing service charge is to be paid by or on behalf of each electronic filer that is a reporting issuer (i) at the time of the filing of its initial filer profile or following the filing of its initial filer profile, upon receipt of an invoice issued by the SEDAR filing service contractor and; (ii) in each subsequent calendar year, by electronic payment when the electronic filer's "Annual Financial Statement" is filed with one or more securities regulatory authorities. The annual filing service charge invoiced in respect of the first calendar year after filing an initial filer profile is for the pro rated amount covering the month following the month in which the electronic filer filed its initial filer profile through the remainder of that calendar year.

An electronic filer that is not a reporting issuer (i.e., that files the Other Filer Profile) does not have to pay the annual filing service charge, even if that electronic filer files an "Annual Financial Statement" at the request of a securities regulatory authority.

By entering into the Filing Service Subscriber's Agreement, a filing service subscriber agrees that it will not make an electronic filing on its own behalf or as filing agent for an electronic filer unless the required annual filing service charge has been paid by it or the electronic filer, as applicable.

A filing service subscriber also agrees to pay search and retrieval and various other service charges to the SEDAR filing service contractor in the amounts and in the manner set out in Appendix E. Search and retrieval service charges are levied on a per search inquiry and per document retrieved basis. The charges for retrieval of documents are based upon the typical size of the documents contained in the relevant filing type or filing subtype, as determined by the SEDAR filing service contractor. A list of charges for specified document sizes is available on the Internet Web site operated by CDS at www.sedar.com.

4.3 Becoming a Filing Service Subscriber

The following is an outline of the procedures to be followed when an electronic filer or filing agent wishes to become a filing service subscriber (sometimes referred to as a "subscriber"):

1. The subscriber must ensure that it has the necessary hardware, software and related technical support to enable it to operate the SEDAR Filer Software and to communicate with the SEDAR server. The subscriber should also have one of the software products prescribed for the preparation of documents in an acceptable electronic format for purposes of SEDAR filings. A list of required and recommended hardware and software is provided in Appendix C.
2. The subscriber must obtain and complete an Application for SEDAR Filing Services (SEDAR Form 1). This form is available in Appendix O to this Manual and on www.sedar.com or may be obtained by contacting CDS at 1-800-219-5381. This application form is used to obtain certain information relating to the subscriber, including the name of the individual who will be the "Principal

Contact” of the subscriber. The Principal Contact is the person who will receive and administer the subscriber personal identification number or “PIN” (discussed in greater detail in Section 4.7(f)) and all access codes on behalf of the subscriber.

3. If the subscriber intends to make electronic filings of a type that will require the subscriber to make electronic payments using the SEDAR system and no other subscriber will be making the electronic payments on behalf of that subscriber, the subscriber will have to set up an electronic data interchange (“EDI”) banking account with a Canadian financial institution. In this case, information relating to the electronic banking facility arranged with the financial institution must be sent to CDS directly by the financial institution. Details concerning required electronic banking arrangements are set out in Chapter 5 of this Manual.
4. The subscriber must also arrange for due authorization and execution of the Filing Service Subscriber’s Agreement (SEDAR Form 2), which is set out in Appendix O to this Manual.
5. The subscriber must deliver the executed copies of SEDAR Form 1 and SEDAR Form 2, together with a cheque or other acceptable form of payment covering the subscription and licensing fees outlined in Appendix D plus applicable taxes, to CDS at 85 Richmond Street West, Toronto, Ontario, M5H 2C9. This step should be taken at least 30 days prior to the proposed date of the subscriber’s first electronic filing.
6. Upon receipt of properly completed SEDAR Form 1 and accompanying material, CDS will set up a subscriber profile and assemble the required access codes and PIN for the subscriber. CDS will then send an installation kit to the Principal Contact indicated in SEDAR Form 1 by registered mail or courier. The installation kit will include electronic copies of: the SEDAR Filer Software, this Manual, the SEDAR Installation Guide and the SEDAR Filer User’s Guide. In addition, access codes consisting of subscriber IDs, user IDs and passwords will be included in a separate sealed envelope.
7. Upon receipt of the installation kit, the Principal Contact should arrange for the installation of the SEDAR Filer Software after reviewing the license agreement and the SEDAR Installation Guide. Installation procedures require the subscriber to run a “start-up” application and make a connection with the SEDAR server.
8. Following installation of the SEDAR Filer Software, the Principal Contact should assign all required access codes to the individual users in the subscriber’s organization who will have authority to use the SEDAR Filer Software to make electronic filings or otherwise participate in the electronic filing process. Access codes are discussed in greater detail in Section 4.7.

4.4 Software and Hardware Requirements

Electronic filings must be made using the current version of the SEDAR Filer Software licensed by the filing service contractor for use by all subscribers. A subscriber may not customize the SEDAR Filer Software or use any other software in lieu thereof to make electronic filings, except with the prior written approval of the applicable securities regulatory authorities and CDS.

A subscriber must also have the necessary hardware, software and related technical support to operate the SEDAR Filer Software and to communicate with the SEDAR server via the internet. A list of required and recommended hardware and software is provided in Appendix C. This list will be updated as additional hardware and software is tested and proven compatible with the SEDAR system. The subscriber must ensure that the necessary hardware and software is properly installed and configured and that access to technical support for the hardware and software is readily available. The filing service contractor will provide technical support for the installation and operation of the SEDAR Filer Software to any subscriber using required and/or recommended hardware and software in a technically supported environment.

The SEDAR Filer Software is designed to run on Microsoft's Windows XP Professional and Windows 2000 Professional. The CSA will monitor the extent of use of other operating systems and consider the need to enhance the SEDAR Filer Software in the future.

A subscriber may be able to operate the SEDAR Filer Software using a computer platform which does not consist of required or recommended hardware and software. In this case, however, the subscriber and any electronic filer that it represents assume the risk that the electronic filing could be unsuccessful. This may place the electronic filer in non-compliance with legal requirements and/or preclude the electronic filer from proceeding with a proposed transaction. The filing service contractor is not required to provide technical support to any subscriber using a computer platform other than one consisting of required and/or recommended hardware and software.

A subscriber that intends to use hardware or software that is not currently supported should contact the filing service contractor to determine whether the filing service contractor could support its use. The filing service contractor must obtain the approval of the CSA prior to making any commitment to support the use of alternative hardware or software. The CSA will give consideration to the testing and support of alternative hardware and software if this would reasonably be expected to benefit a significant number of subscribers.

The software products required to create or reformat documents in acceptable electronic format for making filings through SEDAR are discussed in Chapter 7.

4.5 Application to Register as a Filing Service Subscriber

In order to become a filing service subscriber, an electronic filer or filing agent must register with the filing service contractor. In order to register, an applicant must complete the Application for SEDAR Filing Services set forth as SEDAR Form 1 in Appendix O to this Manual.

The application form requests information relating to the subscriber and, if applicable, its electronic banking arrangements. The information that subscribers are required to provide in the application form includes the following:

- (a) **Number of User IDs** – A subscriber may request any number of user IDs which may be assigned by the subscriber to those individuals permitted to access the SEDAR system using the subscriber’s SEDAR Filer Software. Subscriber fees are not affected by the number of user IDs which a subscriber requests.
- (b) **SEDAR Filer Software** – The SEDAR Filer Software contains original code licensed by CDS and third parties which requires it to be distributed to subscribers under a single use license. Each subscriber registration will entitle the subscriber to receive one copy of the SEDAR Filer Software which may only be installed on a single personal computer. A subscriber may use the application form to request any number of additional copies of the SEDAR Filer Software subject to paying an additional licensing fee for each additional copy requested. Although the SEDAR Filer Software has not been designed for operation in a network environment, it is possible to run the SEDAR Filer Software on personal computers that are networked together. However, any single personal computer used to access SEDAR, that is on such a local network, will require its own license for use of the SEDAR Filer Software.
- (c) **Principal Contact and Other Contacts** – A subscriber is required to designate a Principal Contact (which may be the subscriber if the subscriber is an individual) to administer the subscriber’s SEDAR operations. The subscriber may designate a primary and an alternate Principal Contact (either being referred to in this Manual as the “Principal Contact”). The primary Principal Contact will receive and administer the SEDAR Filer Software and the related access codes, including those used to authorize banking transactions. The Principal Contact should be an individual who has authority to instruct the filing service contractor to make changes to the access codes, including banking authorities, if applicable. Any changes to access codes or banking authorities must be communicated in writing to CDS by the Principal Contact on SEDAR Form 1. A subscriber is also required to designate a “Technical Contact” and a “Financial Contact” (with alternates if desirable) to be responsible for technical and financial matters, respectively, in relation to the subscriber’s SEDAR operations.
- (d) **Electronic Banking Information** - If the subscriber intends to make electronic filings of a type that will require the subscriber to make electronic payments and no other subscriber will be making the electronic payments on behalf of that subscriber, then the subscriber must provide the filing service contractor with the name of its financial institution and any other information required on SEDAR Form 1 for purposes of electronic banking. See Chapter 5 for details of the electronic banking requirements and procedures.

- (e) **Authorized Banking Codes** – A subscriber that will be using the SEDAR system to make electronic payments of CSA filing fees, market centre filing fees (if permitted by applicable market centre filing requirements) and/or SEDAR filing service charges will have to authorize one or more of its users to confirm the electronic payment instructions each time an electronic payment is being made. The subscriber must indicate in the application form whether it will require electronic payment instructions to be confirmed by one or two authorized user IDs. The subscriber must also indicate the number of user IDs which will have banking authority, whether a limit on each user’s authority is to be applicable and, if so, the amount of the limit. It is important to note that there can only be one payment limit per subscriber such that all users with a payment limit will have the same limit. By requiring two banking authorizations to confirm any electronic banking instruction and limiting the number of user IDs having banking authority, a subscriber may maintain a significant degree of control over the electronic payment process.

The subscriber must calculate the applicable licensing and subscription fees and related taxes and must enclose with the application form a cheque, bank draft or money order payable to “CDS INC.” covering all registration and subscription fees payable at the time of initial registration as a filing service subscriber.

Alternately, the licensing and subscription fees may be paid by VISA or MasterCard, by contacting the SEDAR Operations Administrator at 416-365-3855.

If any information provided by a subscriber in SEDAR Form 1 changes (other than the name of the Principal Contact), or if the subscriber wants to obtain additional copies of the SEDAR Filer Software, or to obtain access codes for additional users, the Principal Contact must provide written instructions to CDS on SEDAR Form 1. A change of Principal Contact must be duly authorized by signing officer(s) of the subscriber in writing on SEDAR Form 1.

4.6 Filing Service Subscriber’s Agreement

Each subscriber must enter into the Filing Service Subscriber’s Agreement on SEDAR Form 2 set forth in Appendix O to this Manual. The Filing Service Subscriber’s Agreement includes provisions concerning financial electronic data interchange and electronic banking arrangements. A subscriber must duly authorize and execute the Filing Service Subscriber’s Agreement and deliver it to CDS with the Application For SEDAR Filing Services.

4.7 SEDAR Filer Access Codes

Access codes are used in the SEDAR system to control access to the SEDAR server by persons seeking to transmit electronic filings, authorize electronic payments and search for and retrieve information and documents from the SEDAR databases. No person other than an individual user authorized by a subscriber (i.e. a user who has a valid user ID and password) will be able to transmit electronic filings and issue electronic payment instructions.

After the subscriber's Application For SEDAR Filing Services has been received, the filing service contractor will assign "access codes" to the subscriber based on the system access requirements provided by the subscriber. These will consist of the following:

- (a) **Subscriber ID** – A subscriber will receive a single subscriber ID for each Application For SEDAR Filing Services submitted. The subscriber ID identifies the person or company that has entered into the Filing Service Subscriber's Agreement and that is responsible for payment of all service charges incurred by its users. A subscriber ID does not by itself permit access to the SEDAR server as access must be obtained by entering a user ID and the related password.
- (b) **User IDs** – A subscriber will receive the number of user IDs requested by the subscriber in the Application For SEDAR Filing Services. User IDs identify the individuals who are authorized to access the SEDAR server as representatives of the subscriber. These user IDs will be received and assigned by the Principal Contact of the subscriber. The subscriber is responsible for all electronic filings and other transactions undertaken by its users.
- (c) **Banking Authority** – One or more user IDs assigned to the subscriber will have authority to confirm electronic payment instructions issued in connection with electronic filings. The number of user IDs having banking authority will initially be based upon the instructions provided by the subscriber in its Application For SEDAR Filing Services. Any changes to banking authorities must be communicated in writing to CDS by the Principal Contact on SEDAR Form 1.
- (d) **Passwords** – Each user ID assigned to a subscriber will have an initial password that must be used in combination with the user ID to access the SEDAR system. Users are advised to change the initial password immediately upon gaining access to the SEDAR server for the first time. Procedures for changing a password are included in the SEDAR Filer User's Guide.
- (e) **Password Requirements** – A password must be from six to eight characters in length and may be any combination of numbers or letters in upper case or in lower case. SEDAR passwords are case-sensitive so that they need to be entered exactly as created either in upper case or in lower case. Passwords should not be obvious, trivial or predictable and should be kept confidential by the individual user. It is recommended that passwords be changed every 30 days or otherwise as required by the subscriber's internal security standards. A password should be changed immediately if a breach of security is suspected or if an individual user ceases to be a representative of the subscriber or otherwise ceases to be authorized to have access to the SEDAR system for electronic filing or electronic banking purposes.
- (f) **PIN** – Each subscriber will be assigned a single five-digit personal identification number ("PIN") by the SEDAR filing service contractor. The PIN will be provided to the primary Principal Contact, who is responsible for informing the

subscriber's individual users of the PIN, and of any changes to the PIN from time to time. If a user has lost or forgotten its password, the user may contact the Help Desk and verbally request that the user's password be reset by providing the PIN and any other information that the filing service contractor may require. If the PIN provided by the user is the current PIN of its subscriber, this implies that the subscriber authorizes the user to request the filing service contractor to reset its password in the same manner as if the subscriber had provided written instructions to do so. It is the responsibility of the Principal Contact to notify the filing service contractor in writing as soon as possible if a breach of security is suspected or if the integrity of the PIN is at risk, so that a new PIN can be assigned to that subscriber by the filing service contractor. The filing service contractor reserves the right to decline to assign a new PIN to a subscriber if the signature of the Principal Contact cannot be verified using a specimen signature maintained on file.

A subscriber wishing to make changes to the banking authority attached to its assigned user IDs (e.g. payment limit) must contact the filing service contractor. Any changes must be communicated in writing by the Principal Contact of the subscriber on SEDAR Form 1. Subscribers may transfer a user ID (e.g. reallocate a user ID from one individual to another individual) without contacting the filing service contractor.

4.8 Installation of the SEDAR Filer Software

Upon receiving the installation kit from the filing service contractor, the subscriber should proceed to install and test the SEDAR Filer Software. The installation of the SEDAR Filer Software should be carried out in the manner outlined in the SEDAR Installation Guide included in the installation kit. As part of the installation process, the subscriber will be required to establish an initial connection to the SEDAR server. The subscriber will not be able to utilize the SEDAR Filer Software until a proper connection has been made. Upon making a proper connection to the SEDAR server, the subscriber's Principal Contact should review the "User Information" screen and the "Access and Banking Authorization" screen in the "User Profile and Defaults" module. The "User Information" screen contains information concerning the subscriber and the particular user. The "Access and Banking Authorization" screen sets out the user IDs and any related banking authority requested by the subscriber as well as the information relating to the subscriber's electronic banking arrangements that was provided to the filing service contractor in the application form. If any information in the "User Information" and/or "Access and Banking Authorization" screens is incorrect, the subscriber's Principal Contact must contact the filing service contractor immediately. These matters are discussed in more detail in Section 4.9.

Once the SEDAR Filer Software is installed and an initial connection has been made, any individual assigned a user ID given to the subscriber will be able to connect to the SEDAR server as a representative of the subscriber. It is recommended that subscribers ensure that all users review this Manual and the SEDAR Filer User's Guide.

4.9 User Information Screen and Access and Banking Authorization Screen

(a) Locating the Screens

The “User Information” screen is located in the “User Profile and Defaults” module of the SEDAR Filer Software. By selecting the “Banking Authorization” feature on this screen, the “Access and Banking Authorization” screen will appear.

(b) Requirements for Maintaining and Updating Information on the Screens

The following is an outline of the procedures to be followed by the filing service contractor and the subscriber to ensure proper maintenance of all required information on the “User Information” screen and the “Access and Banking Authorization” screen.

(i) Filing Service Contractor Inputs

Upon receipt of a properly completed SEDAR Form 1 and accompanying material, CDS will complete an electronic record of the subscriber. Following installation of the SEDAR Filer Software, the following information from the electronic record of the subscriber will be displayed on the “User Information” screen:

- (A) User ID – A separate “User Information” record for each user ID requested by the subscriber.
- (B) Subscriber Information – The subscriber number, the type of subscriber (electronic filer or filing agent) and the subscriber name.

Furthermore, the following information from the electronic record of the subscriber will be displayed on the “Access and Banking Authorization” screen:

- (A) Subscriber Number.
- (B) CPA Code – The financial institution number and transit number of the branch of the financial institution where the subscriber has its EDI account.
- (C) Account Number – The number of the EDI account of the subscriber.
- (D) Duns Number – The D-U-N-S number, if any, assigned by D & B to the subscriber.

- (E) Number of Signatures – Whether electronic payment instructions must be confirmed by one or two authorized user IDs in each case.
- (F) Payment Limit – The amount of the payment limit if a payment limit on the authority of one or more user IDs carrying “banking authority” is applicable. There can be only one payment limit for a subscriber such that all users with a payment limit will have the same limit.
- (G) User ID Payment Authority and Tax Status– Each user ID assigned to the subscriber will be listed on the screen. For each user ID, the screen will indicate the scope of any banking authority assigned for that user ID (one of “payment authorization not allowed”, “authorize up to payment limit”, and “no authorization limit”), and whether the user is subject “QST” (Quebec Sales Tax), “HST” (Harmonized Sales Tax) or “Neither”. Unless changed, the user information for each user ID of a subscriber in Newfoundland, Nova Scotia and New Brunswick will automatically display the selection that the user is subject to HST. A user may change the tax status by selecting a different option and using the “Submit” feature on the User Information screen to submit the change to the SEDAR server.

(ii) Subscriber Inputs

Following installation of the SEDAR Filer Software and after making a proper connection to the SEDAR server, the subscriber’s Principal Contact should do the following:

- (A) Review the information on the “User Information” screen and advise CDS immediately in writing if any information in the “subscriber number”, “type of subscriber”, or “subscriber name” fields is incorrect. Only CDS may change the information in these fields. The subscriber can see if CDS has made any requested changes in these fields by selecting the “Refresh” feature on the screen.
- (B) Input the following information in the applicable fields on the “User Information” screen:
 - (1) the name of the user assigned the user ID displayed on the screen, the mailing address of the subscriber, including division/department, street, city, province/state, postal code/zip code and country;

- (2) whether the subscriber or the particular authorized user is subject to “QST”, “HST” or “Neither”;
- (3) phone number and fax number of the subscriber.

After these fields have been completed, the subscriber’s Principal Contact should select the “Submit” feature on the screen. The subscriber should update and verify the tax status of its authorized users from time to time.

- (C) Review the information on the “Access and Banking Authorization” screen and advise CDS immediately in writing if any information on this screen (other than the “name” of a user ID) is incorrect. Except for tax status, only CDS may change the information in these fields. The subscriber can see if CDS has made any requested changes by selecting the “Refresh” feature on the screen.

(iii) User Name

Following installation of the SEDAR Filer Software and after making a proper connection to the SEDAR server, each user who has been assigned a user ID by the Principal Contact should enter his or her name in the “name” field under the “Userid” field on the “User Information” screen. After this field has been completed, the user should select the “Submit” feature on the screen. To update the “name” of the user ID on the “Access and Banking Authorization” screen, the subscriber should select “Refresh” which will then change the user’s name to match the “name” of the user ID on the “User Information” screen.

(iv) Changes

On a going forward basis, any changes to the information in the “User Information” screen and the “Access and Banking Authorization” screen would have to be made in the manner indicated above – that is, certain fields in those screens can be changed by the subscriber’s Principal Contact or the particular user while other fields can only be changed by CDS after receiving written instructions from the subscriber’s Principal Contact on SEDAR Form 1. In the case of changes to the subscriber’s legal name, the subscriber should contact CDS for additional documentation requirements.

(c) Access to and Use of the Information Contained in the Screens

The information in the “User Information” screen will be attached to each electronic filing made by a user. Each recipient agency that receives an electronic

filing will be able to ascertain the user ID, name and telephone and fax number of the primary filer (i.e. the user that made the first electronic filing in the relevant project) as well as the mailing address of the responsible subscriber. Only the primary filer and its designated secondary filer(s), if any, will have access to the information from the “User Information” screen attached to any electronic filing retrieved from the SEDAR Filings Database. Information concerning primary and secondary filer status is set out in Section 4.13 below.

The information on the “Access and Banking Authorization” screen will serve to provide a record as to the authority of each user to issue electronic payment instructions when making an electronic filing that is required to be accompanied by the payment of CSA filing fees or SEDAR filing service charges. Details concerning required electronic banking arrangements are set out in Chapter 5 of this Manual.

4.10 Connecting to the SEDAR Server

Beginning October 31, 2005, subscribers must make all connections to the SEDAR server through the Internet using the software provided by the SEDAR operator to ensure a secure connection. The subscriber will need access to Internet service in order to connect to the SEDAR server.

4.11 Connection Problems

Noisy, low quality lines, incorrect PC settings, network problems, and server problems may all contribute to an unsuccessful communications session. Connections are not always made the first time so users should re-attempt any communication sessions that are not successful. If a subscriber is experiencing any difficulty in making or maintaining a connection to the SEDAR server, the filing service contractor should be contacted as soon as possible.

4.12 Other Services Available to Filing Service Subscribers

In addition to being able to make electronic filings as outlined, a subscriber and its users will be able to search for and retrieve electronic filings and other information from the SEDAR databases, use the E-mail services and access the personalized workspace facilities available on the SEDAR system.

(a) SEDAR Database Access

All of a subscriber’s authorized users have access to both the SEDAR Filer Profiles Database and the SEDAR Filings Database maintained by the filing service contractor. SEDAR database search and retrieval charges are set forth in Appendix E. Additional information concerning access to and use of the SEDAR databases is set forth in Sections 6.5 and 8.8 of this Manual and in the SEDAR Filer User’s Guide.

(b) E-Mail Communications

The purpose of E-mail in the SEDAR system is to provide all SEDAR users a means for informal communication that is separate from the process of electronic filing or formal correspondence. E-mail is a part of the “Mail Functions” module and it allows each user to send and receive E-mail messages. The user ID of a user that is an authorized representative of a filing service subscriber or a recipient agency is used as the E-mail ID to identify the destination of the electronic message. The format of the messages is ASCII text and the maximum size of each file can be 32 kilobytes.

Electronic mail charges for use of this service are set forth in Appendix D, and will be billed to the subscriber by CDS.

For purposes of sending document files between filing service subscribers (e.g. an issuer’s auditor sending financial statements to the issuer’s counsel), it is recommended that the personalized user workspace be used (as described in Section 4.12(c) below). Electronic files cannot be attached to E-mail.

Limitations on the use of SEDAR E-mail services when communicating with the securities regulatory authorities are set forth in Chapter 10 to this Manual.

(c) Personalized User Workspace - Send Files and Receive Files

Each user ID will be assigned a “personalized” user workspace on the SEDAR server which may be used to store documents for future filings and to receive documents from, and send documents to, other subscribers for future filings. This is done by using the “Send Files” function and the “Receive Files” function in the “Mail Functions” module. A user workspace is a small section of the SEDAR server hard drive which has been partitioned for exclusive use by an individual user. This workspace is completely confidential as the only person able to access or retrieve documents stored in the workspace is the user. Each user workspace will permit storage of files containing a total of 5 megabytes free of charge. Additional usage of user workspace capacity as of 11:00 p.m. (EST) each day will be charged to the subscriber by the filing service contractor at the rate indicated in Appendix D. Each user should check its workspace for files daily.

A user workspace may be utilized as follows:

(i) Storage of Documents for Future Filing

A user will be able to transmit and store documents for electronic filing at a future date. This will help reduce the transmission time when the filing is actually made as the document will already reside on the SEDAR server and will only need to be relocated to the proper recipients once the filing is made. This decrease in transmission time is realized with both dial-up and

leased line access. For filings which involve assembly and transmission of a large number of documents, the use of the workspace will significantly decrease transmission time as many documents can be uploaded to the user's workspace on the SEDAR server in advance of the actual filing time.

(ii) Receipt of Third Party Documents

A user will be able to receive documents transmitted to the user's workspace by other filing service subscribers. These third party documents may be downloaded for review and, where necessary, converted to an acceptable electronic format for subsequent filing. Third party documents which are already in acceptable electronic format may be included in a future electronic filing as "attached documents". See Section 8.3(m) of this Manual.

A user may send a document to its own personalized workspace or to the personalized workspace of another user by using the "Send Files" function in the "Mail Functions" module.

A recipient of a document file from another user may use the "Receive Files" feature of the "Mail Functions" module to download the file from the SEDAR server to the recipient's personal computer for viewing prior to making a filing. After viewing the document, the recipient may modify it and may also use the "Send Files" function to transmit the document back to its own user workspace on the SEDAR server for storage for a future filing.

User fees may apply to the user of this module. For further information refer to Appendix D of this manual.

4.13 Special Access Privileges for Secondary Filers

The SEDAR Filer Software allows filing service subscribers making electronic filings to grant access privileges to other filing service subscribers (known as "secondary filers") having an interest in viewing, retrieving or submitting documents and information relating to any particular electronic filing. This feature allows subscribers greater flexibility in managing electronic filings because the subscriber initiating the electronic filing may permit other subscribers to view and retrieve the filing material and the status information as well as to submit filing material and/or pay fees electronically in appropriate circumstances. Special access privileges for secondary filers are discussed in greater detail in Section 8.3(g).

4.14 Virus Detection

The "Filing Management" module and the "Send Files" function in the "Mail Functions" module of the SEDAR Filer Software are not supported by anti-virus software. Users are

responsible for acquiring and installing their own anti-virus software and for acquiring updates signatures for their anti-virus software from time to time, as may be recommended by the anti-virus software supplier or as appropriate based on the particular uses made of the SEDAR Filer Software. It is strongly recommended that users of the “Send Files” function in the “Mail Functions” module of the SEDAR Filer Software who transmit document file formats that may include embedded objects (such as non-PDF files) acquire, install and maintain appropriate anti-virus software.

5 ELECTRONIC PAYMENT OF CSA AND MARKET CENTRE FILING FEES AND SEDAR FILING SERVICE CHARGES

5.1 Overview

The National Instrument provides that any filing fees payable to the securities regulatory authorities for the filing of a document in electronic format (“CSA filing fees”) must be paid by an electronic payment authorized at the time the electronic filing is made. The National Instrument further provides that the filing service subscriber making the electronic filing must make the electronic payment of any applicable CSA filing fees for the filing by transmitting instructions through SEDAR for the purpose of effecting an electronic funds transfer from the filing service subscriber to the applicable securities regulatory authorities in the manner set out in this Manual.

Certain market centre filing requirements provide that electronic filers subject to such requirements are permitted (but not required) to pay certain filing fees payable to the applicable market centres (“market centre filing fees”) electronically using the SEDAR system.

As outlined in Chapter 4, if any SEDAR filing service charges are payable in respect of a particular filing, these must also be paid electronically at the same time.

The SEDAR system facilitates the payment of CSA filing fees, market centre filing fees (if permitted by applicable market centre filing requirements) and SEDAR filing service charges by permitting a subscriber to maintain an EDI banking account and issue electronic payment instructions at the time that an electronic filing is transmitted. The electronic payment instructions must be created on screen and transmitted to the SEDAR server using the SEDAR Filer Software. The instructions are then processed by the SEDAR system and transmitted to the subscriber’s EDI-compliant Canadian financial institution instructing it to electronically transfer funds to the financial institutions designated to receive payments for the accounts of the securities regulatory authorities, the market centres and CDS, as applicable. This allows processing of electronic payments to proceed contemporaneously with the processing of the related electronic filing.

The electronic payment procedures used by the SEDAR system are based on a protocol known as *electronic data interchange* or EDI. Under this protocol, the electronic instructions are given to the financial institutions in accordance with recognized national data standards.

5.2 Required EDI Banking Arrangements

Each filing service subscriber that intends to make electronic filings of a type which will require it to make electronic payments using the SEDAR system and that does not intend to have another subscriber make those electronic payments on its behalf must establish an EDI banking account with a financial institution in Canada that offers financial EDI services and that is recognized by CDS as being EDI-capable. The account may be an existing general account with EDI privileges or a new SEDAR-dedicated EDI account. The EDI banking account may be used to make EDI payments to pre-authorized recipients only, namely, the securities regulatory authorities (or the local governmental authorities responsible for their financial affairs), the market centres and

CDS. The EDI banking information for the securities regulatory authorities (or the local governmental authorities responsible for their financial affairs) is set forth in Appendix P. The EDI banking information for the market centres is also set forth in Appendix P. The financial institution number, transit number and EDI banking account number for CDS are 0001, 00022 and 1270317, respectively. The subscriber must notify its financial institution of the EDI banking information for the applicable recipients. If any of the recipient agencies or CDS wishes to change any EDI banking information provided to subscribers in this Manual, it will endeavour to provide subscribers with at least 60 days' prior notice of the change.

At the time of registration as a filing service subscriber, a subscriber that intends to make electronic payments using the SEDAR system must provide CDS with the following EDI banking information on SEDAR Form 1:

- (a) the financial institution to be used for EDI payments;
- (b) the number of electronic signatures (one or two) required to authorize each EDI payment to be made through SEDAR on behalf of the subscriber (see Section 5.3(b) below);
- (c) a payment authorization limit, if desired;
- (d) the number of individual users who will be entitled to authorize EDI payments on behalf of the subscriber, including the number of individual users who will be entitled to authorize payments up to the payment authorization limit and the number of individual users who will be entitled to authorize EDI payments without being subject to the payment authorization limit, as applicable; and
- (e) whether the subscriber will be filing from the province of Quebec (and subject to Quebec Sales Tax or QST) or from the province of New Brunswick, Newfoundland, or Nova Scotia (and subject to Harmonized Sales Tax or HST). This information establishes the default tax status for each user of the subscriber, but each user will nevertheless be able to change its tax status if such user is subject to a different provincial tax regime.

The EDI banking information provided by the subscriber is entered in the SEDAR system by CDS once CDS has received the account details from the subscriber's financial institution. This information is made available to the subscriber on the "Access and Banking Authorization" screen in the "User Profile and Defaults" module of the SEDAR Filer Software. The subscriber is responsible for verifying that CDS has correctly entered the subscriber's EDI banking information.

5.3 The Electronic Payment Process

The electronic payment process operates each time a subscriber makes an electronic filing which involves payment of a CSA filing fee, a market centre filing fee (if permitted by applicable market centre filing requirements) or a SEDAR filing service charge. In the case of electronic

filings which involve multiple submissions within the same project (e.g. a prospectus filing), any applicable SEDAR filing service charges and related taxes payable to the filing service contractor will be calculated automatically by the SEDAR Filer Software and must be paid electronically contemporaneously with the filing of the first submission in the project.

(a) Calculating CSA Filing Fees, Market Centre Filing Fees and SEDAR Filing Service Charges

The process of calculating CSA filing fees, market centre filing fees and SEDAR filing service charges can be summarized as follows:

- (i) In the course of preparing a cover page for an electronic filing which involves the payment of CSA filing fees, a user should select the “Fees” feature to bring up the “Add/Modify Fees” screen. The user is then required to specify the amount of fees, if any, that are required to be paid to each securities regulatory authority that is an intended recipient of the electronic filing. The SEDAR Filer Software provides the user with an on-screen schedule describing the types of filing fees which may be payable in the applicable jurisdiction. The procedure is generally the same for market centre filing fees with text directing the user to a schedule on the market centre’s web site describing the market centre filing fees and fee notes for the intended recipient market centre. The user must specify the fee and then any applicable taxes are calculated automatically. The process of completing a cover page and the “Add/Modify Fees” screen is described in greater detail in Chapter 8.
- (ii) The SEDAR Filer Software calculates and displays the amount of SEDAR filing service charges, if any, that are payable to CDS in connection with the electronic filing.
- (iii) All applicable taxes are also calculated and added to the amounts specified or calculated under (i) and (ii) above and are listed in the “Charge Summary” screen described in (v) below.
- (iv) Before the filing is transmitted, the SEDAR Filer Software displays a “Summary of Filing Fees” screen indicating the total amount of CSA filing fees, market centre filing fees and SEDAR filing service charges, including applicable taxes, for the filing and the project as described in greater detail below. The subscriber should verify this total amount for the filing and ensure that this total amount is available in its EDI banking account.

The “Summary of Filing Fees” screen is a read-only screen which breaks down the fees and charges for a project into three components:

- (A) “Total Project Fees (to date)” – i.e. the total of all CSA filing fees, market centre filing fees and SEDAR filing service charges for the project, including applicable taxes.
- (B) “SEDAR (CDS INC.) Fees (to date)” – i.e. the total of all SEDAR filing service charges for the project, including applicable taxes.
- (C) “Agency Fees (to date)” – i.e. the total of all CSA filing fees and market centre filing fees for the project, including applicable taxes.

Each of these components is further broken down into the following categories: “WIP” (work in progress), which represents fees and/or charges and/or applicable taxes which have been entered but not yet confirmed by instructions submitted to the SEDAR server (note: WIP does not appear for SEDAR (CDS INC.) fees); “Submitted”, which represents the total of all fees and/or charges and/or applicable taxes submitted to the SEDAR server for the project; “Paid”, which represents the fees and/or charges and/or applicable taxes which have been confirmed as being paid by the financial institution of the primary filer or the secondary filer, as applicable; and “Rejected”, which represents the fees and/or charges and/or applicable taxes which have been rejected by the financial institution due to insufficient funds or for other reasons.

To make changes to the information in the WIP category on the “Summary of Filing Fees” screen, the user would select the “Add/Modify” feature and return to the “Add/Modify Fees” screen and make the desired changes.

- (v) Once the electronic filing has been properly assembled, the user must proceed to establish a connection with the SEDAR server for the purpose of making the filing. This is done by using the “Submit” feature. After the “Submit” feature has been selected, the “Charge Summary” screen will appear. This screen will display the CSA filing fees entered for each securities regulatory authority which was selected as a recipient for the filing, any market centre filing fees entered for a market centre which was selected as a recipient for the filing, applicable taxes calculated on the market centre filing fees, the SEDAR filing service charges, if applicable, together with the total agency fees payable. The “Charge Summary” screen will also include a single optional “Matter #” field in which a user may record up to 20 characters to identify a client, customer or other reference internal to the user. If the primary filer did not complete the “Matter #” field, a secondary filer may do so. Once a matter number has been submitted to the SEDAR server for a project, it cannot be changed in subsequent submissions in that project.

If the information on the “Charge Summary” screen is incorrect, the user would select the “Cancel” feature and return to the cover page for the filing on the “Filing Management” screen and select the “Fees” feature to make changes to the fees listed on the “Add/Modify Fees” screen.

If the information on the “Charge Summary” screen is correct, the user would then select the “Authorize” feature on the “Charge Summary” screen and the “Payment Authorization” screen will appear, at which time the user would proceed to authorize payment as described in Section 5.3(b) below.

(b) Payment Authorization by Subscriber

If the electronic filing is one which is required to be accompanied by payment of CSA filing fees, market centre filing fees, taxes, or SEDAR filing service charges, the user is prompted by the “Payment Authorization” screen to provide confirmation of the issuance of electronic payment instructions. Confirmation is provided by having either one or two authorized users, as required, enter their user IDs and passwords when prompted to do so.

Subscribers can set up authorization procedures in order to further their internal controls as follows:

- (i) Subscribers can determine whether one or two users will be required to confirm all electronic payment instructions.
- (ii) Subscribers can set a payment limit that will apply to one or more of the users who have been given authority to confirm electronic payment instructions. However, there can only be one payment limit for a subscriber such that all users with a payment limit will have the same limit.

A secondary filer that is granted the “submit” access privilege in respect of a particular project may submit electronic payment instructions and make electronic payments in respect of that project. In such circumstances, the authorization procedures that apply in respect of the electronic payments in question are those applicable to a secondary filer. If the secondary filer is not a user that is authorized by its subscriber to make electronic payments, the secondary filer will have to comply with the authorization procedures established by its subscriber. This may require either one or two other authorized users of the same subscriber to enter their user IDs and passwords in order to authorize an electronic payment.

If an electronic filing which is required to be accompanied by payment of SEDAR filing service charges is not made or is not accompanied by the correct amount, the filing service contractor may add the charges that were required to be paid electronically to the invoice of the subscriber who made the filing, whether or not

the subscriber who made the filing was acting on its own behalf or as a filing agent on behalf of the electronic filer. If a subscriber has an explanation for not paying all or any part of the SEDAR filing service charge, it is the subscriber's responsibility to notify CDS in writing, to the attention of the customer support representative, as soon as possible. The notice must include a reference to the type of filing, project number, issuer name, the amount and the reason why the charge or part of the charge is not owed on the current month's invoice. If, after inquiry, CDS is satisfied that the charge or part of the charge is not owed, then that amount will be credited to the subscriber's subsequent monthly invoice to reverse the charge.

(c) Payment Instructions Processed by SEDAR

Payment instructions are processed by SEDAR as follows:

- (i) The transmission of an electronic filing involving payment of CSA filing fees, market centre filing fees, including applicable taxes, or SEDAR service charges commences once the appropriate user ID(s) and password(s) has/have been entered and validated by the SEDAR server. The "SEDAR File Transfer" screen will appear indicating that the filing is being transmitted to the SEDAR server. Once transmission of the filing to the SEDAR server is complete the SEDAR server records a date and time entry which can be viewed on the "Filing Management" screen by the primary filer and any secondary filer with an access privilege. The filing is then available to be downloaded by the applicable recipient agencies.
- (ii) The electronic payment instructions received by the SEDAR server are security coded and transmitted to the Canadian financial institution designated by the submitting subscriber (either the primary filer or a secondary filer). Once sent to the financial institution, the payment instructions become irrevocable if the transmission of the electronic filing is completed.
- (iii) The payment instructions and transmission details are saved on the SEDAR server so that they may be used later for verification purposes.
- (iv) If the electronic filing is downloaded by a recipient agency, the recipient agency will be able to review the documents; however, fee payment information may be reviewed by a recipient agency without having to download the electronic filing. If the recipient agency detects a problem with the filed documents or fee payment information, it may communicate with the contact indicated for the first submission in the project or the contact indicated for the affected submission (if different) so that the problem can be rectified. If the electronic filing is submitted by a secondary filer and a problem is detected with the documents or fee payment information, the recipient agency will generally communicate with the primary filer rather than the secondary filer.

(d) Financial Institution Processing of Electronic Payments

Electronic payments are processed by the financial institution as follows:

- (i) Upon receipt of the subscriber's electronic payment instruction, the subscriber's financial institution debits the subscriber's account and transmits payment to the financial institutions with which the applicable recipient agencies and/or CDS maintain their EDI banking accounts. The financial institutions to which subscriber payments are to be transmitted and the EDI banking accounts to which subscriber payments are to be credited, are set forth, in respect of the applicable securities regulatory authorities, in Appendix P under "EDI Banking Information", and in respect of the participating market centres, in the applicable market centre filing requirements.
- (ii) In the case of payment instructions received during business hours, a financial institution generally processes the payment instructions within two hours of receipt. In general, payment instructions are only honoured if the daily credit limit in the designated EDI banking account has not been reached.
- (iii) Payment instructions received outside of business hours or after any relevant cut-off time or during business hours may not be processed and confirmed by the subscriber's financial institution until the following business day. In such event, the payment will be counted towards the following business day's "daily credit limit" set for the EDI banking account. However, in accordance with existing practice, a securities regulatory authority will generally review and act upon an electronic filing whether or not receipt of payment has been confirmed by its financial institution provided that the required electronic payment has been authorized by the subscriber.
- (iv) It should be noted that subscribers are responsible for all service charges payable to their financial institutions in connection with SEDAR electronic banking activities, including service charges relating to the processing of electronic payment instructions.

(e) Payment Status

Subscribers and recipient agencies are responsible for monitoring the status of electronic payments on screen by connecting to the SEDAR server and viewing the "Payment Status Details" screen which will indicate the date and time the electronic payment instruction was sent by the SEDAR server to the subscriber's EDI financial institution and the date and time of payment acceptance or rejection by the subscriber's EDI financial institution. The screen will also display the

“Matter #” field which, if previously completed by a user in the “Charge Summary” screen, displays characters identifying a client, customer or other reference internal to the user. The “Payment Status Details” screen is only accessible by the primary filer on the project, any secondary filer granted an access privilege on that project and any recipient agency that is designated as such.

In the event that an electronic payment is rejected by the subscriber’s EDI financial institution, a three digit error code will explain the cause, i.e. insufficient funds or incorrect recipient account. The subscriber is responsible for taking any required corrective action. In the event of underpayment or overpayment, the recipient agencies may contact the subscriber directly. If the underpayment or overpayment relates to an electronic payment made by a secondary filer, the recipient agencies may not be able to identify that a secondary filer rather than a primary filer submitted the electronic payment. In this event, the recipient agencies may contact the primary filer rather than the secondary filer and may issue a refund to, or require additional payment from, the primary filer rather than the secondary filer. For further details concerning requests for refunds, see Section 8.3(g) below.

(f) Multiple Filings

As noted in Section 8.3(o) below, a group of electronic filings can be transmitted together to the SEDAR server as a multiple filing. In the case of a multiple filing, there will be a series of separate payment confirmations required, one for each filing. For example, for a multiple filing consisting of three filings that are to be transmitted to the SEDAR server, a separate “Charge Summary” screen and “Payment Authorization” screen will appear consecutively for each filing.

(g) Refunds

A request for a refund of an overpayment or duplicate payment made electronically to a recipient agency must be submitted in writing in paper format to the recipient agency. In general, refunds will be issued by the recipient agency to the responsible primary filer. All requests for refunds must provide the following information: electronic filer’s name; subscriber name; project number (for both the accepted and rejected filing, if applicable); payment number (for both the accepted and rejected filing, if applicable); and electronic filer’s profile number. Any refunds made by the recipient agencies will be issued by cheque sent by first-class mail to the applicable filer. However, the market centre filing requirements may provide other methods for processing refunds.

Similarly, a request for a refund of an overpayment or duplicate payment made electronically to the SEDAR filing service contractor must be submitted in writing on a “Request for Refund of Electronic Filing Fees Paid to CDS INC.” form, accompanied with a cover letter on subscriber’s letterhead, to the SEDAR

filing service contractor by delivery at 85 Richmond St. W, Toronto, Ontario M5H 2C9 Attention: SEDAR, or by telecopy to (416) 365-9194. Request for Refund forms are available by contacting CDS at 1-800-219-5381. Approved refunds will be first applied to offset fees and charges owing by the subscriber whether on its own behalf or on behalf of any other person or reporting issuer(s). Refunds, or the remaining amount of the refund, will be issued by the SEDAR filing service contractor by cheque sent by first-class mail to the subscriber.

6 FILER PROFILES

6.1 Overview of Filing Requirement

A filer profile is a discrete set of information concerning the electronic filer that is required to be filed with the applicable securities regulatory authorities in electronic format under the National Instrument. The filer profile must be filed by or on behalf of an issuer or third party filer that is required or proposing to become an electronic filer, prior to its first electronic filing.

Before filing any document in electronic format using SEDAR, an electronic filer (or a filing agent acting on its behalf) must create and file a filer profile using the SEDAR Filer Software. If a filer profile for the electronic filer has been filed previously using the SEDAR system, then that electronic filer must ensure that its existing filer profile is correct in all material respects. An electronic filer must file an amended filer profile using the SEDAR system within 10 days following any change in the information contained in the filer profile.

6.2 Payment of Annual Filing Service Charge

As outlined in Chapter 4, an annual SEDAR filing service charge is payable to the SEDAR filing service contractor by or on behalf of all electronic filers that are reporting issuers. The amount payable in relation to any particular reporting issuer depends on the nature of the reporting issuer and its filing requirements, as set out in Appendix D. This annual charge is intended to cover the costs associated with the filing of all regular continuous disclosure documents other than AIF filings.

The annual filing service charge is to be paid by or on behalf of each electronic filer that is a reporting issuer (i) at the time of the filing of its initial filer profile or following the filing of its initial filer profile, upon receipt of an invoice issued by the SEDAR filing service contractor and; (ii) in each subsequent calendar year, by electronic payment when the electronic filer's "Annual Financial Statements" are filed with one or more securities regulatory authorities. The annual filing service charge invoiced in respect of the first calendar year after filing an initial filer profile is for the pro rated amount covering the month following the month in which that electronic filer filed its initial filer profile through the remainder of that calendar year.

An electronic filer that is not a reporting issuer (i.e., that has filed the "Other Filer Profile" type) does not file all of the continuous disclosure documents filed by reporting issuers and, therefore, is not subject to the annual filing service charge, even if that electronic filer files "Annual Financial Statements" at the request of a securities regulatory authority.

6.3 Creation of Filer Profiles

Filer profiles must be created by entering prescribed information in fields presented on a screen in the SEDAR Filer Software. The information entered in the electronic fields is then transmitted by or on behalf of the electronic filer to the SEDAR server where it is processed and stored in the SEDAR Filer Profiles Database for access by filers, securities regulatory authorities, market centres and the public. The information contained in a filer profile is subsequently used to facilitate the recording of other electronic filings made by or on behalf of the electronic filer.

This component of the system helps ensure that electronic filings contained in the SEDAR Filings Database are correctly recorded as filings of a particular electronic filer. In addition, these profiles are used by the System for Electronic Disclosure by Insiders (SEDI®) to populate issuer profile supplements.

In general, when a filer profile is created and submitted initially, it will not be made available to the public until such a time as a document filed electronically by or on behalf of the electronic filer is made accessible to the public by a recipient agency. However, an electronic filer (or a filing agent acting on its behalf) may request that an electronic filer's filer profile be made available to the public immediately by providing notice in writing to CDS in its capacity as SEDAR filing service contractor. The notice of request must include a reference to the subject filer profile number, be signed by an authorized signing officer of the electronic filer and may either be delivered to CDS at 85 Richmond Street West, Toronto, Ontario M5H 2C9 Attention: SEDAR Operations Administrator, or sent by telecopy to (416) 365-9194 to the attention of the SEDAR Operations Administrator. In the case of a filing agent making the request, the filing agent must state in the notice that it has been authorized by the electronic filer to make the request. By requesting immediate public accessibility for a filer profile, an electronic filer can eliminate the need for an electronic filer to ensure that the subscriber filing the filer profile also files the first electronic filing (i.e. the first electronic filing can become an independent event). This may also prevent a duplicate filer profile from being created because the original filer profile cannot be accessed by another subscriber.

Some electronic fields in the filer profile screens are mandatory fields and other fields are optional. When completing the filer profile, the electronic filer must disclose both its English name and its French name, if applicable. The two fields provided for this purpose are mandatory fields in the SEDAR Filer Software and must be completed to be able to submit the filer profile to the SEDAR server. If an electronic filer does not have separate English and French names, the filer should put the same name (English or French) in the two fields. The name fields must be completed on a case sensitive basis (i.e., do not use capital letters unless they are actually part of the electronic filer's name(s)).

(a) Filer Profile Types

There are four filer profile types, each of which is required to be completed by a different category of filer. The information that is required to be entered in the various filer profile types is listed in Appendices F, G, H and I to this Manual and is reproduced on four separate screens in the SEDAR Filer Software. The four filer profile types are as follows:

- (i) Investment Fund Group Profile** – An Investment Fund Group Profile must be completed and filed for each mutual fund group. The Investment Fund Group Profile is an abbreviated filer profile type containing information on the mutual fund group rather than each fund in the group.

A mutual fund group is a group of one or more mutual funds that have a common manager, whose affairs are conducted in a similar manner and

that file one simplified prospectus and an annual information form under NI 81-101 or that otherwise file one prospectus. Therefore, any particular Investment Fund Group Profile should only reference those mutual funds that distribute their securities together under a single prospectus. Those mutual funds that have a common manager or distributor but distribute their securities under a separate prospectus should form a separate mutual fund group for the purposes of SEDAR. The English and/or French names used in an Investment Fund Group Profile should identify the mutual fund group as clearly and distinctly as possible (i.e., a distinct name should be selected for each mutual fund group within a larger family of mutual funds).

A single mutual fund that is a reporting issuer, or that is proposing to make an electronic filing that will result in the mutual fund becoming a reporting issuer, must complete an Investment Fund Group Profile even if it is not one of a group of mutual funds that meet the foregoing criteria. In these cases, the English and/or French names used for the Investment Fund Group Profile should be the name of the single mutual fund.

The information required to be presented in an Investment Fund Group Profile is set out in Appendix F to this Manual.

- (ii) **Investment Fund Issuer Profile** – An Investment Fund Issuer Profile must be completed and filed by each mutual fund that is a reporting issuer or that is proposing to make an electronic filing that will result in the mutual fund becoming a reporting issuer. This requirement is in addition to the requirement to file an Investment Fund Group Profile before filing a document in electronic format, as outlined above. The name used on the Investment Fund Issuer Profile must be the full legal name of the reporting issuer. In the case of segregated funds, an Investment Fund Issuer Profile must be filed for each separate mutual fund that is a reporting issuer.

Each section, part, class or series of a class of securities of a mutual fund that is referable to a separate portfolio of assets is generally required to be treated as a separate mutual fund and, therefore, a separate reporting issuer. Therefore, a separate Investment Fund Issuer Profile will generally be required for each such section, part, class or series.

The information required to be presented in an Investment Fund Issuer Profile is set out in Appendix G to this Manual.

As noted previously, a mutual fund that files documents as a single issuer or that files a prospectus qualifying only the distribution of its own securities must complete both an Investment Fund Group Profile and an Investment Fund Issuer Profile even though it is not part of a group of mutual funds filing a common prospectus.

- (iii) **Other Issuer Profile** – This type of filer profile must be completed and filed by a non-mutual fund that is a reporting issuer or that is proposing to make an electronic filing that will result in the issuer becoming a reporting issuer.

The information required to be presented in an Other Issuer Profile is set out in Appendix H.

- (iv) **Other Filer Profile** – This type of filer profile must be used by any electronic filer not included in the previous categories, such as any non-reporting issuer (this does not include an issuer who is proposing to make an electronic filing that will result in the issuer becoming a reporting issuer), whether a mutual fund or otherwise, and any third party filer that is not a reporting issuer.

Section 6.4 describes the procedure to be followed when a non-reporting issuer that has previously filed an Other Filer Profile, proposes to make an electronic filing that will result in the issuer becoming a reporting issuer. The information to be disclosed in an Other Filer Profile is much more abbreviated than the filer profiles required for reporting issuers and is designed to provide basic information which will facilitate the recording of electronic filings by these electronic filers and enable the securities regulatory authorities to contact these electronic filers, if necessary.

The information required to be presented in an Other Filer Profile is set out in Appendix I.

(b) Electronic Filer's Profile Number

Each electronic filer that files a filer profile is assigned a profile number by SEDAR. This is a number that uniquely identifies each electronic filer so that filings made by or on behalf of the electronic filer may be tracked by the recipient agencies and, in the case of public filings, users of the SEDAR databases. A temporary profile number (TMP#####) is assigned by the SEDAR Filer Software whenever a new filer profile is being created. Once the new filer profile has been transmitted to the SEDAR server, a unique permanent eight digit profile number is assigned to the electronic filer.

6.4 Amending a Filer Profile

(a) General

The National Instrument requires an electronic filer to file an amended filer profile in electronic format within 10 days following any change in the information contained in its filer profile. The electronic filer's obligation to

amend its filer profile arises whenever there has been a change in the information contained in its filer profile.

(b) Process of Amending a Filer Profile

To update a filer profile that has been filed previously, the SEDAR Filer Software has a search function that allows a user to find and download existing filer profiles and add them to the “Profile Management” screen in order to amend them (see Section 6.5 below). The “Profile Management” screen in the “Profile Management” module in the SEDAR Filer Software lists the filer profiles that have been downloaded from the server and added to the user’s database of filer profiles.

To update a filer profile that appears on the “Profile Management” screen, a user should select the profile to be updated and then select “Update” (if the user selects “Open”, the user will be able to read the information but will not have the ability to update it). The user should then make the required changes to the filer profile and select “Save” to store the updated filer profile on the user’s computer for submission at a later time, or if the change is to take effect immediately, the user should select “Submit” to transmit the amended filer profile to the SEDAR server.

After an amended filer profile is prepared and filed by or on behalf of an electronic filer, it is automatically archived in the SEDAR system with the profile number assigned to the electronic filer upon filing its filer profile originally.

(c) Requirement to Create a New Filer Profile

If two or more electronic filers have merged or one or more electronic filers have been wound up into another, a new filer profile may have to be created for the merged or resulting entity, in which case a new profile number is assigned for that entity (see Section 6.4(d)(iii)). As well, if an electronic filer divests or spins off a division and the division becomes a reporting issuer, the original entity retains its same profile number and the new entity must create a new filer profile, in which case a new profile number is assigned to that entity. In these cases, the “Previous Issuer Information” field on the new filer profile must be completed with the details of the previous profile number(s) and name(s). In addition, the filer profile of any predecessor entity must be amended by changing the “Jurisdictions where Reporting Issuer” field to “Ceased Reporting” (see Section 6.4(d)(i)).

In general, a change in a filer’s name, in circumstances other than those of the type discussed above, will require a filer profile to be amended, i.e. it will not ordinarily result in the obligation to create a new filer profile or the assignment of a new profile number.

An electronic filer must amend its filer profile or, if required, file a new filer profile within 10 days following any change in the information contained in the filer profile.

(d) Special Requirements for Certain Changes in Filer Profile Information

(i) Ceasing to be a Reporting Issuer

If an electronic filer ceases to be a reporting issuer, it must amend the “Jurisdictions where Reporting Issuer” field on its filer profile to select “Ceased Reporting”. This selection indicates that the issuer is no longer making electronic filings. Once the amended filer profile is submitted to the SEDAR server, all other information in the filer profile (including the stock symbol) is “locked” and the filer profile cannot be further amended or used to submit new filings (unless the “Jurisdictions where Reporting Issuer” field is amended further).

If an electronic filer that has ceased to be a reporting issuer is required to make any electronic filings as a non-reporting issuer, the electronic filer must create and file a new filer profile as a non-reporting issuer (i.e. an Other Filer Profile), resulting in the assignment of a new profile number. In this event, the issuer’s previous profile number should be disclosed in the new filer profile when it is created. For this purpose, the screen for the Other Filer Profile has a “Previous Issuer Information” field where a filer should add the previous profile number by selecting it from a list of profiles that have been downloaded to the filer’s database. However, before doing so, the filer must refresh the filer’s local profiles database to ensure that the latest version of the filer profile on the SEDAR server is downloaded to the filer’s local profiles database. If the “Previous Issuer Information” field in the new filer profile has been correctly completed, a person accessing the SEDAR Filer Profiles Database will be able to determine that the filer had previously been a reporting issuer and retrieve the last filer profile filed by that reporting issuer. (Note: The former reporting issuer’s Other Issuer Profile will remain in the SEDAR Filer Profiles Database for search and retrieval purposes.)

(ii) Becoming a Reporting Issuer After Having Filed an Other Filer Profile

If an issuer that has previously filed an Other Filer Profile proposes to make an electronic filing that will result in the issuer becoming a reporting issuer, the electronic filer must file a new filer profile as a reporting issuer (i.e. an Other Issuer Profile) prior to making the proposed electronic filing. In this event, the previous profile number must be disclosed in the new filer profile. The screen for the new filer profile has a “Previous Issuer Information” field where a filer must add the previous profile number by

selecting it from a list of profiles that have been downloaded to the filer's database. However, before doing so, the filer must refresh the filer's local profiles database to ensure that the latest version of the filer profile on the SEDAR server is downloaded to the filer's local profiles database. If the "Previous Issuer Information" field in the new filer profile has been correctly completed, a user of the SEDAR Filer Profiles Database will be able to retrieve the last Other Filer Profile filed by the issuer. (Note: The Other Filer Profile will remain in the SEDAR Filer Profiles Database for search and retrieval purposes.)

(iii) Amalgamation or Wind-Up

If two or more reporting issuers amalgamate or merge into a new legal entity a new filer profile must be created. If one or more reporting issuers are being wound up or merged into another, the continuing entity will continue to use the existing profile. Whether an existing filer profile continues to be used or a new filer profile is required, the previous profile numbers (i.e. those that have "ceased reporting") must be disclosed, as applicable. The screen for the adopted or new filer profile has a "Previous Issuer Information" field where a filer must add the previous profile numbers by selecting them from a list of profiles that have been downloaded to the filer's database. However, before doing so, the filer must refresh the filer's local profiles database to ensure that the latest version of the filer profile on the SEDAR server is downloaded to the filer's local profiles database. If the "Previous Issuer Information" field in the adopted or new filer profile has been correctly completed, a user of the SEDAR Filer Profiles Database will be able to retrieve the filer profiles of the predecessor entities involved in the amalgamation, merger or wind-up. (Note: The existing filer profiles of the predecessor entities will remain in the SEDAR Filer Profiles Database for search and retrieval purposes.)

In the case of a merger of two or more mutual fund groups (including circumstances where mutual fund issuers previously offering their securities under separate prospectuses are to be qualified using a common prospectus), the merged or resulting mutual fund group must file a new Investment Fund Group Profile. A new profile number will be assigned for the merged or resulting group. The filer must refresh the filer's local profiles database to ensure that the latest version of this new profile on the SEDAR server is downloaded to the filer's local profiles database. Then, the group number field in the Investment Fund Issuer Profile of each mutual fund issuer in the merged group must be amended to indicate the new group in which the mutual fund issuer belongs by selecting that new profile number from the pull-down menu under the group number field.

(iv) Divestiture or Spin-Off

If an electronic filer divests or spins off a division and the division becomes a reporting issuer, the new reporting issuer must file a new filer profile (an Other Issuer Profile or Investment Fund Issuer Profile) and complete the “Previous Issuer Information” field on the new filer profile. A new profile number will be assigned to the new reporting issuer. However, the original electronic filer will retain the original profile number.

(v) Change of Name

If an electronic filer changes its name (including adopting a French or English version of its name), or wishes to correct an error in its name on its existing filer profile (including the correction of a spelling or typographical error), it must amend its filer profile to reflect the change or correction, as applicable, and also notify the applicable recipient agencies, as appropriate. A change of name will not result in an obligation to create a new filer profile or the assignment of a new profile number unless the change of name results from an amalgamation or winding up, which are discussed in Section 6.4(d)(iii), above.

If a change of name occurs after the first submission in a project has been made, but before the final submission, the filer profile associated with subsequent submissions in that project will continue to be the one associated with the first submission in the project, even though an amended filer profile was filed.

(e) Security Concerns

Certain checks and balances exist to ensure that unauthorized changes are not made to filer profiles. In particular, any changes made to a filer profile by a subscriber can be tracked by CDS as a filing service contractor. An electronic filer, or a filing agent acting on its behalf, may request that the filing service contractor track the particular filing service subscriber and individual user that has made any amendment to the electronic filer’s profile. CDS will require proof of the authority of the person making the request on behalf of the electronic filer. Any subscriber that makes an unauthorized change to any filer profile will be subject to serious sanctions including possible termination of status as a SEDAR filing service subscriber.

6.5 Searching for and Retrieving Filer Profiles

The SEDAR Filer Software has a search function in the “Search Profiles” module. This search function will allow a user to find and download existing public filer profiles as well as those non-public filer profiles which the user has created or in respect of which the user has been given an

access privilege and to add them to the list in the user's "Profile Management" screen in order to view or amend them. The search function does not permit a user to retrieve any previous versions of filer profiles that have been amended. The "Profile Management" screen in the "Profile Management" module in the SEDAR Filer Software is where filer profiles are listed once they have been created by the user or downloaded from the server and transferred to the user's database of filer profiles.

Users may use the "New Inquiry" feature in the "Search Profiles" module to search for a public filer profile of an electronic filer or a non-public filer profile which the user has created or in respect of which the user has been given an access privilege, in either case using a number of different search fields (e.g. issuer/filer name, stock symbol, etc.). Once a user has created a new inquiry or updated an existing inquiry, submitted the inquiry and received a report from the SEDAR server, the user can open the report, select the appropriate and active filer profile and use the "Open Profile" feature to view the filer profile. The user can then transfer the filer profile to its database of filer profiles using the "Transfer" feature on page 1 of the filer profile. This will result in the filer profile being listed on the "Profile Management" screen in the "Profile Management" module of the SEDAR Filer Software.

A search conducted on an electronic filer will reveal the public filer profiles of any predecessor electronic filers if the electronic filer was required to file a new filer profile as a result of a succession, provided that the "Issuer/Filer Name" and/or "Profile Number" are selected in the search criteria and the "Previous Issuer Information" field in the successor's filer profile was correctly completed. The search results will display an asterisk (*) in the first position of the left hand column in front of the Issuer/Filer Name column to identify a filer profile of a predecessor electronic filer.

A search conducted on an electronic filer, resulting from a merger of two reporting issuers, should produce the filer profile of the merged electronic filer plus the filer profile for each merging electronic filer. This is not applicable in the case of a search for an Investment Fund Group Profile, since a "Previous Issuer Information" field does not exist in respect of investment fund group profiles.

If an electronic filer has changed its name in the course of a project, i.e., after the first submission was made in the project but before the final submission, the electronic filer is required to amend its filer profile in the manner discussed in Section 6.4(d)(v). In such a case, the only filer profile accessible by selecting "Issuer Profile" from the "Open Issuer Submission" in the particular project will be the one existing at the time the first submission in the project was filed. However, the more current filer profile can be obtained by searching that profile number in the "Search Profiles" module, as discussed above. The "Filer Profile Report Viewer" box will display the filer profile number and the date shown under the heading "Last Update" indicates the date when the filer profile was last modified in the SEDAR system.

6.6 Duplicate Filer Profiles

As noted in Section 6.5, the SEDAR Filer Software has a search function in the "Search Profiles" module. Prior to making an electronic filing for an existing electronic filer, this function should

be used to search for, and transfer to a user's local Profile Management list, a copy of the existing filer profile. A new filer profile should not be created until a search has been performed to determine if a filer profile already exists. If a duplicate filer profile is created in error, the electronic filer to which the filer profile relates, or a filing agent acting on its behalf, may request that the incorrect filer profile be deleted from the SEDAR Filer Profiles Database. See Section 9.1 (f).

If the filing service contractor becomes aware of a duplicate filer profile, the electronic filer in question will be contacted to confirm whether a duplicate exists. If the filer profile in question is a duplicate of an existing filer profile, appropriate action will be taken by the filing service contractor. See Section 9.1(f).

6.7 Non-Payment of Annual Filing Service Charges

If payment of the Annual Filing Service Charge for Continuous Disclosure in respect of a filer profile is past due by more than 90 days, the filer profile will be removed from the SEDAR Filer Profiles Database without further notice to the relevant electronic filer or any subscriber that filed the filer profile unless a filing has been made against the filer profile.

If an electronic filer that is a reporting issuer fails to pay the Annual Filing Service Charge for Continuous Disclosure contemporaneously with the filing of its "Annual Financial Statements" with the securities regulatory authorities as required in Section 6.2, the filing service contractor may add the charges that were required to be paid electronically to the invoice of the subscriber who made the filing, whether or not the subscriber who made the filing was acting on its own behalf or as filing agent on behalf of the electronic filer. If a subscriber has an explanation for not paying all or any part of the annual filing service charge, it is the subscriber's responsibility to notify CDS in writing, to the attention of the customer support representative, as soon as possible. The notice must include a reference to the type of filing, project number, issuer name, the amount and the reason why the charge or part of the charge is not owed on the current month's invoice. If, after inquiry, CDS is satisfied that the charge or part of the charge is not owed, then that amount will be credited to the subscriber's subsequent monthly invoice to reverse the charge. Credits from CDS, once approved, will be first applied to offset against fees and charges owing by the subscriber whether on its own behalf or on behalf of any other person(s) or reporting issuers(s).

7 PREPARATION OF DOCUMENTS FOR ELECTRONIC FILING

7.1 Introduction

This chapter applies to electronic filings other than filer profiles or amendments to filer profiles.

The National Instrument requires electronic filers to file certain documents with the securities regulatory authorities in electronic format. Electronic format means the computerized format of a document prepared and transmitted in accordance with the standards, procedures and guidelines contained in this Manual. For ease of reference, a glossary of publishing terms is included in Section 7.5.

7.2 Electronic Formatting Requirements

(a) Separate Documents

Each document that is being transmitted as part of an electronic filing must be prepared as a single separate electronic file. For example, regardless of size or design, an annual report must not be divided into component parts and transmitted in two or more electronic files. As well, any material that ordinarily forms part of a document when it is presented in paper, including wrap-around material, appendices, exhibits and schedules, must be included within the single electronic file for that document. The file name assigned to the electronic file by the filer must be no longer than thirty-two (32) characters, and must contain an extension of three (3) characters that identifies the electronic format of the file, as prescribed below in Section 7.2 (g).

(b) Acceptable Electronic Format

A document that forms part of an electronic filing must be transmitted to the recipient agencies in an electronic format acceptable to the recipient agencies (“acceptable electronic format”). A document transmitted in the file format known as Portable Document Format, Version 1.2, Version 1.3, Version 1.4, Version 1.5 or Version 1.6 (“PDF”), will be considered to be transmitted in acceptable electronic format if it complies with formatting requirements set out in this chapter. Certain document publishing software applications are capable of producing a PDF file directly. In other cases, a document is first created using a software application such as Microsoft’s Word or Excel or Corel’s WordPerfect, and the resulting document file is then converted to a PDF file. Software products known as Adobe Acrobat Exchange 3.0 and Adobe Acrobat Version 4.0, Version 7.0 or other software applications capable of producing a document in PDF may be used to convert documents to PDF.

The PDF file format has been selected with a view to ensuring that all SEDAR filings are submitted and archived in an electronic format that may be retrieved and read or printed by the recipient agencies as well as a large percentage of the

personal computer user population. Filers can use the Adobe Acrobat Reader in order to view documents submitted in the acceptable electronic format.

Prior to September 1999, filers were allowed to submit documents to the recipient agencies in file formats created using the following additional software products:

- (i) Corel WordPerfect for DOS or Windows, versions 5.1, 5.2, 6.0 and 6.1, using the file extension of “.w51” or “.w52” or “.w60” or “.w61” respectively; and
- (ii) Microsoft Word for Windows, versions 6.0x and 7.0, using the file extension of “.doc”.

Documents filed in these previously acceptable formats continue to reside in the SEDAR Filings Database in these formats. Therefore, a subscriber may require the relevant software products or the corresponding viewer application in order to be able to retrieve, read and print these documents.

The CSA will continue to monitor the applications and file formats used in the creation and publication of documents in electronic form.

(c) General Formatting Requirements

Filers must ensure that documents are formatted electronically in a manner that will reasonably facilitate viewing by the recipient agencies and the public. Any recipient agency may request that a document be resubmitted if it is not readily viewable. The special requirements and guidelines outlined below in Sections 7.2(d), (e), (f) and (g) have been provided to assist filers in complying with this requirement.

(d) Special Requirements for Document Formatting

Filers should comply with the following guidelines when creating or reformatting documents for electronic filing:

(i) Page Setup, Print Style and Other Specific Formatting Issues

(A) Fonts

Filers using Windows-based word processing products should use a True Type font such as Arial or Times New Roman. Filers using DOS-based word processing products should use the font most similar to Arial or Times New Roman, such as Helvetica or Times.

(B) Type Sizes

The body of a document should be presented in type at least as large as 11 point type, except that, to the extent necessary for convenient presentation, financial statements and other statistical or tabular data and the notes thereto may be in smaller type.

(C) Page Size

It is recommended that the size of each page in a document not exceed 8 1/2 inches by 11 inches or 21.5 centimetres by 28 centimetres.

(ii) Formatting of Tables and Columns

Information presented in tabular or columnar format that is included in a document filed in a word processing format should be entered or formatted using the tables function of the applicable word processing software product, and not by using tab or indent keys, except where such information is imported into the document from a spreadsheet or other non-word processing software application that does not involve use of the tables function.

Any recipient agency may request that a document be resubmitted and/or may change the access level of the document to “Private–Incorrect Format” if the document cannot properly be read as a result of any non-compliance with these guidelines.

(e) Special Requirements for PDF Format

Filers must comply with the following requirements when creating or reformatting documents in PDF format:

(i) Restrictions on Enhancement of PDF Documents

Except as provided below, PDF documents should not be enhanced in any way. In particular, filers creating PDF documents must not do any of the following:

- (A) annotate a PDF document. This includes embedding or attaching files, text, graphic or audio as well as annotation created with various other mark-up tools;
- (B) add web links or cross-document links to any PDF document;
- (C) create “article threads” in any PDF document;

- (D) assign any passwords or set any document security controls for any PDF document;
- (E) use characters printed on a dark background if reading any of the characters may be difficult;
- (F) add form fields or form actions to a PDF document;
- (G) add JavaScript to a PDF document;
- (H) add page actions to a PDF document;
- (I) add embedded audio or video to a PDF document by way of annotation; or
- (J) add digital signatures.

Filers are permitted to add bookmarks and hyper-text links provided that they only refer to the existing document (i.e. no cross-document links or web links). Thumbnails can also be added to PDF documents where appropriate for the purposes of assisting the viewers of these documents.

Note to Adobe Acrobat Users:

In many cases, filers will be able to convert documents into PDF using the PDF Writer driver included with Adobe Acrobat. However, Acrobat Distiller will have to be used in certain cases, including a case where:

- (A) the document to be converted to PDF is in a PostScript language;
- (B) the document to be converted to PDF contains placed Encapsulated PostScript (EPS) artwork or images;
- (C) the document has been prepared using an application that generates its own PostScript language files when printing or that produces the highest quality output on a PostScript printer;
- (D) the document to be converted to PDF contains high resolution images such that it is desirable to “downsample” (i.e. reduce image resolution and file size); or
- (E) PDF Writer produces unsatisfactory results, such as poor quality or a large file size (often the case if the document to be converted contains complex blends, gradient fills or EPS artwork or images).

(ii) Limitation on Image Resolution for PDF Documents

Filers that convert documents to PDF for filing through SEDAR must use reasonable efforts to ensure that image resolution for PDF documents is reduced as much as possible without impairing the viewability of the document so as to ensure efficient transmission of electronic files in PDF format. For example, documents that have large resultant file sizes when converted to PDF should be converted using Adobe Acrobat Distiller rather than Adobe Acrobat PDF Writer as the former document creation tool produces a much lower image resolution and file size without unduly impairing readability. In the case of documents having a resultant file size in excess of one (1) megabyte, the filer should reduce the image resolution as much as possible while ensuring readability but in any event the image resolution must not exceed 300 dots per inch.

(f) Dealing with Graphics and Images in Electronic Filings

Graphic or image material includes maps, photographs, graphs, graphics, charts and logos. The National Instrument provides that certain graphic and image material must be omitted from any electronic filing. Specifically, if a document to be filed in electronic format contains or is supplemented by a map or photograph and that map or photograph exceeds 8 1/2 inches by 11 inches or 21.5 centimetres by 28 centimetres, the map or photograph must be omitted from the electronic filing. However, if the map or photograph does not exceed 8 1/2 inches by 11 inches or 21.5 centimetres by 28 centimetres, then the map or photograph must be included in the electronic filing. The National Instrument further provides that if a map or photograph is omitted from an electronic filing, the electronic filer shall include a reference to the omitted map or photograph in the electronic filing.

By way of a further limited exception, any graphic or image material that does not constitute material information in the context of the document (such as a logo on letterhead) may be omitted from an electronic filing. If a logo is omitted from a document filed in electronic format, the filer must ensure that the author of that document is identified in the electronic format version of the document.

Except for the foregoing restrictions and exceptions, graphic or image material that is presented in the paper format version of an electronic filing must be included in the electronic format version filed with the securities regulatory authorities.

Any graphic or image material that is included in an electronic filing must be in acceptable electronic format. If graphic or image material created in non-acceptable electronic format is to be included in a document to be filed electronically, such material must be converted to acceptable electronic format prior to transmission. Graphics created in a format that is not the acceptable electronic format (i.e. a non-PDF format) may not be attached to a PDF document as a file annotation.

Filers are reminded again that reasonable efforts must be used to reduce image resolution for PDF documents to ensure that file sizes are as small as possible, thereby ensuring more efficient transmission. See Section 7.2(e)(ii).

The National Instrument provides that an electronic filer must make and retain a paper format copy of each map or photograph that is omitted from an electronic filing for six years after the date of the electronic filing. The National Instrument also provides that, upon request made by the securities regulatory authority within the six year period, an electronic filer shall deliver to the securities regulatory authority a paper format copy of a map or photograph omitted from an electronic filing. Any requested paper format copies will be retained on file by the applicable securities regulatory authorities and made available for inspection by the public.

(g) Document Naming Requirements

In order to ensure that documents filed with recipient agencies in electronic format may be retrieved and viewed following transmission via SEDAR, filers must use file names containing the three (3) character extension indicated for the acceptable electronic format listed below.

<u>File Format</u>	<u>Extension</u>
Portable Document Format, Versions 1.2, 1.3, 1.4, 1.5 and 1.6	.pdf

The SEDAR Filer Software will not allow a filer to submit or send a document with any extension in its file name, other than that indicated above, except that a filer may (i) submit a document bearing a different extension if the filer is “attaching” to a cover page a previously filed document that resides in the SEDAR Filing Database and that was submitted prior to the implementation of Release 6.0 of the SEDAR Filer Software; or (ii) use the “Send Files” function to send certain other document types to another user ID.

When a previously filed document is attached to a cover page, the SEDAR Filings Database will record it as a new document that is part of the submission. However, the actual document residing in the SEDAR Filings Database for that submission is the previously filed document. Therefore, if the previously filed document was part of a filing submitted prior to Release 6.0, it may have a file extension of “.w51”, “.w52”, “.w60”, “.w61”, “.doc” or “.pdf”. See Section 8.3(m) for more information on submitting previously filed documents.

When the “Send Files” function is selected to send a file to another user ID, a filer may send a document with a file name containing a three (3) character extension for any of the electronic formats listed below. The “Send Files” feature is discussed in more detail in Section 4.12(c).

<u>Software Format</u>	<u>Extension</u>
Corel WordPerfect – versions 5.1 or 5.2	.w51 or .w52
Corel WordPerfect – versions 6.0 or 6.1	.w60 or .w61
Microsoft Word – all prescribed versions	.doc
PDF – all prescribed versions	.pdf

Use of the appropriate extension to identify the accepted electronic format used in creating or reformatting a document will assist users retrieving the document in selecting the appropriate software product for viewing purposes.

In order to avoid duplication of file names the SEDAR Filer Software will also restrict an electronic filer from attaching a document to the cover page of a submission if the document has the same file name as another document attached previously to that cover page for transmission as part of the same submission. The filer will be prompted by a warning message that the file name has already been assigned to a document in the list and that the filer should select a different file name before proceeding.

Filers should ensure document names do not contain non-alphanumeric characters. These include but are not restricted to hyphens, underscores, commas, periods, colons, semi-colons, accents, any sort of brackets, quotation marks, exclamation marks, @, ^, *, #, ~ & or slashes. These characters may interfere with the downloading of the document.

(h) Red Ink

The National Instrument provides that an electronic filer may satisfy any requirement that information be presented in red ink in a document to be filed in electronic format by presenting the information in the electronic format version of the document in bold face type and capital letters.

In the electronic format version of a preliminary prospectus, the “red herring” language may, if the filer prefers, appear at the top of the first page of the document rather than on the left hand side as is generally the case with paper format versions of this document and may be presented in red ink or in black ink with bold face type in upper case.

(i) Signatures in Electronic Filings

The National Instrument provides that a signature to or within any electronic filing must be presented in typed form rather than manual form. Filers may include electronic facsimile signatures in any electronic filing, provided the name of the signatory is also presented in typed form in accordance with the National Instrument. See Section 9.5 for information concerning the additional requirement to file a Certificate of Authentication in certain circumstances.

(j) Viruses

Each document file that is to be transmitted to the SEDAR server as part of an electronic filing or for storage in a user workspace must be free of viruses, worms, trojan horses or other items of a destructive nature. If any such item is detected by CDS or a recipient agency, the infected or defective document will be rejected by the applicable recipient agencies. In this case the relevant document will be deemed not to have been filed for purposes of the applicable securities legislation, notwithstanding that the document was transmitted to the SEDAR server or is listed in a submission with a status such as “Filed with SEDAR” or “Received By Agency”. As well, the access level of the relevant document will be changed by the applicable securities regulatory authority to “Private–Virus”. Once the access level of “Private–Virus” is assigned, the document can never be changed to any other access level. The SEDAR filing service contractor or one of the applicable recipient agencies will contact the subscriber that submitted the infected or defective document and request that the document be disinfected or recreated and resubmitted as part of the same project by using the “Add To A Filing” feature in the “Filing Management” module. As a consequence of having submitted the infected or defective document, the electronic filer and/or any responsible filing agent may be subject to civil proceedings, administrative proceedings and/or penalties.

7.3 Converting Entire Documents to Acceptable Electronic Format

If a document that was originally created in non-acceptable electronic format is to be filed electronically, that document must be converted to acceptable electronic format prior to filing.

7.4 Recommendation to Avoid Scanning Documents

Documents required to be filed in electronic format that were originally prepared in paper format or in an electronic format which cannot be converted to an acceptable electronic format must be reproduced electronically and then converted to acceptable electronic format, unless either the pre-existing document exemption is available or a continuing hardship exemption has been sought and obtained. The pre-existing document exemption is discussed in Section 9.2 and the continuing hardship exemption is discussed in Section 3.7(b).

It is recommended that filers recreate these documents in acceptable electronic format, rather than scan these documents into electronic format and then reformat the electronic version into acceptable electronic format.

7.5 Publishing Terms

The following terms have the meanings set out below:

“font” - A predefined character set style; a collection of letters, numbers, and symbols in a distinctive typographic design size and weight. Each font is available in several different point sizes.

“format” – A collective term for margins, spacing, page length, point size, and the general visual appearance of the printed page. When a user formats a document, the user determines how the document will look on the printed page. The user can change the margins, change the amount of space between lines or paragraphs, add page numbers, headers or footers, and so forth.

“leading” - The amount of vertical spacing, measured in points, between the bottom of the text in one line and the top of the text in the line below it.

“margin” – The distance between the edge of the page and the text. The blank border on each side of the print on a page.

“point” – The size of characters in text measured in points (72 points equal one inch). The most common point sizes are 9, 10, 12, 14, 18 and 24 points.

8 ASSEMBLY AND TRANSMISSION OF ELECTRONIC FILINGS

8.1 Introduction

This chapter applies to electronic filings other than filer profiles or amendments to filer profiles.

After all of the documents to be included in an electronic filing have been prepared in acceptable electronic format, they must be assembled for transmission to the SEDAR server. The documents must be assembled electronically using the SEDAR Filer Software and transmitted electronically to the SEDAR server for routing to, and downloading by, the selected recipient agencies.

The assembly and transmission of an electronic filing involves the following:

1. Assuming a filer profile has previously been created, is active and up to date for the electronic filer, the “Search Profiles” module of the SEDAR Filer Software is used to download the latest version of the filer profile and to transfer it to the local profiles database in the “Profile Management” module. If required, the filer profile is amended using the “Profile Management” module.
2. The “Filing Management” module is then used to select and complete or to update an electronic “cover page” for the filing.
3. The documents which have been prepared in acceptable electronic format are then “attached” to the cover page for transmission. If applicable, the appropriate recipient agencies are selected and/or the applicable fees are entered.
4. The SEDAR Filer Software is then used to gain access to the SEDAR server through a dial-up or leased line connection.
5. Access to the SEDAR server is obtained by entering a valid user ID and password.
6. If applicable, additional entry of user IDs and passwords is required to authorize electronic payment of CSA filing fees, market centre filing fees and/or SEDAR filing service charges.
7. After entry and validation of required access and payment authorization codes, the assembled documents are transmitted (i.e. uploaded) to the SEDAR server.
8. When transmission is completed, the SEDAR server records the receipt of the transmitted documents by date and time. Using the “Filing Management” screen, the filer is able to confirm that the transmission has been completed when a permanent project and/or submission number is assigned to the filing and the date and time of transmission have been recorded in respect of the filing.

Once the first electronic filing in any project has been submitted and a permanent project number has been assigned to the electronic filing by the SEDAR server, the subscriber/user that made the first electronic filing in the project (the “primary filer”) may give any other subscriber/user (a “secondary filer”) one of three types of access privilege in respect of the project enabling the secondary filer to “view”, “retrieve” and/or “submit” any electronic filings that are part of the project. This is accomplished by using the “Filing Management” module to select the secondary filers to be given access as well as the particular type of access privilege to be granted each secondary filer selected, as further outlined in Section 8.3(g).

8.2 Hours of SEDAR Operation

(a) SEDAR Business Hours

Electronic filings or search requests may be transmitted to the SEDAR server on any business day between the hours of 7:00 a.m. and 11:00 p.m. Eastern Standard Time or Eastern Daylight Savings Time, whichever is in effect in Toronto, Ontario, Canada (“SEDAR Business Hours”), and on any other day or at any other time that is provided in this Manual or that the securities regulatory authorities announce by press release. The SEDAR server will be shut down on Saturdays, Sundays and national holidays. Filers will be able to obtain technical support from the staff of the filing service contractor during SEDAR Business Hours.

(b) Filing Outside SEDAR Business Hours

Electronic filings and search requests may also be transmitted to the SEDAR server outside of SEDAR Business Hours provided that the SEDAR server is not shut down for regular maintenance or for any other reasons. Technical support from the staff of the filing service contractor will not be available outside of SEDAR Business Hours. As well, there can be no assurance given to filers that the SEDAR server will be accessible outside of SEDAR Business Hours or that the SEDAR server will remain accessible outside of SEDAR Business Hours once a filer has made a connection and commenced transmitting an electronic filing.

Electronic transmissions which are commenced or still in process after 11:00 p.m. (but prior to 7:00 a.m.) Eastern Time could be disconnected if the SEDAR server is shut down for regular maintenance or for any other reasons. If an electronic filing or search request is interrupted because the transmission is disconnected, that filing or search request will have to be resubmitted in its entirety when the SEDAR server is in operation. Accordingly, a filer that is making an electronic filing late in the day should determine that it has sufficient time to transmit the entire filing before 11:00 p.m. Eastern Time if the filer wishes to be certain that the filing is completed on that day.

(c) Date of Filing

The National Instrument provides that a document filed in electronic format is, for purposes of securities legislation or securities directions, filed on the day that the electronic transmission of the document is completed. This allows an electronic filer to satisfy a requirement to file a document by a specific date by filing after business hours on the day when the document is due. In Quebec, an electronic filing is deemed to be completed only when it is downloaded by the Autorité des marchés financiers.

(d) Commencement of Time Periods

As a corollary, the National Instrument also provides that, for purposes of a time period in securities legislation or securities directions that begins on or immediately after the date of the filing of a document filed in electronic format, the date of filing of the document is the day on which the electronic transmission is completed unless it is not completed on a business day by 5:00 p.m. local time in the city where the securities regulatory authority is located, in which case the date of the filing is the next business day. This exception ensures that time periods mandated by the applicable securities legislation permitting the securities regulatory authorities or securityholders to receive notice and/or take action in relation to a particular matter will not be abbreviated or otherwise adversely affected in cases where filers choose to make electronic filings outside of normal business hours. In Quebec, for purposes of time periods calculated by reference to the date of filing, an electronic filing is deemed to be completed on a business day by 5:00 p.m. local time if transmission of the filing to the SEDAR server has been completed by that time, whether or not the filing has been downloaded by the Autorité des marchés financiers.

8.3 Assembling a Submission**(a) Obtaining the Filer Profile**

Prior to making an electronic filing, a filer must ensure that the appropriate filer profile(s) has/have previously been created and filed in SEDAR by or on behalf of the relevant electronic filer(s). The appropriate filer profile(s) must also be listed on the filer's "Profile Management" screen in the "Profile Management" module in the SEDAR Filer Software. In the case of an investment fund filing, both the investment fund group profile and the appropriate investment fund issuer profiles must be listed on the "Profile Management" screen.

If any required filer profile is not listed on the "Profile Management" screen, the SEDAR Filer Software has a search function that will allow a filer to find and download existing filer profiles accessible to the filer and add them to the list on the filer's "Profile Management" screen (see Section 6.5). This must be done prior




to submitting a new filer profile in order to ensure that a duplicate filer profile is not created.

(b) Refreshing and Checking the Filer Profile

Prior to submitting an electronic filing, a filer should use the “Refresh Profile” feature on the filer’s “Profile Management” screen to retrieve the latest version of the filer profile for purposes of the filing. As well, the filer should review this latest version of the filer profile to ensure that the information disclosed therein is active, accurate and up-to-date. If necessary, the filer must amend the filer profile to reflect any changes in the information disclosed therein and use the “Submit” feature to file the amended filer profile by transmitting it to the SEDAR server. The SEDAR Filer Software has various functions that allow a filer to amend previously created filer profiles. The procedure for making amendments to filer profiles is outlined in detail in Section 6.4, “Amending a Filer Profile”.

(c) Selecting the Appropriate Cover Page for a New Filing

In order to make a new filing, a filer must use the SEDAR Filer Software to locate the appropriate “cover page” by selecting the category of electronic filer, the general category of electronic filing, and the specific type of electronic filing. To be sure that a specific recipient agency will be among the choice of “Agency Types” available, the filer must be careful to select the appropriate folder for the filing type. See Section 8.3 (k). Preceding each filing type is one of three symbols. Each symbol denotes the Agency Type that may be selected as a recipient agency for that filing type.

<u>Symbol</u>	<u>Colour in Symbol</u>	<u>Agency Type</u>
	none	Market Centres and Securities Regulatory Authorities
	graph line in blue	Market Centres only
	Scales in green	Securities Regulatory Authorities only

The appropriate cover page (which may consist of more than one screen on the computer) will then appear for the filer to complete. The cover page will facilitate the entry of certain key information in electronic fields and will provide a list of documents to be attached. This list is composed of documents that are usually required for the filing in question. In the case of market centre only filings, subheadings may appear in the filing subtype document list to assist the filer in locating the appropriate document type. If the list does not include a description of the type of document to be attached, the filer should select the “Other” document type.

The categories of electronic filers (“category of filer”) are as follows:

- (i) Investment Fund Issuers
- (ii) Other Issuers
- (iii) Third Party Filers

The general categories of electronic filings (“category of filing”) and the specific types of electronic filings (“filing type”) are listed in Part I of Appendix B to this Manual. The cover page information to be entered by the filer will vary depending on the category of filer and the category of filing and filing type. In certain cases there are subtypes within a filing type (“filing subtype”). The specific types of documents (“document type”) commonly required to be included in a filing type, filing subtype or subheading are listed in Part II of Appendix B. Some filing types are listed in the folder for filing type as “general filings” and others are listed as “local filings” (e.g. “British Columbia Filings”, “Quebec Filings” and “Ontario Filings”). The differences between local filings and general filings are discussed in Section 9.4.

(d) Projects

For purposes of the SEDAR system, the term “project” is used to identify a set of electronic filings that are all related to a particular matter such as a prospectus offering. For example, all of the documents filed by or on behalf of an electronic filer in respect of a distribution of securities by prospectus would be identified in the SEDAR system as part of one project. In this example, the electronic filings making up the project would include the preliminary prospectus, the final prospectus and all formal correspondence submitted by the primary filer, any secondary filer and the recipient agencies during the waiting period.

Any documents issued by the recipient agencies in electronic format in response to an electronic filing (e.g. receipts) will also be identified within the SEDAR system as part of the relevant project. The “project” concept permits the recipient agencies that are selected as such, the primary filer (i.e., the subscriber/user that initiated the project), and any secondary filers that have been granted an access privilege by the primary filer, to track a series of related electronic filings and related regulatory responses.

A new project must be created every time a new series of electronic filings relating to a discrete and separate transaction is commenced. For example, where a pro forma (or renewal) simplified prospectus is filed to renew the offering of investment fund securities for another year, the pro forma simplified prospectus must be filed as the first submission of a new project rather than as part of the project from the previous year. On the other hand, an amendment or a supplement to a prospectus must be filed as part of the existing project, rather than as a new project.

A new project must also be created in certain circumstances (described in greater detail in section 8.3(k), if, after submitting an electronic filing to the SEDAR server, the filer wishes to add a recipient agency of a type not selected in the earlier submission. For example, a filer cannot add a market centre to a project if the “Agency Type” selected for the first submission in the project was “Commissions.” A filer may add new recipient agencies of the same “Agency Type” (although previously selected recipient agencies cannot be deleted) when adding a new document to the submission. To submit the electronic filing or any part of it to a recipient agency of a different type, the filer must create a new project.

(e) Creating a New Project

To create a new project, a filer must pull down on the “File” menu bar in the “Filing Management” module and select “Create a New Filing”. The “New Filing” screen will appear after the filer is prompted to ensure that the filer profile to be used is up-to-date in the filer’s local workspace. The filer must then select the category of filer, the category of filing, the folder for filing type and the filing type. By referring to the symbols that precede each filing type (discussed in Section 8.3(c)), the filer can check the “Agency Type(s)” that may be selected as a recipient agency for that particular filing type. The appropriate cover page will then appear. For certain projects, a list of filing subtypes will be present and the filer must select the filing subtype that will be the first electronic submission to be made in the project. For market centre only filings, the subheadings for that filing type may appear when the cover page is opened and the filer must select the one that applies. A list of documents will then appear. The filer must only select and attach files to those document types for the filing subtype to be submitted. The filer must not select document types from more than one filing subtype in making a single submission within a project. “Filing subtype” refers to a situation where the filing type consists of several filings which together form a project. For example, under the “Long Form Prospectus” filing type there are several filing subtypes, including “Preliminary Long Form Prospectus”, “Amendment to Preliminary Long Form Prospectus”, “Final Long Form Prospectus” and “Amendment to Final Long Form Prospectus”. If a document to be submitted in a particular filing subtype is not listed as one of the document types, then the “Other” document type should be selected and the filer must then insert the specific name of the document to be attached.

Categories of filing subtypes and specific document types are listed in Part II of Appendix B to this Manual. Document types which are only required in a particular jurisdiction appear in Appendix B and in the SEDAR Filer Software with the abbreviation for that jurisdiction (e.g. “ON” for Ontario Securities Commission) in parenthesis next to the name of the document type. A list of abbreviations is included in Appendix A.

The process of completing the cover page, attaching document types, selecting recipient agencies, entering applicable fees and submitting the electronic filing is described below.

(f) Project Number and Submission Number

Each electronic filing is assigned a unique set of numbers within the SEDAR system consisting of a project number and a submission number.

(i) Project Number

The project number assigned to an electronic filing identifies the particular project with which the electronic filing is associated. A new project number is assigned each time a “new” electronic filing is selected, assembled and submitted using SEDAR. For this purpose, a “new” electronic filing is one which is unrelated to any previous electronic filing made in respect of the same transaction or regulatory approval process. A French or English language translation of any filed document must be submitted as part of the same project as the filed document that is being translated.

A temporary project number TMP##### is automatically generated and assigned by the system to a “new” electronic filing until it is transmitted to the SEDAR server. The temporary project number is unique for each “new” filing. Once the filing is transmitted to the SEDAR server, a permanent eight digit project number is assigned.

(ii) Submission Number

The submission number identifies each electronic filing of documents or formal correspondence made within the same project. When a filer assembles an electronic filing that is related to a previous electronic filing made in respect of the same transaction or regulatory approval process (e.g., a final prospectus filing or a response to a comment letter from a securities regulatory authority relating to a preliminary prospectus filing), a temporary submission number SUB ##### (for filings within a project) or FOR ##### (for formal correspondence within a project) is automatically generated and assigned by the system to the filing until it is transmitted to the SEDAR server. The temporary submission number is unique for each additional electronic filing within a project. Once the filing is transmitted to the SEDAR server, a permanent eight digit submission number is assigned. After transmission to the SEDAR server, the subscriber who submitted the submission, any secondary filer with an access privilege in respect of the project and any recipient agency can access the submission.

The system automatically assigns a submission number of 00000001 to the first submission in a project. The next filing in the same project would be assigned a submission number of 00000002, and so on.

If electronic payment instructions are submitted and validated without any documents or formal correspondence, no submission number is assigned to the filing. However, the fees remitted within a project can be monitored by highlighting any submission in the project and selecting “Fees” from the “View” pull-down menu in the “Filing Management” module or by selecting “Fees” from the “Open Issuer Submission.”

(g) Primary and Secondary Filers

A primary filer (i.e., the subscriber /user that assembled and submitted the first electronic filing in a particular project) may designate one or more other filing service subscribers, at the user ID level, to participate as a secondary filer on that project. In addition, the primary filer may assign to the secondary filer one of three different types of access privilege for the particular project. The three types of access privileges that may be granted to a secondary filer are as follows:

- (i) access permitting the secondary filer to “view” the cover page information and status of the project;
- (ii) access permitting the secondary filer to view and “retrieve” documents submitted in respect of the project; or
- (iii) access permitting the secondary filer to view, retrieve and “submit” electronic filings as part of that project.

The ability to involve secondary filers in the electronic filing process is intended to facilitate filings in a variety of special circumstances including the filing of French language translations of prospectuses and various continuous disclosure documents as well as the filing of material specifically requested by a non-principal securities regulatory authority from the secondary party where this is acceptable to the primary filer and the principal securities regulatory authority. This functionality also permits others with an interest in the review and acceptance process for a particular filing to monitor the status of the filing without having to contact the primary filer.

While the foregoing features of the SEDAR Filer Software provide added flexibility for filers, the CSA wishes to ensure that traditional filing practices and procedures are not altered in a way that impacts adversely on the review and acceptance process. In particular, the securities regulatory authorities will generally expect to receive submissions from a primary filer that is in control of the filing process. The primary filer is responsible for ensuring that secondary filers are given access for the purpose of submitting material only in appropriate

circumstances. For example, primary filers must ensure that all supporting documents to an electronic filing are filed with the principal filing material contemporaneously in a single electronic submission. As well, as has been the case historically in the context of paper filings, the securities regulatory authorities will generally only correspond directly with the primary filer.

In general, the securities regulatory authorities consider the primary filer to be the party responsible for ensuring the appropriateness of any actions taken in respect of a project by any secondary filers given access privileges. It is the responsibility of the primary filer to control and monitor the involvement of secondary filers in any project.

(i) Creating a Filer List

A primary filer may create and maintain its own “Filer List” from which to select secondary filers for projects, much like an address book. The Filer List is stored on a primary filer’s local workspace, not on the SEDAR server. The primary filer may list up to 100 filers on its Filer List, and may amend secondary filer references, add new secondary filers and/or delete existing secondary filers from time to time. Changes made to the Filer List, if any, are stored in the primary filer’s local workspace only. Therefore, if the primary filer also wants the changes to be effective for a particular project, it must, in addition, make changes to the particular project’s “Secondary Filer List” as described below.

(ii) Assigning Secondary Filers to a Project

Once an electronic filing has been transmitted to the SEDAR server and assigned a project number, the primary filer may assign one or more secondary filers to the project. For each secondary filer assigned, the primary filer must select the type of access privilege, if any, that the secondary filer is to be granted in respect of the project. Details of the status (including the three types of access privileges) that may be granted to secondary filers are as follows:

Status Granted Nature of Access Available to the Secondary Filer

- “None” The secondary filer has no access to the project (this is the default status which is established when a secondary filer is assigned to a project).
- “View” Permits the secondary filer to view the cover page information, status details (as described in Section 10.2(b)), fees, the primary filer’s subscriber profile, the electronic filer’s filer profile, recipient agencies, the user IDs and name and phone number, if completed, of secondary filers in the project and

their access privileges, all in respect of submissions made in respect of the project by the primary filer or by a secondary filer with the “submit” access privilege.

“Retrieve” In addition to the access granted with the “view” access privilege, permits the secondary filer to download any documents that have been submitted in respect of the project, whether or not they are publicly accessible.

“Submit” In addition to the access granted with the “view” and “retrieve” access privileges, permits the secondary filer to submit electronic filings as part of the project, make electronic payments from the secondary filer’s EDI account in respect of the project and update modifiable fields on the cover page for the project. If any EDI payments are made by the secondary filer in payment of SEDAR filing service charge(s) and are rejected by the secondary filer’s financial institution and not re-submitted prior to the end of that month, the outstanding CDS filing service charge(s) will be reflected on the primary filer’s CDS invoice.

After the type of access privilege is selected, the “Submit” feature must be selected to transmit the new access privilege instructions to the SEDAR server and the “Filing Management” screen will then appear confirming that the secondary filer access granted has been made effective for the project.

Only a primary filer may add or delete secondary filers on the list of those assigned to a project or change the type of access privilege given to a secondary filer. For any such changes to be effective, the “Submit” feature must be selected and a connection to the SEDAR server must be in effect or obtained. Changes made to information concerning secondary filers listed in a “Secondary Filer List” for a project do not automatically update the same information on the Filer List maintained by a primary filer on its local workspace. Changes to the Filer List must be made separately, as discussed above.

(iii) Accessing a Project as a Secondary Filer

A secondary filer that has been granted an access privilege with respect to a project by a primary filer may access the project from the “Filing Management” module.

Since a secondary filer has access to a project at the user ID level, another user representing the same subscriber that the secondary filer represents will not have access to the project or any submissions in the project unless

that other user is also granted an access privilege with respect to the project by the primary filer. If an access privilege has been revoked from a secondary filer while the secondary filer is working on a filing in the project, the authorization check may fail when the filing is transmitted to the SEDAR server and an error will be received by the secondary filer.

(iv) Verifying the Type of Access Privilege Granted to a Secondary Filer

A secondary filer may verify the type of access privilege granted to it in respect of a project by selecting and highlighting the project on the “Filing Management” screen and selecting “Secondary Filer Access” from the “View” pull-down menu. The primary filer and all secondary filers granted an access privilege may identify all user IDs given access privileges on the project.

(h) Adding to an Existing Project

(i) Additions by the Original Subscriber

Before a filer can add another submission to an existing project using the cover page for the project, that project must be listed on the filer’s “Filing Management” screen. After the first filing in a project has been transmitted to the SEDAR server, the project will automatically appear on the “Filing Management” screen of the user that has made the electronic filing (i.e., the primary filer).

If a project was created by one user representing a particular filing service subscriber, a second user representing that subscriber can also use the “Refresh List” feature to connect to the SEDAR server and obtain the cover page that was previously filed by the first user. Once this is done, the project will appear on the “Filing Management” screen of the second user who may thereafter use the “Refresh Project” feature to obtain current information in respect of the project.

Any number of users representing the same subscriber may, using one or more workstations licensed for installation of the SEDAR Filer Software, view, submit or otherwise participate in filings on behalf of that subscriber. Users may use the “Quick Search Inquiries” or “Advanced Inquiries” feature on the “Filing Management” screen to facilitate such activity.

The process of attaching document types and completing the filing is described below.

To add formal correspondence to an existing project, the filer should follow the procedures described in Section 10.3(a).

(ii) Additions by a Different Subscriber that is not a Secondary Filer

If the next submission in a project is to be made by a filing service subscriber other than the subscriber that created the project (e.g., the filing agent who filed a preliminary prospectus on behalf of an electronic filer has ceased to be involved and another filing agent has been retained to file the final prospectus), the new subscriber cannot use the “Add to a Filing” feature to add to the existing project unless the subscriber that created the project has granted the appropriate secondary filer access privilege in respect of the project to the new subscriber. If the appropriate secondary filer access privilege has not been granted, the new subscriber must create a new project and file a cover letter disclosing the existence of two project numbers due to a change in the primary filer.

(iii) Additions by a Secondary Filer with the “Submit” Access Privilege

If a filer has been assigned to a particular project as secondary filer and has been granted the “submit” access privilege, the secondary filer may make submissions in respect of the project by selecting the particular project on the “Filing Management” screen.

If the secondary filer is only making an electronic payment in respect of a particular project, the secondary filer must select “Fees” from the “View” pull-down menu. The payment of additional fees in respect of an existing project effects an amendment to the fee information for that project but does not generate a new submission in the project.

(i) Completing Cover Page Information for Type of Filing

Cover page information is a discrete set of information that is required to be entered in electronic fields and transmitted to the SEDAR server as part of every electronic filing. Cover page information is, in effect, filed with any securities regulatory authority or market centre that is a recipient agency on the relevant project.

In the SEDAR Filer Software, there are five different types of cover page, as follows:

- (i) Investment Funds Cover Page** – This cover page is to be used for filing securities offering documents for mutual funds. An Investment Funds Cover Page must include the information in Appendix J.
- (ii) General Investment Funds Cover Page** – This cover page is to be used for filing continuous disclosure documents and exemption and other applications for mutual funds. A General Investment Funds Cover Page must include the information in Appendix K.

- (iii) **Issuer Cover Page** – This cover page is to be used for filing securities offering documents for issuers that are not mutual funds and for filing a prospectus under section 12 of the Quebec Securities Act contained in the Quebec folder. An Issuer Cover Page must include the information in Appendix L.
- (iv) **General Cover Page** – This cover page is to be used for filing continuous disclosure documents, documents for going private and related party transactions, and exemption and other applications for issuers that are not mutual funds. A General Cover Page must include the information in Appendix M.
- (v) **Third Party Cover Page** – This cover page is to be used for filings relating to take-over bids, exempt take-over bids, non-management proxy solicitation and securities acquisition filings (early warning). A Third Party Cover Page must include the profile for the Filer (offeror), the Issuer (offeree) and the information in Appendix N.

Certain electronic fields in the cover pages located in the SEDAR Filer Software are “mandatory” to the extent that these fields must be completed before a filer may proceed to transmit a submission. Other electronic fields are “optional” to the extent that the SEDAR system does not require completion of these fields prior to accepting a submission. However, notwithstanding that an electronic field is optional for the purposes of the SEDAR Filer Software, it must still be completed if the requested information is prescribed by the relevant appendix to this Manual, unless the requested information is not applicable to the electronic filer or the electronic filing, as the case may be.

All fields that are “mandatory” are identified in italics in the SEDAR Filer Software and each of these mandatory fields provides valuable information that may be utilized for search purposes by the filer, the applicable recipient agency and, if applicable, the public. If the filer is making an additional submission (other than formal correspondence) in an existing project, the filer can add to the original selection of recipient agencies of the same “Agency Type” when adding a new document type to a submission, but cannot delete any recipient agencies, subject to certain exceptions described in Section 8.3(k).

The SEDAR Filer Software will permit the filer to prepare a cover page in advance of an electronic filing even though all the documents to be attached to the cover page have not been prepared. The contact person referred to in the cover page should be a person familiar with the filing to whom questions may be directed by any applicable recipient agency. After a project has been created and transmitted to the SEDAR server, it will be listed on the filer’s “Filing Management” screen in the “Filing Management” module of the SEDAR Filer Software.

Contact information and several other fields in the cover pages can be modified at the time of making any subsequent submission in respect of a project. However, the “principal regulator” selected on an investment funds cover page and issuer cover page for MRRS submissions cannot be modified after the first submission in the project. Information in modifiable fields that was not available or could not be completed when any previous submission in the project was filed must be completed or amended, as appropriate, if that information is available at the time of any subsequent submission in respect of the project. For a complete list of the modifiable fields for each of the cover page types, see Appendices J, K, L, M and N.

(j) The “List” Feature

The first step in completing a cover page involves the use of the “List” feature that appears on all cover pages to select the name of the investment fund or other issuer that is making the electronic filing. In the case of third party filings, both the name of the Issuer (offeree) that is the subject of the electronic filing and the name of the Filer (offeror) must be selected on third party cover pages. The issuer name field on any cover page may only be completed in this manner. If the name of the issuer to be selected cannot be found using the “List” feature, the filer should refer to Section 8.3(a).

(i) Issuers Other Than Mutual Funds

In the case of issuers other than mutual funds, a filer must select the “List” feature on the cover page. A list of profiles for the selected category of filer that are stored in the filer’s profile database will then be displayed. The filer must select the name of the relevant issuer and the selection will then be captured in the issuer name field of the cover page.

(ii) Mutual Funds

In the case of mutual funds, a filer must select the “List” feature on the cover page. A list of the investment fund group profiles that are stored in the filer’s profile database will then be displayed. The filer must select the name of the mutual fund group and the selection will then be captured in the investment fund group name field on the cover page. The filer must then select the “Add Fund” feature and a list of investment fund issuer profiles belonging to that group which are stored in the filer’s profile database will then be displayed. The filer must select the name of the mutual fund or funds making the electronic filing and the selection will then be captured in the investment fund issuer name field on the cover page. In the case of prospectus filings, all mutual fund issuers in the mutual fund group should be selected (see Section 6.3(a)(i) for the definition of a mutual fund group).

(iii) Third Party Filings

Chapter 9 of the SEDAR Filer Manual has specific guidelines on the use of the “List” feature in the context of third party filings.

An offeror that is filing a take-over bid circular or notice of change or variation in respect of a take-over bid must comply with the requirements of Section 9.20(b).

An offeree that is filing a directors’ circular or an amendment or supplement thereto in respect of a take-over bid must comply with the requirements of Section 9.20(c)(i).

Individual directors or officers that are filing individual director’s or officer’s circulars or an amendment or supplement thereto in respect of a take-over bid must comply with the requirements of Section 9.20(c)(ii).

A third party filer that is making an exempt take-over bid filing must comply with the requirements of Section 9.21.

A third party filer that is filing a news release and report under the “early warning” reporting system must comply with the requirements of Section 9.22.

A third party filer that is filing proxy solicitation materials must comply with the requirements of Section 9.23.

(k) The “Agencies” Feature

Agencies selected as recipient agencies on a filing can view all documents and correspondence contained in submissions on that project. Recipient agencies are defined at the filing type level, not just for the category of filer and category of filing. In some cases, this means that market centres or securities regulatory authorities cannot be selected as an “Agency Type” for a particular filing. Preceding each filing type is one of three symbols that denotes the Agency Type that may be selected as a recipient agency for that filing type. See Section 8.3(c).

Appendix B, Part I contains a detailed list of the categories and types of electronic filings available in the SEDAR system and also identifies the Agency Type for each filing type in the two right-hand columns: the symbol “CSA” is used to denote securities regulatory authorities and the symbol “MC” is used to denote the market centres.

To be sure that a specific recipient agency will be among the choice of Agency Types available, the filer must be careful to select the appropriate folder for the

filing type. For example, “Rights Offering Material” to be filed by “Other Issuers” under the category of filing “Securities Offerings” can be found in the following three folders, yet the Agency Type varies for each folder:

<u>Folder</u>	<u>Filing Type</u>	<u>Agency Type</u>
General	Rights Offering Material	CSA (1 or more CSA agency)
British Columbia	Rights Offering (BC LPS)	CSA (BCSC only)
General	New Security Issue	MC (Supplemental Listing)

If the incorrect folder for the filing type is selected, the desired Agency Type may not be available.

To select the securities regulatory authorities and/or market centres to which an electronic filing is to be directed, a filer must select the “Agencies” feature from the cover page. The “Add a Recipient Agency” screen will appear. Depending on the category of filer, the category of filing, and the filing type selected for the particular electronic filing, two or more of the following options will appear under “Agency Type”:

- Commissions
- Market Centres (Exchanges)
- Commissions AND Market Centres (Exchanges)
- Test Filing

In some cases an electronic filing may be filed with both the applicable securities regulatory authorities and any applicable market centres. In these cases, the only options provided under “Agency type” will be:

- Commissions AND Market Centres (Exchanges)
- Test Filing

If the option “Test Filing” is not selected, the SEDAR Filer Software will then offer the following additional options:

- a filer may highlight the button “Select All Commission Agencies”;
- a filer may highlight the button “Select All Market Centre Agencies”;
- a filer may highlight under the “Agencies” box one or more individual “Commissions” and/or “Market Centres”.

In other cases, depending on the category of filing, category of filer and the filing type, either the “Commissions” or the “Market Centres (Exchanges)” option will be displayed. If the filing is of a type that may be filed with one or more securities regulatory authorities, then the option “Commissions” appears and the filer may

select one or more securities regulatory authorities. If the filing is of a type that may be filed with one or more market centres, the option “Market Centres (Exchanges)” appears and the filer may select one or more market centres.

If a filer wants to make a filing for test or training purposes only, the filer must select “Test Filing” under the category of “Agency Type”. The only choice the filer then has in the “Agency” box is “Test Filing”.

In order to select a particular securities regulatory authority as a “principal regulator” as determined by MRRS, the filer must select the box in the “Principal Regulator” column next to the name of the appropriate securities regulatory authority in the “Recipient Agencies” screen at the time of making the initial submission in the project, since the principal regulator cannot be amended after the initial submission has been transmitted to the SEDAR server. A market centre cannot be selected as a principal regulator. Only one securities regulatory authority can be selected as a principal regulator.

If a principal regulator has been selected in connection with a submission using an investment funds cover page or an issuer cover page, the filer will be asked, after pressing the “Submit” button, to confirm if the principal regulator under MRRS has been changed since the previous filing. The filer must select “yes”, “no” or “not applicable” in order to complete the transmission of the submission to the SEDAR server.

Once the first submission in a project has been transmitted to the SEDAR server, the “Agency Type” cannot be amended. For example, a filer cannot add a market centre as an additional recipient agency for a project if the “Agency Type” selected for the first submission in the project was “Commissions”. To add a recipient agency of a different type in this case, the filer must create a new project.

New recipient agencies of the same “Agency Type” may be added at any time after a project has been initiated, although previously selected recipient agencies cannot be deleted. To add a new recipient agency, a filer must add the new recipient agency in SEDAR and file a document “Letter concerning the addition of a recipient agency”.

Depending upon the “Agency Type” selected in the first submission in the project, the “Agency” box will be populated with one of the following:

- Commissions
- Market Centres (Exchanges)
- Commissions AND Market Centres (Exchanges)

Under the “Agency Type” category. The filer may select one or additional recipient agencies, select “OK” and then proceed with the filing. When a filer is

only adding one or more additional recipient agencies to an existing project (but not additional documents), the filer must attach to the cover page a cover letter that explains this and then select “Submit”.

Once the transmission of the new information to the SEDAR server is complete, a new submission will be generated for that project.

A filer must not select a recipient agency if the filing type or filing subtype is not required to be filed with that recipient agency.

Once a particular securities regulatory authority or market centre has been selected as a recipient agency in connection with a submission in a particular project then that recipient agency will have access to all submissions and related documents or information relating to that project.

(l) The “Fees” Feature

To indicate the amount of any CSA filing fees and/or market centre filing fees payable in respect of an electronic filing, a filer must select the “Fees” feature and the “Add/Modify Fees” screen will appear. The various types of CSA filing fees will be displayed for each securities regulatory authority. The fee list for the market centres will be set out in the respective market centre filing requirements. The fee description and fee notes will be displayed in accordance with the applicable market centre filing fee list. The filer must enter the fee amount beside the appropriate fee description for the particular filing. If tax applies to the fee, the tax amount will be calculated based on the fee amount entered and will be displayed in the GST, HST or QST column. This process must be completed for each securities regulatory authority to which CSA filing fees are payable and/or for each market centre to which market centre filing fees are payable, provided in the latter case that payment of such fees through SEDAR is permitted by the applicable market centre filing requirements and payment of any applicable taxes is included in the payment. Furthermore, this process must be completed for each issuer separately if there is more than one issuer involved in the filing (this will be the case for certain filings on behalf of an investment fund group). When finished, the filer must select the “OK” feature and the “Summary of Filing Fees” screen will appear. This “read only” screen and the related EDI payment process are described in Chapter 5. Once all of the fees have been entered, the filer should select the “OK” feature and return to the main cover page for the filing.

(m) Accessing Documents Stored on Disk Drives, the SEDAR Workspace or the SEDAR Filings Database

Documents in acceptable electronic format which are to be included in an electronic filing may be stored in various locations for purposes of the assembly of the electronic filing. Document files which are to be transmitted as part of an electronic filing may be stored and accessed from a hard drive or “floppy” drive

located on the filer's personal computer or from a network server linked to the filer's personal computer.

Documents can also be stored in a filer's SEDAR workspace, a personalized storage area on the SEDAR server which is allocated to each user ID requested by and assigned to a filing service subscriber as described in Section 4.12(c) of this Manual.

A filer may upload and store document files in its SEDAR workspace for future filing or may receive document files in its SEDAR workspace from other filing service subscribers. The filer may retain documents received from other subscribers for future filing or may download them to the filer's personal computer in order to modify or store them. The filer may use the SEDAR Filer Software to attach the stored documents directly to a cover page when making the electronic filing, as described below in Section 8.3(n). In effect, the SEDAR workspace is like any other drive in which documents can be stored and from which documents can be retrieved.

It is also possible to access certain documents that have been previously filed and are part of the SEDAR Filings Database to attach them to an electronic filing. Selecting a document that has already been filed in a project eliminates duplicate documents from being stored on the SEDAR server. Documents that can be accessed in this way include documents contained in an electronic filing associated with the same profile number for the electronic filing to be transmitted or, in the case of a investment fund issuer, the profile number of the investment fund group. In addition, the document must be part of a public filing or, if a private filing, the filer must be a primary filer or a secondary filer with either the "Retrieve" or "Submit" access privilege. A document that has the access level of "Private", "Private-Draft", "Private-Virus", "Private-Incorrect Filing", "Private-Incorrect Format" or formal correspondence documents cannot be accessed. The SEDAR Filer Software also permits a filer to search for appropriate projects and applicable documents for an issuer's profile number by selecting the "Search" button.

(n) Attaching Documents to the Cover Page

As stated in Chapter 7, each document that is being transmitted as part of an electronic filing must be prepared as a single separate electronic file in acceptable electronic format. This is necessary in part to ensure that individual documents may be made publicly accessible and retrieved separately from other documents comprising an electronic filing.

There is a list of document types on each cover page that identifies the types of documents that are ordinarily required or permitted to be filed in respect of the filing type or filing subtype selected. The filer must select each of the document types on the list for which a document is to be included in the electronic filing.

For each document type selected, the filer must select the “Attach File” feature which will give the filer the choice to select and attach a file from a computer workspace (which could include a network drive), from the filer’s SEDAR workspace or from previously filed documents that are stored on the SEDAR server and part of the SEDAR Filings Database.

If a document has been attached to a cover page, it may be replaced before (but not after) the filing is submitted. This is done using the “Detach File” feature.

If a previously filed document has been attached to a cover page, when the cover page is submitted, the SEDAR Filings Database will record a new document as part of that submission, but the document on the SEDAR server will be the same document as attached to the original project. The access level of the new document will be private or automatically set to public depending on the filing type, regardless of the access level of that document in the original project.

If a filer is required to file two or more of a particular document type on the cover page list (e.g. it may be necessary to file two auditors’ consent letters with a prospectus where the issuer has changed auditors in a recent year), the filer must select the document type on the list and select the “Attach File” feature to attach the first of the documents from the filer’s PC workspace, SEDAR workspace or the SEDAR Filings Database. The filer must then select the “Duplicate” feature and attach the second of the documents and so on. The “Other” category referred to below should not be used if there is a document type available (e.g. English and French cover letters should each be attached as a “Cover letter”) and should not be used to file material which is not required or permitted to be filed through SEDAR, such as reports of exempt trades or insider trading reports. An electronic filer cannot attach a document to the cover page if the electronic filer has previously attached a document to the cover page with the same file name. In these cases, the electronic filer must change the file name and then return to the cover page screen to continue assembling the filing.

It is not necessary to attach a document to all of the document types appearing in the list. For example, if a cover letter is not required for a particular filing, the filer may omit this document type. The filer must, however, include all required documents and all required information either in the electronic cover page, a separate cover letter or another document included in the electronic filing.

If a filer is required to file a document that is not on the list of document types, the filer must select the “Other” category on the list and select the “Add Document” feature, enter a short description of the document and attach the document. The attached document will then appear on the document list with the short description assigned by the filer.

For any electronic filing made in more than one jurisdiction, the cover page information and all attached documents will be available only to the selected

“Recipient Agencies” for purposes of the project to which the electronic filing relates. Filings that are not required by a particular securities regulatory authority selected as a “Recipient Agency” will ordinarily not be downloaded by that securities regulatory authority.

Despite the fact that a document may be a supporting document for a filing in the “Securities Offerings” category for “Investment Fund Issuers” or “Other Issuers”, as applicable, if that document has previously been filed under a “Continuous Disclosure” category for “Investment Fund Issuers” or “Other Issuers”, as applicable, it is not necessary to refile the document with the filing in the “Securities Offerings” category. If annual financial statements are required to be filed as a supporting document with a filing under the Securities Offerings category of filing, and those financial statements have been previously filed under the Continuous Disclosure category of filing, then the financial statements must not be refiled. As indicated in Section 9.14(g), the annual financial statements of an investment fund must be filed using the cover page for “Annual Financial Statements” located under the “Continuous Disclosure” category for “Investment Fund Issuers”. If this has been done previously, it is not necessary to file these annual financial statements again under the cover page for “Simplified Prospectus and Annual Information Form” located under the “Securities Offering” category for “Investment Fund Issuers”.

(o) Multiple Filings

After a filer has attached documents to a cover page for a filing, the filer can either (i) submit the filing or (ii) save it and complete one or more additional filings and submit all of the completed filings together as a multiple filing. This is done by selecting several temporary (unsubmitted) filings from the “Filing Management” screen on the SEDAR Filer Software and selecting the “Submit” feature.

A filer may include filings from any number of different electronic filers in a multiple filing.

However, multiple filings can only be made with document filings that are submitted using a cover page. New or amended filer profiles cannot be transmitted as part of a multiple filing.

(p) Pre-existing Supporting Documents

Supporting documents prepared and issued, published or distributed prior to January 1, 1997 may be filed in paper format under the exemption for pre-existing documents. In this case, an electronic copy of SEDAR Form 4 must be attached to the relevant document type in lieu of the supporting document to be filed in paper format. The exemption for pre-existing documents is discussed in greater detail in Section 9.2.

8.4 Payment of CSA Filing Fees, Market Centre Filing Fees and SEDAR Filing Service Charges

If CSA filing fees are payable to a securities regulatory authority in respect of a filing, payment instructions must be transmitted electronically with the electronic filing. If market centre filing fees are payable to a market centre in respect of a filing, payment instructions may be transmitted electronically. The procedures are explained in Chapter 5.

In addition, payment instructions relating to SEDAR filing service charges payable to the filing service contractor must also be transmitted electronically at the time of the electronic filing, in the manner set out in Chapter 5. There are no incremental SEDAR filing service charges payable to the filing service contractor in respect of electronic filings that are directed to one or more of the market centres. In the case of electronic filings which involve multiple submissions within the same project, the payment instructions for any SEDAR filing service charges payable in respect of the project must be transmitted electronically contemporaneously with the filing of the first submission in the project. The applicable filing service charges are described in Appendix D, and the SEDAR Filer Software automatically calculates these charges.

Refunds of CSA filing fees, market centre filing fees and/or SEDAR filing service charges may be issued by cheque and the procedures are discussed in Section 5.3(g).

8.5 Transmitting a Submission

The SEDAR system assigns every submission (of documents or formal correspondence) a unique 8-digit number. When the 8-character temporary number (SUB ##### or FOR #####) changes to a permanent 8-digit number without the SUB or FOR prefix, the submission has been received and accepted by the SEDAR system. At that point, the status indicates that the filing has been successfully submitted to SEDAR, regardless of when the payment is approved or when the securities regulatory authorities or other recipient agencies begin downloading and processing the filing. However, the filing will not be accepted by a securities regulatory authority unless it has been transmitted in acceptable electronic format with the required CSA filing fees.

Filing service subscribers do not have to address a filing individually to a specific department (such as Corporate Finance or Disclosure) of a recipient agency. Instead, the applicable recipient agency will route the filing internally to the staff member who will process it.

Filing service subscribers must check for correspondence and status of filing information (e.g. whether each recipient agency has received a filing) by using the “Filing Management” screen or the “Filing Status” screen in the SEDAR Filer Software. No other notification service for filing service subscribers exists in the SEDAR system.

8.6 Transmission Problems

(a) Introduction

Filers are reminded that they are legally obligated to file electronically with the securities regulatory authorities. An adequate amount of time should be allowed

for each submission. This time allotment should allow for: i) document preparation, ii) document transmission (as the date and time of receipt is only recorded at the end of a successful transmission), and iii) unforeseen mishaps.

During normal operation of the SEDAR system, a number of occurrences (e.g. SEDAR network problem) may require the user to call the Help Desk of the filing service contractor for assistance and other occurrences (e.g. personal computer problem) might have to be solved by the user. Filers must maintain those minimum software and hardware requirements listed in Appendix C to this Manual.

For certain occurrences, there is a “temporary hardship exemption” available if the problem is not readily correctable. The temporary hardship exemption is described in Section 3.7(a).

(b) Helpline

If an answer to a technical problem cannot be found using the User Guide or the “SEDAR Help” feature included in the SEDAR Filer Software, the user can contact the Help Desk of the filing service contractor at 1-800-219-5381 during SEDAR Business Hours. The user must identify himself or herself as a SEDAR user, provide the relevant subscriber ID and user ID, and the call will be handled accordingly. The Help Desk has its own procedures in place for responding to all problem calls, including a process for escalating the problem to the next level of support should the need arise. The Help Desk will inform the caller as to the status of its efforts to resolve the problem on a regular basis.

8.7 Test Filings

For purposes of testing and training, a subscriber can conduct test filings on the SEDAR system. A test filing will never be viewed or retrieved by a recipient agency and will not be available in the SEDAR Filings Database. The procedures for making a test filing are the same as those for an actual filing as described in Section 8.3, with the following exceptions:

- (a) Since the test filing must not be sent to a recipient agency, after selecting the “Agencies” feature, the filer must only select “Test Filing” as the “Agency Type” on the “Add a Recipient Agency” screen; and
- (b) To test the payment of filing fees, a filer may select the “Fees” feature and the “Add/Modify” screen will appear. The filer may then select “Test Filing” in the “Agency” box and enter an amount between \$0.01 and \$1.00 in the “Amount” column in the “Filing Fees” box. When finished, the filer must select the “OK” feature and the “Summary of Filing Fees” screen will appear. If the test fee amount is correct, the filer should select the “OK” feature and return to the main cover page of the filing. When the test filing is submitted, the test fee amount will actually be processed in the manner set out in Chapter 5.

8.8 Searching Public Filings

After a filing has been created by a filer and transmitted to the SEDAR server, it will be listed as a project on the filer's "Filing Management" screen in the "Filing Management" module of the SEDAR Filer Software. The "Filing Management" screen is where all of the filings that have been created and submitted by the primary filer and any secondary filers are recorded. To view the cover page for a filing that appears on the "Filing Management" screen, the filer should select the filing to be viewed and select "Open". To ensure that the filer has the most current information on one or more filings, the filer should select and highlight the projects (a maximum of ten) and select the "Refresh Project" feature. This will initiate a connection to the SEDAR server and result in any updated information appearing on the "Filing Management" screen for the project(s) already selected.

To view the cover page for a filing that was created by the filer and sent to the SEDAR server and later deleted from the "Filing Management" screen of the filer, the filer can use the "Refresh List" feature of the SEDAR Filer Software to connect to the SEDAR server, obtain what was previously filed and have it listed on the "Filing Management" screen (assuming the project satisfies the criteria which the filer set for inquiries using the "Quick Search Inquiries" or "Advanced Inquiries" feature under the "Options" menu on the "Filing Management" screen).

A document filed in electronic format will become publicly accessible in the SEDAR Filings Database in the following circumstances:

- the document is made accessible to the public following receipt by one of the recipient agencies;
- the document is filed under the "Continuous Disclosure" category of filing and not under the "Other Filings" filing type.

Once the document has been made accessible to the public, any subscriber using the SEDAR Filer Software that submits an appropriate search inquiry may locate and retrieve the document from the SEDAR Filings Database. If the SEDAR Filer Software is used for database search and retrieval purposes, search and retrieval charges are payable to the SEDAR filing service contractor in the amounts set forth in Appendix E to this Manual.

(a) Building Search Inquiries

Any individual user representing a filing service subscriber can build a customized search inquiry using the criteria choices available in the "Search Filings" module. The inquiry can be saved or submitted to the SEDAR server. Once the inquiry is submitted it will be saved (in case it was not already saved) on the user's local workspace and will be displayed in the list of filing inquiries every time the user opens the module. Existing inquiries can be modified and resubmitted and changes made to any existing inquiry will be saved. Once an inquiry is deleted all associated reports will also be deleted.

(b) Downloading and Retrieving Search Results

Once an inquiry is submitted, a report is returned listing all of the projects containing documents that are publicly accessible and matching the search criteria. Once the user opens the report, the user can select those projects or documents that the user wishes to download to the user's computer. Furthermore, any documents that remain "private" (including those given an access level of "Private-Draft", "Private-Virus", "Private-Incorrect Filing" or "Private-Incorrect Format") but that the user is authorized to view (e.g. a document in a project that the user's responsible subscriber created or a document in a project to which the user has been granted a secondary filer access privilege) will also be listed as part of the report. The filings database report will include a list of filings displaying the name of the issuer, the filing type and the date and time of the filing. When the search inquiry selected is "Issuer/Filer Name" in English or French, or "Profile Number", the report returned will include projects from previous issuer profiles if the "Previous Issuer Information" field in a filer profile had been correctly completed. The projects listed in the "Filing Management" screen with an asterisk in the first position of the left hand column identifies previous issuer projects. The user can view and print certain project details including the cover page, the list of recipient agencies to which the filing was submitted and the list of the documents that were filed. One or more selected documents or the entire project can be retrieved if they are public documents or if they are the filings to which the user has access as described above.

Users should structure searches in order to allow sufficient time to receive reports (as there may be a large number of filings meeting the criteria of the inquiry) and to retrieve documents (as the document may be a large file). Users should also be careful to display the list of documents included in a project and to initiate retrieval on a document-by-document basis to avoid incurring retrieval costs in respect of all documents included in the project. Finally, users should avoid retrieving documents with the access level of "Private-Virus".

(c) Viewing Downloaded Documents

A user can retrieve documents which have been filed previously and made publicly accessible in the SEDAR Filings Database in the SEDAR system.

Users can use the Adobe Acrobat software product to view and print the document. Documents that were filed prior to the introduction of Release 6.0 of the SEDAR Filer Software in the file format of Corel WordPerfect for DOS or Windows, version 5.1, 5.2, 6.0, and 6.1 or Microsoft Word for Windows, versions 6.0x and 7.0 may require a user to use Corel WordPerfect or Microsoft Word software products in order to be able to view and print such documents. For further information, see Section 7.2.

9 SPECIAL REQUIREMENTS FOR CERTAIN ELECTRONIC FILINGS

9.1 Correcting Errors In Electronic Filings

(a) Refiling Documents with Errors

A filer seeking to correct a material typographical or similar error in an electronic filing must refile the entire corrected document using the appropriate cover page for the filing type and a covering letter describing the correction. To prevent confusion between the corrected document and the original document, the corrected document must have a header on every page of the document containing the word “Corrected” with the date of the correction. If the corrected document is filed after the original document has been made available to the public (as would likely be the case with most continuous disclosure documents which become publicly accessible automatically upon submission), then both the original and the corrected versions of the document may be available to the public.

If a filer proposes to file a corrected version of a document filed previously in electronic format, the filer must select the relevant filing on the “Filing Management” screen that the filer wishes to correct. The filer must then select the “Add to a Filing” feature and select “Document” under the “File” pull-down menu. A cover page for the filing to be corrected will then appear. The filer must then select the appropriate document type for the corrected filing, select the “Attach File” feature and select the corrected version of the document from the filer’s personal computer workspace or SEDAR workspace.

After a document filed in electronic format has been made publicly accessible either automatically for most continuous disclosure documents or manually by any of the recipient agencies, an error in the document will have to be corrected by filing a corrected version of (or an amendment to) the document. The corrected version or the amendment, as applicable, will also be made publicly accessible. In this case, both the original document and the corrected or amended document will reside as publicly accessible documents in the SEDAR Filings Database. See Section 9.1(e) below for further details.

(b) Filing Documents Inadvertently Omitted from Earlier Filing

If a filer submits a filing and later discovers that a supporting document was inadvertently omitted from that filing (e.g., a filer files a final long form prospectus and inadvertently omits an auditors’ consent letter), the filer must file the omitted supporting document as an additional filing of the same filing subtype within the same project. Using the previous example, in order to file the auditors’ consent letter, the filer must select the relevant project on the “Filing Management” screen and then pull down on the “File” menu bar, select the “Add to a Filing” feature and select “Document”. The cover page for that project will then appear. The filer must then select the relevant filing subtype (in this case,

final long form prospectus) and attach the previously omitted document (i.e., the auditors' consent letter) to the relevant document type. The filer should then submit the filing. Using the previous example, the filing will then show up on the SEDAR Filings Database as a second "Final Long Form Prospectus" submission within the same project, but with a different submission number.

(c) Refiling Documents Filed under an Incorrect Filing Type or Category of Filing

A filer seeking to correct an electronic filing submitted under an incorrect filing type or category of filing must resubmit the entire electronic filing as a new project by using the appropriate cover page for the correct filing type or category of filing together with a covering letter describing the correction. If the corrected version is filed after the relevant document has been made accessible to the public, both projects and versions of the document may be accessible to the public unless, whether upon request or otherwise, a recipient agency, determines to change the access level of the incorrect filing from "public" to "Private-Incorrect Filing". See Section 9.1(e) below.

(d) Restricting Public Access to Documents in the SEDAR Filings Database

In appropriate circumstances, the applicable recipient agency may restrict public access to a document that would ordinarily be made publicly accessible within the SEDAR Filings Database, such as an electronic filing transmitted to a recipient agency that contains erroneous or inaccurate information.

An electronic filer or a filing agent acting on its behalf in connection with a filing may submit a request to the applicable recipient agency seeking to restrict public access to a document that would ordinarily be made publicly accessible in the SEDAR Filings Database. The recipient agency may restrict public access to a document by changing the access level of the document from "public" to "private" or one of the specific private statuses, as appropriate. See Section 9.1(e).

(e) Procedure to Request a Change in Access Level

A request to change an access level must be made as soon as possible to the principal regulator. The following information must be included in the request:

- (1) Electronic filer's name;
- (2) Project number;
- (3) Submission number;
- (4) Filing type;
- (5) Filing subtype (if applicable);
- (6) The document type and file name;
- (7) The reason(s) for the request.

An electronic filing that has been made available to the public in the SEDAR Filings Database may, if considered appropriate by an applicable recipient agency, have its access level changed, as appropriate.

Publicly available documents are generally posted on a next day basis to the Internet Web site operated by CDS at www.sedar.com. In addition, the SEDAR data reseller service (SEDAR-SCRIBE) provided by CDS distributes publicly available documents on a near real-time basis to information resellers. These information resellers may further distribute documents to the public on a near real-time basis and these documents cannot be retracted from the public domain. Information on SEDAR data reseller service is available on the Internet Web site at www.sedar.com.

(f) Refiling a Filer Profile Submitted Using an Incorrect Filer Profile Type and Removal of Duplicate Filer Profiles

A filer seeking to correct a filer profile submitted under an incorrect filer profile type must resubmit the filer profile as a new filer profile by using the proper filer profile type. If the corrected filer profile is created before any electronic filings have been made in respect of the incorrect filer profile, then only the corrected filer profile would be made publicly accessible. If the corrected filer profile is created and filed after the incorrect filer profile has been made accessible to the public, both filer profiles may be accessible to the public.

The electronic filer to which the incorrect filer profile relates or a filing agent acting on its behalf may request that the incorrect filer profile be deleted from the SEDAR Filer Profiles Database. The “Duplicate Profile Deletion Request Form” is available on the Internet Web site at www.sedar.com and must be delivered to 85 Richmond Street West, Toronto, Ontario M5H 2C9, Attention: SEDAR Operations Administrator, or sent by telecopy to (416) 365-9194 to the attention of the SEDAR Operations Administrator. The request must come directly from the electronic filer or a filing agent acting on its behalf and must be signed by an authorized officer of the electronic filer or the filing agent, as applicable. The following information must be provided : electronic filer’s name, profile number of incorrect filer profile to be deleted, profile number of corrected filer profile, and, if applicable, a request to apply any prepaid annual filing service charges for continuous disclosure in respect of the incorrect filer profile to the new filer profile.

9.2 Exemption For Pre-existing Documents

The National Instrument provides that any supporting document, written correspondence or other written material relating to a document required to be filed with the securities regulatory authority in electronic format may be filed in paper format if the supporting document, written correspondence or other written material was prepared and issued, published or distributed

before January 1, 1997. The form to be used in connection with the exemption for pre-existing documents is SEDAR Form 4, which is set out in Appendix O.

When the exemption for pre-existing documents is used, the document in question may be filed with the securities regulatory authorities in paper format. However, a filer using this exemption must comply, in respect of the document in question, with the paper format rules of the securities regulatory authorities which govern filings not covered by the National Instrument.

If a filing in paper format is being made under the exemption for pre-existing documents, a copy of the SEDAR Form 4 must be filed in electronic format with the electronic filing to which the exemption relates (the signature in the electronic filing must be presented in typed form rather than manual format). To file SEDAR Form 4 in electronic format, the filer must select the name of the document which is subject to the exemption from the document list on the cover page for the electronic filing and select the “Attach” feature. The filer must then select the electronic format of the SEDAR Form 4 from their PC workspace or from their SEDAR workspace. For example, if the pre-existing document being filed in paper format is a material contract made prior to January 1, 1997 that is required to be filed with a long form prospectus, the filer will select “Other material contract(s)” from the document list on the applicable cover page and attach the SEDAR Form 4.

9.3 Documents Incorporated by Reference

The National Instrument provides that if an electronic filing incorporates by reference all or part of a document filed previously in paper format (e.g. Annual Information Form (NI 51-102) (“AIF”) incorporated by reference in a short form prospectus), the document or part thereof incorporated by reference shall be filed in electronic format as a supporting document to the electronic filing. The National Instrument further provides, however, that this requirement does not apply to an electronic filing made by a person or company that has been an electronic filer for less than one year.

There is a document list on every cover page for an electronic filing that lists certain documents that are ordinarily required or permitted to be filed in respect of the type of filing selected. If a filer is required to file a document (or part thereof) incorporated by reference as a supporting document in circumstances where it is not on the document list, the filer must select the “Other” category on the list and select the “Add Document” feature, enter a short description of the document and attach the document. The attached document would then appear on the document list with the short description assigned by the filer.

It should be noted that if annual financial statements or an AIF have been filed under the “Continuous Disclosure” categories noted in Section 9.14, it is not necessary to refile them with a prospectus if they are incorporated by reference into that prospectus. However, if a continuous disclosure document is filed in electronic format as a supporting document to an electronic filing, that continuous disclosure document must also be filed in the manner required of a “Continuous Disclosure” document in the National Instrument and this Manual. In this case, the procedure to attach a previously filed document that is already part of the SEDAR Filings Database should be used. See Section 8.3(n) for more information.

Similarly, if an annual report and management proxy circular have been filed under the cover pages for those items located in the “Continuous Disclosure” category for “Other Issuers”, it is not necessary to refile them with an AIF if they are incorporated by reference into that AIF. As noted in Section 9.14, an issuer must file its AIF and annual report as separate projects (i.e. under separate cover pages).

Electronic filers that file a Form 10-K, Form 10-KSB or Form 20-F in lieu of an AIF through SEDAR may incorporate by reference all or part of a document that is a required exhibit to such filing if that document was previously filed in electronic format through SEDAR as part of a Form 10-K, Form 10-KSB or Form 20-F for a previous year.

9.4 General Filings and Local Filings

There are cover pages for certain filing types that are required or permitted to be filed with the securities regulatory authorities in a number of jurisdictions. These filing types are listed as “General” filings in the folder for filing type which appear in the SEDAR Filer Software and which are reproduced in Part I of Appendix B.

There are also cover pages for certain filing types that are only applicable in a single jurisdiction and, therefore, would ordinarily be filed only with a single securities regulatory authority and/or the market centre in that same jurisdiction. These local filing types are listed under the name of a particular local jurisdiction in the folder for filing type which appear in the SEDAR Filer Software and which are reproduced in Part I of Appendix B (e.g. “British Columbia”, “Ontario”, “Quebec”).

In general, a local filing type should only be used if a filing appropriate to the specific filing type is being made only in a single jurisdiction. For example, the information required to be filed under Section 115 of the regulations made under the Securities Act (Quebec) is a document type (“Information document (QC Sec. 115 Reg.)”) under the Quebec filing type for “Prospectus-Distribution outside Quebec (QC Sec. 12 Act)”. This information should be filed using the cover page for that local filing type located under the “Quebec” folder for filing type under the “Securities Offerings” category for “Other Issuers”.

If the filing is being made in more than one jurisdiction, it should be filed under a single filing type which is a general filing type rather than a local filing type and the applicable local policy should be identified in the “Local Policy Statement Elections” field on page two of the cover page. However, the filer should ensure that the supporting documents appropriate to the local filing type are included in the general filing. In circumstances where such supporting documents are not listed as document types under the general filing type, the filer must add the additional “local” documents to the list of documents for the general filing by selecting the “Other” category on the list, selecting the “Add Document” feature, entering a description of the local document (which would be the same description as used for the local document in the local filing type) and attaching the document. The attached document would then appear on the cover page in the document list for the general filing with the short description entered by the filer.

By way of example, if an issuer is filing a prospectus in more than one jurisdiction, it should use the general filing type appropriate for the issuer and the type of prospectus in the circumstances, even if the prospectus is of a type that would also fit within a local filing type listed in the SEDAR Filer Software by one or more of the securities regulatory authorities. Therefore, a long form prospectus that is being filed in more than one jurisdiction would be filed only under the cover page for a “Long Form Prospectus” (which is a general filing type) even if the prospectus is being filed in compliance with B.C. Local Policy Statement 41-601. However, the particular supporting documents required to satisfy B.C. Local Policy Statement 41-601 must be filed under the “Long Form Prospectus” cover page in the manner described above and the applicable local policy (in this example B.C. Local Policy Statement 41-601) should be identified in the “Local Policy Statement Elections” field on the cover page.

9.5 Certified Disclosure Documents - Certificate of Authentication

The National Instrument also provides that no prospectus, take-over bid circular, issuer bid circular, directors’ circular, officers’ circular, annual information form for a mutual fund, or an amendment or supplement to any of these documents, that contains a certificate signed by a person or company, shall be filed in electronic format unless that person or company has manually signed a Certificate of Authentication on SEDAR Form 6. This form is available in Appendix O to this Manual. The market centre filing requirements may also contain requirements for the execution and delivery of a Certificate of Authentication in respect of a particular electronic filing. An electronic filer that makes an electronic filing of the type indicated must file the manually signed Certificate of Authentication with the SEDAR filing service contractor within three days after the electronic filing is made. A Certificate of Authentication is not required for a preliminary or pro forma prospectus. (Signatures in reports, consents and other material contained in, forming part of, or accompanying any of, the above-mentioned documents do not have to be confirmed by a Certificate of Authentication.) The Certificate of Authentication can be delivered to any office of the filing service contractor in Montreal, Toronto, Calgary or Vancouver. The addresses of those offices are as follows:

Montreal

600, boulevard de Maisonneuve Ouest
Bureau 210
Montréal, Québec
H3A 3J2
Office: (514) 848-1010

Toronto

85 Richmond Street West
Toronto, Ontario
M5H 2C9
Corporate Office: (416) 365-8400
Toronto Branch: (416) 365-8133

Calgary

Suite 630
300 Fifth Avenue South West
Calgary, Alberta
T2P 3C4
Office: (403) 265-7577

Vancouver

609 Granville Street
8th Floor
P.O. Box 10324
Vancouver, B.C.
V7Y 1J8
Office: (604) 631-6000

9.6 Cross-Reference Sheets

If a cross-reference sheet is required to be filed as a supporting document in respect of an electronic filing, the cross-reference sheet must refer to the relevant headings and sub-headings where the prescribed information is located in the principal document and not to any page numbers, since the pagination of the document from a viewer's perspective may be different from that of the filer.

9.7 Blacklined Documents

Applicable securities legislation or securities directions require that certain documents filed with the securities regulatory authorities be "blacklined" to reflect changes made to a document filed previously. Electronic filers must file a blacklined copy of a document in electronic format through SEDAR if the applicable securities legislation or securities directions require the filing of a blacklined copy of a document. Filers may create blacklined copies of electronic filings either in manual form using word processing software or in automated form using document comparison software, provided that the "blacklined" copy of the revised document reasonably identifies any material changes to the previously filed document and are submitted in acceptable electronic format. Blacklined prospectuses must not be filed under the filing subtype "Amendment to Preliminary" or the filing subtype "Amendment to Final".

A blacklined copy of a document filed through SEDAR should be submitted using the appropriate document type listed under the relevant filing type or filing subtype. For example, there is a document type for "Blacklined pro forma simplified prospectus" listed under the "Pro Forma" filing subtype on the cover page for "Simplified Prospectus and Annual Information Form (NI 81-101)" located under the "Securities Offering" category for "Investment Fund Issuers". If there is no appropriate document type listed under a filing type or filing subtype, then the "Other" document type should be used to attach the blacklined copy of the document and the document should be described as "Blacklined (insert document name)".

9.8 Applications or Requests for Exemptive Relief

The National Instrument provides that electronic filers must file all applications and requests made pursuant to NI 81-102, in electronic format using SEDAR. It is not relevant whether applications and requests of this type are related to the filing of a prospectus. These applications and requests must be assembled and transmitted using the cover page for "Applications (NI 81-102)" located in the "Exemptions and Other Applications" category for "Investment Fund Issuers". This filing type must be used for these applications and requests even where they are being filed at the same time as a prospectus filing (if the application or request does relate to a prospectus filing, this should be identified in a covering letter filed with the application or request). In addition, all correspondence and other material relating to these types of applications, including draft orders, must be filed in this manner.

The National Instrument provides further that an electronic filer may file an application or request for exemptive relief from, or approval under, the securities legislation in electronic format if:

- (a) the application or request relates to a prospectus filed or to be filed in electronic format; and
- (b) the exemptive relief or approval being sought is reasonably required to facilitate a distribution of securities to which the prospectus relates.

These types of applications and requests must be assembled and transmitted using the cover page for “Exemptions and Other Applications – in connection with a Prospectus Filing” located in the “Exemptions and Other Applications” category for “Investment Fund Issuers” or “Other Issuers”, as applicable. If the application or request is being filed in connection with a prospectus filing, the relevant field in the applicable cover page must indicate that the application or request is being so filed.

Except as discussed above, all applications or requests for exemptive relief must be filed in paper format.

9.9 Technical Reports - Oil and Gas or Mining

The National Instrument provides that an oil and gas report that is prepared and filed as a supporting document shall not be filed in electronic format, except for any part that is a summary of the report. The Companion Policy to NI 51-101 states that Forms 51-101F1, 51-101F2 and 51-101F3 or a statement or report referred to in section 2.1 of National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities (NI 51-101), must be filed in electronic format via SEDAR.

National Instrument 43-101 Standards of Disclosure for Mineral Projects, (NI 43-101) requires the filing of technical reports in connection with mineral projects in a wide variety of circumstances. A technical report should be filed as a supporting document under the appropriate cover page on SEDAR.

To deal with the voluminous nature of these materials a filer should reduce the resolution of the PDF documents, change documents from colour to black and white and remove any unnecessary photographs. If photographs are removed, the area where the photograph resided in the documents should be marked with a description of the removed photograph. Details of how to request the complete version of the technical report should be included in a cover letter.

9.10 Simplified Prospectus and Annual Information Form for Several Investment Funds

Where one simplified prospectus and annual information form is used to qualify the mutual fund securities of more than one mutual fund, the simplified prospectus and annual information form must be filed using the cover page for “Simplified Prospectus and Annual Information Form (NI 81-101)” located under the “Securities Offering” category for “Investment Fund Issuers”. This cover page has space to list all of the mutual funds whose securities are qualified by the filing. In this situation, SEDAR filing service charges are only payable in respect of the combined filing and not in respect of each mutual fund.

9.11 Preliminary Prospectus and Pro forma Prospectus

(a) Combined Initial Mutual Fund Offering and Continued Mutual Fund Offering

NI 81-101 provides that, prior to the filing of a simplified prospectus, the mutual fund shall file either a preliminary simplified prospectus in the case of an initial offering of mutual fund securities or a pro forma (or renewal) simplified prospectus in the case of an offering of mutual fund securities that is being continued. Where a single annual information form and a single simplified prospectus are used to qualify the distribution of securities of more than one mutual fund and it is desired at the time of filing the pro forma simplified prospectus relating to a continued offering of mutual fund securities to include the securities of a mutual fund which have not been previously qualified for distribution, it is permissible to include the securities of such mutual fund in a pro forma simplified prospectus relating to the continued offering, provided that such pro forma simplified prospectus is identified in the manner provided in NI 81-101 as being a preliminary simplified prospectus in respect of the securities of the new mutual fund and as a pro forma simplified prospectus in respect of the securities of the mutual fund(s) in respect of which it is a pro forma simplified prospectus.

For purposes of electronic filings through SEDAR, if the same offering documents are used to qualify both a continuing offering of securities of the existing mutual funds and a new offering of securities of another mutual fund (with a legend so indicating), these offering documents must be filed as part of the same project using the cover page for the “Preliminary Simplified Prospectus” filing subtype in respect of the mutual fund whose securities had not been previously qualified for distribution and in respect of the mutual funds whose offerings are being continued. A cover letter should be filed as part of the filing noting that, although the prospectus is being filed using the cover page for the “Preliminary Simplified Prospectus” filing subtype, it should be treated as a pro forma simplified prospectus in respect of the mutual funds whose offerings are being continued.

When making a combined submission of this type, a filer must select only from the document types listed for the particular filing subtype (e.g. Preliminary) to be submitted and must not attach document files to document types listed under other filing subtypes (e.g. Final) since this will change the filing subtype for the submission. If a document to be submitted as part of a particular filing subtype does not correspond to any of the document types listed for that filing subtype, then the “Other” document type must be selected and the filer must specifically name the document to be attached.

(b) Initial Offering in one Jurisdiction and Continued Offering in Another Jurisdiction

A mutual fund or other issuer may offer securities as part of an initial offering in one jurisdiction and a continued offering in another jurisdiction. In this situation, the initial offering would require the filing of a preliminary prospectus while the continued offering would require the filing of a pro forma prospectus.

If the same prospectus is used for both the initial offering jurisdiction and the continued offering jurisdiction (with a legend so indicating), it must be filed as part of the same project using the cover page for the applicable preliminary prospectus filing subtype for purposes of both jurisdictions. A cover letter should be filed as part of the filing noting that, although the prospectus filed using the cover page for the applicable preliminary prospectus filing subtype, it should be treated as a pro forma prospectus in respect of the continued offering jurisdiction.

When making a submission of this type, a filer must select only from the document types listed for the particular filing subtype to be submitted and must not attach document files to document types listed under other filing subtypes or otherwise the subtype could change. If a document to be submitted as part of a particular filing subtype does not correspond to any of the document subtypes listed for that filing subtype, then the “Other” document type must be selected and the filer must specifically name the document to be attached.

(c) Joint Filings by Mutual Fund Groups

For business reasons, two or more mutual funds may prepare and file a joint AIF or other common disclosure document even though one (or more) of such mutual funds has filed a separate simplified prospectus from the others and, therefore, belongs to a separate mutual fund group. In these cases, the joint AIF or other common disclosure document must be filed separately in SEDAR in respect of each separate Investment Fund Group Profile. This will require multiple submissions of the document or the “attach previously filed document” functionality can be used.

(d) Non-Mutual Fund Prospectus with More Than One Issuer

If a non-mutual fund prospectus has more than one issuer, the prospectus must be filed separately by each issuer using the issuer’s filer profile. A cover letter must be filed separately by each issuer indicating the basis for and particulars of the multiple filings. The principal regulator will select one of the projects and will submit correspondence on that project to indicate status in respect of each project involved. Applicable CSA filing fees and SEDAR filing service charges must be paid separately in respect of each project. Receipts will be submitted separately by the securities regulatory authorities in respect of each project.

9.12 Mutual Reliance Review System for Prospectuses and AIFs

The Canadian securities regulatory authorities have adopted National Policy 43-201 - “Mutual Reliance Review System for Prospectuses and AIFs”, that describes procedures specific to the filing and review of prospectuses, including mutual fund and shelf prospectuses, amendments to prospectuses, and annual information forms filed under the short form prospectus system.

NP 43-201 requires a filer to file “materials” with all applicable “non-principal regulators” contemporaneously with the filing of such materials with the “principal regulator”. The electronic filing of the materials with the applicable principal regulator and non-principal regulators through SEDAR will constitute contemporaneous filing in accordance with NP 43-201.

When filings are made under NP 43-201, the filer must indicate on the applicable cover page that the filing is being made under the Mutual Reliance Review System, and must select the checkbox in the Principal Regulator column next to the name of the applicable securities regulatory authority on the “Recipient Agencies” screen.

9.13 Going Private Transaction Filings and Related Party Transaction Filings

In certain jurisdictions there are special filings required in connection with “going private transactions” and “related party transactions”. To the extent applicable, a document relating to a going private transaction or a related party transaction shall be filed using the cover page for the general filing type appropriate to the document. For example, a notice of meeting, a management proxy/information circular and form of proxy relating to a going private transaction or a related party transaction would be filed using the cover page for the “Management Proxy Materials” located under the “Continuous Disclosure” category for “Other Issuers”.

If there is no other applicable filing type for the particular document, then the document should be filed using the cover page for “Going Private Transaction Filings” or “Related Party Transaction Filings”, as applicable, located under the “Going Private/Related Party Transactions” category for “Other Issuers”.

Issuers often prepare (and may continue under SEDAR to prepare) management proxy/information circulars which contain, as appendices, certain documents (such as formal valuations and prior valuations) required to be filed in certain jurisdictions in connection with a going private transaction or a related party transaction. If there is a separate filing requirement relating to the document or disclosure item and the document or disclosure item is not listed as a document type under the “Management Proxy Materials” filing type, then such document or disclosure item must also be filed separately in the SEDAR system using the cover page for “Going Private Transaction Filings” or “Related Party Transaction Filings”, as applicable, located under the “Going Private/Related Party Transactions” category for “Other Issuers”.

9.14 Annual Information Forms, Management’s Discussion and Analysis and Future-Oriented Financial Information, Annual and Interim Reports, Annual and Interim Financial Statements

(a) General

An electronic filer that is a reporting issuer must file continuous disclosure documents using the appropriate cover page under the “Continuous Disclosure” category of filings for mutual funds or other reporting issuers, as applicable. Reporting issuers often prepare and disseminate annual reports to security holders which contain the issuer’s annual financial statements, management’s discussion and analysis of financial condition and results of operations (“MD&A”) and, if required, future-oriented financial information. Reporting issuers are also required to prepare and file interim MD&A in accordance with NI 51-102. Some reporting issuers may prepare and disseminate interim financial statements which also contain the issuer’s interim MD&A. For purposes of SEDAR, if there is a separate requirement to file a particular document or particular disclosure material, the document or other disclosure material must be filed separately in the SEDAR system using an appropriate cover page for the particular filing type or subtype and paying any applicable CSA filing fees for that filing type or subtype. The above-mentioned filing types for annual and interim filings are located under the “Continuous Disclosure” categories for “Investment Fund Issuers” and “Other Issuers”, as applicable.

Specifically, the following documents (if they are required to be filed) must be filed as separate projects (i.e. under separate cover pages) as described in greater detail in the subsections below:

- (b) Annual Information Forms;
- (c) Annual and Interim MD&A;
- (d) Annual Reports;
- (e) Annual and Interim Management Report of Fund Performance;
- (f) Financial Statements
- (g) Annual and Interim Certificates
- (h) Business Acquisition Report
- (i) Documents Affecting the Rights of Security Holders/Material Documents

(b) Annual Information Forms

(i) Mutual Funds

An annual information form (“AIF”) for a mutual fund issuer under NI 81-101 must be filed using the cover page for “Simplified Prospectus and Annual Information Form (NI 81-101)”, located under the “Securities Offerings” category for “Investment Fund Issuers”.

Where disclosure for more than one mutual fund is contained in the AIF, the procedure to be followed for listing the relevant mutual funds is set out in Section 9.10.

(ii) Other Issuers

With the implementation of National Instrument 51-102, all non-investment fund reporting issuers with the exception of venture issuers are required to file an AIF and must file it in the filing type “Annual Information Form (NI-51-102)”. A venture issuer must file an AIF if the venture issuer intends to use or already uses the short form prospectus system under National Instrument 44-101.

With the implementation of National Instrument 81-106, all investment fund reporting issuers (other than mutual funds that file an AIF under NI 81-101) are required to file an AIF and must file it in the filing type “Annual Information Form (NI 81-106)”.

With the implementation of NI 44-101, short form prospectus issuers must file a “Notice of Intent to Qualify” one time under the “NI 44-101 Notice of Intent” filing type. Issuers must then continue to comply with their AIF obligations under either NI 81-106 or NI 51-102, as applicable.

As noted in Section 9.3, electronic filers that file a Form 10K, Form 10KSB or Form 20F in lieu of an AIF may omit an exhibit to that Form 10K, Form 10KSB or Form 20F if the exhibit is incorporated by reference from a Form 10K, Form 10KSB or Form 20F for a previous year that included the exhibit and that was filed in electronic format through SEDAR.

(c) Annual and Interim MD&A

All issuers, except mutual fund issuers, are required to file an Annual and Interim MD&A (some exemptions may apply). An electronic filer that is required to prepare and file Annual and Interim MD&A disclosure, must file this disclosure in electronic format through SEDAR as a separate project using the cover page for “Annual MD&A” or “Interim MD&A”, as applicable, located under the “Continuous Disclosure” category for “Other Issuers”. If Annual or Interim Financial Statements are sent to security holders, Annual or Interim MD&A is required to be sent at the same time. All issuers filing an AIF are required to incorporate by reference or reproduce Annual MD&A disclosure in an AIF.

(d) Annual Reports**(i) Mutual Funds**

Mutual funds that are required to file an annual report, including any annual report sent to their security holders, must assemble and transmit the filing using the cover page for “Annual Report” located under the “Continuous Disclosure” category for “Investment Fund Issuers”.

(ii) Other Issuers

Other reporting issuers that are required to file an annual report, including any annual report sent to their security holders, must assemble and transmit the filing using the cover page for “Annual Report” located under the “Continuous Disclosure” category for “Other Issuers”.

(e) Annual and Interim Management Report of Fund Performance

A mutual fund must file an annual and interim management report of fund performance for each financial year or interim period at the same time it files its annual or interim financial statements for that financial period. If Annual or Interim Financial Statements are sent to security holders, the annual or interim management report of fund performance is required to be sent at the same time.

(f) Financial Statements**(i) Annual or Interim Financial Statements**

Annual financial statements and interim financial statements must be filed using the cover page for “Annual Financial Statements” and “Interim Financial Statements”, respectively, located under the “Continuous Disclosure” category for “Investment Fund Issuers” and “Other Issuers”, as applicable. The filing of an annual financial statement triggers the annual filing service charge for continuous disclosure, this charge must be paid by or on behalf of the electronic filer by electronic payment at the same time as the annual financial statements are filed with one or more securities regulatory authorities.

(ii) Draft Financial Statements

If draft financial statements are being submitted as part of an existing project (e.g. draft financial statements being filed with a second response letter in a prospectus filing), the filer would use the “Formal Correspondence” screen in the SEDAR Filer Software. The filer would select the project on the “Filing Management” screen and then pull down on the “File” menu bar and select “Add To A Filing” and then select

“Formal Correspondence.” The “Formal Correspondence” screen would then appear. The screen contains a list of document types to be attached. The filer would select “Other Correspondence” on the list and select the “Add Document” feature, enter a description of the document (e.g. “Attachment Second Response Letter”) and attach the document. The attached document would then appear on the document list with the short description assigned by the filer.

If draft financial statements are being submitted as part of pre-filing correspondence (i.e. correspondence submitted before the filing of a preliminary prospectus or other document), then they must be submitted in paper format only (see discussion in Section 10.3(e)).

(g) Annual and Interim Certificates

Other issuers that are required to file Annual and Interim Certificates in accordance with Multi-Lateral Instrument 52-109, must file using the cover page for “Annual Certificates” and “Interim Certificates”, respectively, located under the “Continuous Disclosure” category for “Other Issuers”, as applicable.

(h) Business Acquisition Report

A reporting issuer that is required to file a Business Acquisition Report in accordance with NI 51-102, must file the document as a separate project using the cover page for “Business Acquisition Report” located under the “Continuous Disclosure” category for “Other Issuers”.

(i) Documents Affecting the Rights of Security Holders/Material Documents

National Instrument 51-102 provides that a reporting issuer must file copies of documents affecting the rights of security holders, constating documents and/or material documents as a separate project, using the cover page for “Documents Affecting the Rights of Security Holders/Material Documents” located under the “Continuous Disclosure” category for “Other Issuers”.

9.15 News Releases and Material Change Reports

If an electronic filer experiences a material change that creates a legal obligation to file a news release and, in certain jurisdictions, a material change report, the news release issued in respect of the material change must be filed using the cover page for “News Releases” located in the “Continuous Disclosure” category for “Investment Fund Issuers” or “Other Issuers”, as applicable. Filers must then select the document type “News Release.”

The material change filing (which often has a copy of the news release attached) must be filed as a separate filing using the cover page for “Material Change Report” located in the “Continuous

Disclosure” category for “Investment Fund Issuers” or “Other Issuers”, as applicable. Filers must then select the document type “Material Change Report.”

Other news releases that are required to be filed electronically must also be filed using the cover page for “News Releases” located in the “Continuous Disclosure” category for “Investment Fund Issuers” or “Other Issuers”, as applicable. Other news releases that are subject to these requirements include the following:

- (a) news releases issued under NI 51-101 or NI 51-102; and
- (b) news releases that are required to be issued or filed in connection with related party transactions.

Despite the foregoing, news releases filed by a third party in respect of an issuer that is an electronic filer are subject to the following requirements:

- (a) news releases issued by a third party under the “early warning” reporting requirements must be filed in the manner set out in Section 9.22; and
- (b) news releases issued by a third party in connection with a take-over bid circular or notice of change or variation filed by that third party must be filed in the manner set out in Section 9.20(b).

News releases and, where required, material change reports should not be filed with a securities regulatory authority in a jurisdiction if the electronic filer does not have a legal obligation to do so.

9.16 Documents Sent to Security Holders

Except for documents that are specifically identified in the SEDAR Filer Software, documents that are being filed electronically with a securities regulatory authority solely pursuant to a requirement to file documents sent by an issuer to its security holders, must be filed using the cover page for “Other Filings” located in the “Continuous Disclosure” category for “Investment Fund Issuers” or “Other Issuers”, as applicable.

9.17 Documents Filed with Other Agencies and Stock Exchanges Outside the Local Jurisdiction

Except for documents that are specifically identified in the SEDAR Filer Software, documents that are being filed solely pursuant to a requirement to file documents filed with a governmental agency or stock exchange in a jurisdiction outside the local jurisdiction, must be filed using the cover page for “Other Filings” located in the “Continuous Disclosure” category for “Investment Fund Issuers” or “Other Issuers”, as applicable.

9.18 Management Proxy Materials

The “Management Proxy Materials” filing type contains document types for “Notice of Meeting” and “Management Information Circular”. Although some issuers circulate these documents to security holders as a combined document, Section 7.2(a) requires that each document is being transmitted as part of an electronic filing must be prepared as a separate electronic file.

9.19 Notice of Securityholders’ Meeting and Record Date

A notice of securityholders’ meeting and record date under National Instrument 54-101 must be filed by selecting the “Notice of the meeting and record date” filing type located under the “Continuous Disclosure” category for “Investment Fund Issuers” or “Other Issuers”, as applicable. The balance of the material relating to the particular meeting of securityholders must be filed under the “Management Proxy Materials” filing type located under the “Continuous Disclosure” category for “Investment Fund Issuers” or “Other Issuers”, as applicable.

9.20 Third Party Filings - Take-over Bid Filings

(a) General

All documents that are required to be filed under the filing type named “Take-over Bid Filings” must be filed under a single type of cover page called “Third Party Cover Page”. Before proceeding with a filing of this type, a filer must first verify that the latest version of the filer profile for the issuer (offeree) and the filer (offeror) is on the filer’s local profiles database by performing a refresh on these profiles while in the “Profile Management” module or completing a search in “Search Profiles” to obtain the profile(s).

(b) Filings by Offeror

A filer (offeror) that is filing a take-over bid circular or notice of change or variation in respect of a take-over bid must file these documents and any supporting documents under the cover page for “Take-over Bid Filings”.

When using the cover page for “Take-over Bid Filings”, the filer must use the “List” feature on the cover page and view the “Issuer Name (Offeree):” field. A window listing “Investment Fund Issuers, Other Issuers and Other Filings” will appear and the filer must select the name of the offeree to populate that field from the profiles of all three types that are displayed. The filer must then use the “List” feature on the cover page and view the “Filer Name (Offeror):” field. A window listing “Investment Fund Issuers, Other Issuers and Other Filings” will appear and the filer must select the name of the offeror to populate that field from the profiles of all three types that are displayed to select the name of the offeror to populate that field. This process will ensure that the filing is recorded both against the target issuer and the offeror in the SEDAR Filings Database. This is particularly

important in the case of a securities exchange take-over bid where the take-over bid circular is, in effect, a prospectus of the offeror.

If a news release is required to be filed in connection with a take-over bid circular or notice of change or variation filed by that party in respect of a take-over bid, the filer must select the “other” category on the document list under the cover page for “Take-over Bid Filings – Offeree” and the cover page for “Take-over Bid Filings – Offeror”. In each case, the filer must then select the “Add Document” feature, enter a short description of the news release and attach the news release. The attached news release would then appear on the document list with the short description assigned by the filer.

The electronic filing take-over bid circular against the filer profiles of the offeror and the offeree is made using a single project in the SEDAR system. A notice of change or variation in respect of the take-over bid and any supporting documents must also be filed as part of the project using the “Notice of Change or Variation” filing subtype.

(c) Filings by Directors or Officers of Offeree

(i) Directors’ Circular

Where the directors of an issuer that is the target of a take-over bid are required or permitted to file a directors’ circular in respect of a take-over bid, such filings shall be assembled electronically using the SEDAR Filer Software and transmitted electronically to the SEDAR server by the offeree (i.e. the target of the take-over bid) on behalf of the directors. Such an offeree (or a filing agent acting on its behalf) must file these filings and any supporting documents under the cover page for “Take-over Bid Filings”. After selecting the appropriate cover page, the filer would select the filing subtype “Directors’ Circular”.

When using the cover page for “Take-over Bid Filings”, the filer must use the “List” feature on the cover page and view the “Issuer Name (Offeree):” field to select the name of the offeree to populate that field. The filer must then use the “List” feature on the cover page and view the “Filer Name (Offeror):” field to select the name of the offeror to populate that field.

The filing of a directors’ circular against the filer profiles of the offeror and the offeree is made using a single project in the SEDAR system. A follow-up directors’ circular, in response to a notice of change or variation filed in respect of the same take-over bid, must also be filed as part of that project.

(ii) Individual Director’s or Officer’s Circular

Where individual directors or officers are required or permitted to file individual director’s or officer’s circulars in respect of a take-over bid or an amendment or supplement thereto (i.e. in response to a notice of change or variation made by the offeror), these filings must be assembled electronically using the SEDAR Filer Software and transmitted electronically to the SEDAR server by the director or officer in question or a filing agent acting on its behalf. In this case, the filer must submit these filings and any supporting documents under the cover page for “Take-over Bid Filings”. After selecting the cover page, the filer must select the filing subtype “Director’s or Officer’s Circular (Individual)”.

When using the cover page for “Take-over Bid Filings, the filer must use the “List” feature on the cover page and view the “Issuer Name (Offeree):” field to select the name of the offeree to populate that field. The filer must then use the “List” feature on the cover page and view the “Filer Name (Offeror):” field to select the name of the offeror to populate that field.

The filing of an individual director’s or officer’s circular against the filer profiles of the offeror and the offeree is made using a single project in the SEDAR system. An amendment or supplement of the same individual (i.e., in response to a notice of change or variation filed in respect of the same take-over bid) must also be filed as part of that project.

(d) CSA Filing Fees and SEDAR Filing Service Charges

The CSA filing fees and SEDAR filing service charges payable in connection with the “Take-over Bid Filings” under the cover page for “Take-over Bid Filings” are associated only with the “Issuer Name”. The “Filer Name” will not appear on the “Payment Status Detail” or “Summary of Filing Fees” screens in respect of the filing.

9.21 Third Party Filings - Exempt Take-over Bid Filings

If a third party that is an electronic filer is required to file exempt take-over bid filings, such filings must be made using the cover pages for “Exempt Take-over Bid Filings” located in the “Third Party Filers” category.

A filer making this type of filing must use the “List” feature on the third party cover page to select the name of the offeree issuer (the target of the exempt take-over bid) to populate the “Issuer Name (Offeree):” field. Note that the name of the third party filer must not be selected in the “Issuer Name (Offeree):” field even though the third party filer itself may be an issuer of securities. The filer must then use the “List” feature on the cover page and select the name of the third party filer (offeror) to populate the “Filer Name (Offeror):” field.

9.22 Third Party Filings - Securities Acquisition Filings

If a third party that is an electronic filer is required to file a news release and report under the “early warning” reporting system, such filings must be made using the cover page for “Securities Acquisition Filings (Early Warning)” or “Securities Acquisition Filings (Alternative Monthly Report)”, as applicable, located in the “Third Party Filers” category and selecting the applicable filing subtype. Although the news release, early warning report and disqualification report are filed under separate filing subtypes under the filing type “Securities Acquisition Filings (Early Warning)”, and may be filed in separate submissions, all of these documents must be filed as part of the same project.

A filer making this type of filing must select the “List” feature on the third party cover page to select the appropriate name to populate the “Filer Name (Offeror):” and “Issuer Name (Offeree):” fields.

9.23 Third Party Filings - Proxy Solicitation Materials

If a third party that is an electronic filer is required to file proxy solicitation materials, such filings must be made using the cover page for “Proxy Solicitation Materials” located in the “Third Party Filers” category.

A filer making this type of filing must use the “List” feature on the cover page and view the “Issuer Name” field to select the name of the reporting issuer to populate that field. The third party filer must not select its own name in the “Issuer Name” field even where the third party filer itself is an issuer of securities. The third party filer must then use the “List” feature on the cover page and view the “Filer Name” field to select the name of the person or company that is soliciting the security holders of the reporting issuer to populate that field.

10 MANAGEMENT OF ELECTRONIC FILINGS AFTER TRANSMISSION AND CORRESPONDENCE USING SEDAR

10.1 Introduction

(a) General

After a filing has been transmitted electronically to the SEDAR server, the recipient agencies that were designated in the cover page information will ascertain that the filing has been submitted to the SEDAR server after they next connect to the SEDAR server to check for new filings. The appropriate analysts or other individuals at the recipient agencies will then review the filing and download any documents attached to the cover page that need to be reviewed by the recipient agency.

This chapter applies to electronic filings other than filer profiles or amendments to filer profiles.

(b) Formal Correspondence

If appropriate, the recipient agencies will use the SEDAR system to send correspondence (applicable to that particular recipient agency) to the filer who sent the electronic filing. Furthermore, the securities regulatory authorities will only use the SEDAR system to send correspondence on filings under the filing categories of “Securities Offerings” or “Exemptions and Other Applications”. Filers must respond to this correspondence by using the “Formal Correspondence” screen in the SEDAR Filer Software. For example, receipts for prospectuses and comment letters will be sent to filers by a securities regulatory authority using the SEDAR system and response letters to these comment letters should also be sent in the SEDAR system. Correspondence on filings within the other categories of filings will not generally be sent using the SEDAR system since these filing categories, which include “Continuous Disclosure”, are generally for filing of public documents only.

Normally, formal correspondence can only be read by the filer or recipient agency that sent it, the recipient of the formal correspondence and the other recipient agencies that received the original filing unless a recipient agency makes a formal correspondence document a publicly accessible document. However, if a secondary filer is granted an access privilege in respect of a project, that secondary filer may be able to view the existence of the formal correspondence, or download it.

(c) Informal Correspondence

E-mail must not be used to file documents or to submit correspondence that is intended to be formal or part of the files of the recipient agencies. If a filer sends

E-mail messages to a securities regulatory authority containing material which would normally be considered to be formal correspondence, the securities regulatory authority will ask the filer to resend the material using the “Formal Correspondence” screen. SEDAR E-mail is described in Section 4.12(b).

10.2 Status Tracking

(a) General

A filing service subscriber that has submitted the electronic filing or a secondary filer with an access privilege is able to monitor both the completion of the transmission to the SEDAR server and the status of the filing with each of the recipient agencies. This monitoring is facilitated using a status tracking function which requires the subscriber to access the SEDAR server for an updated status report.

A subscriber, including a secondary filer with an access privilege, is also able to determine when its particular filing has been made accessible to the public or, in certain cases, the reason why the filing is private. This is done by viewing the “Access” column on the appropriate open submission screen.

Although the filing service contractor has staff available to assist filers in making electronic filings and to address issues relating to electronic transmission problems, staff of the filing service contractor or applicable recipient agencies will not ordinarily respond orally or in writing to inquiries as to whether an electronic filing has been received by the SEDAR server or downloaded by the recipient agencies to which it has been addressed. Receipts and other confirmations of acceptance issued by recipient agencies in respect of electronic filings will generally be transmitted electronically to the SEDAR server. The filer must regularly use the “Refresh List” or “Refresh Project” feature in the “Filing Management” module of the SEDAR Filer Software to ascertain the status of its filings.

(b) Status Details

A filing service subscriber or a secondary filer with an access privilege can check the status of a project by using the “Filing Status” screen in the “Filing Management” module in the SEDAR Filer Software.

The “Filing Status” screen will show one of the following for each project that has been electronically filed using the SEDAR system:

Types of Filing Status for Recipient Agencies:

Filed with SEDAR - The filing has been successfully uploaded or transmitted to the server.

Received by Agency - The recipient agency has successfully downloaded the filing.

Note: This status applies to only the documents which the recipient agency has selected to download.

Types of Filing Status for Securities Regulatory Authorities:

Issued MRRS Decision Document (Preliminary) - The principal regulator has issued a preliminary MRRS decision document via formal correspondence.

Issued Preliminary Receipt - The securities regulatory authority has issued a receipt for a preliminary prospectus via formal correspondence.

Not Clear for Amendment to Preliminary - The securities regulatory authority is not satisfied with the responses to its comments on the amended preliminary prospectus and cannot issue a preliminary receipt or MRRS decision document for an amended prospectus.

Clear for Amendment to Preliminary - The securities regulatory authority is satisfied with the responses to its comments but has not yet issued a preliminary receipt or MRRS decision document for an amended prospectus.

Issued MRRS Decision Document (Amendment to Preliminary) - The principal regulator has issued a preliminary MRRS decision document for an amendment to a preliminary prospectus, via formal correspondence.

Issued Receipt for Amendment to Preliminary Prospectus - The securities regulatory authority has issued a receipt for an amendment to a preliminary prospectus via formal correspondence.

Under Review - The securities regulatory authority is reviewing the filing. Although this status may be used for any filing type or subtype, it

will be used most frequently with filings requiring an approval or other form of clearance from a securities regulatory authority. Examples of the types of filings include prospectuses, amendments to prospectuses, rights offering circulars and exemptive relief applications.

MRRS-Opt Out	- The non-principal regulator has opted out of the MRRS.
Sent Objection Letter	- The securities regulatory authority has sent an objection letter relating to a filing via formal correspondence.
Sent First Comment Letter	- The securities regulatory authority (the principal regulator in the case of MRRS filings) has sent the first comment letter via formal correspondence.
Received First Response Letter	- The securities regulatory authority has received the filer's first response letter via formal correspondence.
Sent Second Comment Letter	- The securities regulatory authority (the principal regulator in the case of MRRS filings) has sent the second comment letter via formal correspondence.
Received Second Response Letter	- The securities regulatory authority has received the filer's second response letter via formal correspondence.
Sent Subsequent Comment Letter	- The securities regulatory authority has sent a subsequent comment letter via formal correspondence.
Received Subsequent Response Letter	- The securities regulatory authority has received the filer's subsequent response letter via formal correspondence.
Sent Comment Letter for Amendment to Prospectus	- The securities regulatory authority has sent a comment letter for an amendment to a prospectus via formal correspondence.
Sent Other Correspondence	- The securities regulatory authority has sent other correspondence via formal correspondence.
Received Other Correspondence	- The securities regulatory authority has received the filer's other correspondence via formal correspondence.
Sent Acknowledgement to Evidence Exemption by a Receipt	- The securities regulatory authority has sent acknowledgment via formal correspondence that it has granted an exemption from the requested prospectus form or content requirement and such relief will be evidenced by the issuance of the final receipt or MRRS decision document.

Sent Notice of Refusal to Evidence the Exemption	- The securities regulatory authority has sent notice via formal correspondence that it will not be granting an exemption from the requested prospectus form or content requirement.
Sent Refusal Letter	- The securities regulatory authority has sent a refusal letter via formal correspondence.
Issued Cease Trade Order	- The securities regulatory authority has issued a cease trade order for a defective prospectus via formal correspondence.
Clear for Final	- The securities regulatory authority is satisfied with the response to its comments and is clear to receive final material, but has not yet issued a receipt, MRRS decision document, or a notice of acceptance for filing, as the case may be.
Not Clear for Final	- The securities regulatory authority is not satisfied with the response to its comments and is not clear to receive final materials.
MRRS-Opt Back In - Clear for Final	- The non-principal regulator has opted back into the MRRS.
Reconfirmation of Clear for Final Requested	- The principal regulator has requested via formal correspondence that each non-principal regulator reconfirm that it is “Clear for Final”.
Reconfirmed Clear for Final	- The non-principal regulator has reconfirmed that it is “Clear for Final”.
Issued MRRS Decision Document (Final)	- The principal regulator has issued a final MRRS decision document for a prospectus via formal correspondence.
Issued Final Receipt	- The securities regulatory authority has issued a final receipt via formal correspondence.
Issued Receipt for Amendment to Final Prospectus	- The securities regulatory authority has issued a receipt for an amendment to a final prospectus via formal correspondence.
MRRS-Opt Out-First Amendment to Final	- The non-principal regulator has opted out of the MRRS for the first amendment to a final prospectus.
Not Clear for First Amendment to Final	- The securities regulatory authority is not satisfied with the responses to its comments and is not ready to receive final materials for the 1 st amendment to a final prospectus.

Clear for First Amendment to Final	- The securities regulatory authority is satisfied with the response to its comments and is clear to receive final material for the first amendment to a final prospectus, but has not yet issued a receipt or MRRS Decision Document.
MRRS-Opt Back In-Clear for First Amendment to Final	- The non-principal regulator has opted back into the MRRS for the first amendment to a final prospectus.
Reconfirmation Clear for Final Requested - 1st Amendment Final	- The principal regulator has sent a memo via formal correspondence asking for reconfirmation from the non-principal regulators that they are “Clear for Final” for the 1 st amendment to a final prospectus.
Reconfirmed Clear for First Amendment to Final	- The non-principal regulator has reconfirmed that it is “Clear for Final” for the first amendment to final.
Issued MRRS Decision Document (1st Amendment Final)	- The principal regulator has issued a final MRRS decision document for the 1 st amendment to a final prospectus, via formal correspondence.
MRRS-Opt Out-Second Amendment to Final	- The non-principal regulator has opted out of the MRRS for the second amendment to a final prospectus.
Not Clear for Second Amendment to Final	- The securities regulatory authority is not satisfied with the responses to its comments and is not ready to receive final materials for the 2 nd amendment to a final prospectus.
Clear for Second Amendment to Final	- The securities regulatory authority is satisfied with the response to its comments and is clear to receive final material for the second amendment to a final prospectus, but has not yet issued a receipt or MRRS decision document.
MRRS-Opt Back In-Clear for Second Amendment to Final	- The non-principal regulator has opted back into the MRRS for the second amendment to a final prospectus.
Reconfirmation Clear for Final Requested - 2nd Amendment Final	- The principal regulator has sent a memo via formal correspondence asking for reconfirmation from the non-principal regulators that they are “Clear for Final” for the 2 nd amendment to a final prospectus.
Reconfirmed Clear for Second Amendment to Final	- The non-principal regulator has reconfirmed that it is “Clear for Final” for the second amendment to a final prospectus.

Issued MRRS Decision Document (2nd Amendment Final)	- The principal regulator has issued a final MRRS decision document for the 2 nd amendment to a final prospectus, via formal correspondence.
MRRS-Opt Out-Third Amendment to Final	- The non-principal regulator has opted out of the MRRS for the third amendment to a final prospectus.
Not Clear for Third Amendment to Final	- The securities regulatory authority is not satisfied with the responses to its comments and is not ready to receive final materials for the 3 rd amendment to a final prospectus.
Clear for Third Amendment to Final	- The securities regulatory authority is satisfied with the response to its comments and is clear to receive final material for the third amendment to a final prospectus, but has not yet issued a receipt or MRRS decision document.
MRRS-Opt Back In-Clear for Third Amendment to Final	- The non-principal regulator has opted back into the MRRS for the third amendment to a final prospectus.
Reconfirmation Clear for Final Requested - 3rd Amendment Final	- The principal regulator has sent a memo via formal correspondence asking for reconfirmation from the non-principal regulators that they are “Clear for Final” for the 3 rd amendment to a final prospectus.
Reconfirmed Clear for Third Amendment to Final	- The non-principal regulator has reconfirmed that it is “Clear for Final” for the third amendment to a final prospectus.
Issued MRRS Decision Document (3rd Amendment Final)	- The principal regulator has issued a final MRRS decision document for the 3 rd amendment to a final prospectus, via formal correspondence.
Sent Acceptance of Prospectus Supplement	- The securities regulatory authority has sent a notice of acceptance of the prospectus supplement via formal correspondence.
Sent Notice of Acceptance for Filing	- The securities regulatory authority has sent a notice of acceptance for filing via formal correspondence.
Sent Notice of Acceptance for Investment Fund AIF	- The securities regulatory authority has sent a notice of acceptance for the investment fund annual information form via formal correspondence.
Agree with Principal	- The non-principal regulator has indicated that it agrees with the

Regulator Decision	principal regulator decision for an exemptive relief application.
ERA-Opt Back In-Agree with Principal Regulator	- The non-principal regulator has opted back into MRRS and agrees with the principal regulator decision for an exemptive relief application.
Sent Notice of Opting Out	- The non-principal regulator has indicated that it has opted out of a principal regulator decision for an exemptive relief application.
Issued MRRS Decision Document(s) for ERA – English	- The principal regulator has issued an MRRS decision document in the English language relating to an exemptive relief application via formal correspondence.
Issued MRRS Decision Document(s) for ERA – French	- The principal regulator has issued an MRRS decision document in the French language relating to an exemptive relief application via formal correspondence.
Sent Acknowledgement of Receipt for an ERA Application	- The securities regulatory authority has successfully downloaded the exemptive relief application.
Issued Exemption Order	- The securities regulatory authority has issued an exemption order via formal correspondence.
Sent Draft Order	- The securities regulatory authority has sent a draft order via formal correspondence.
Granted Relief/Approval	- The securities regulatory authority has granted the request for relief/approval via formal correspondence. This status will apply to applications for relief/approval.
Refused	- The securities regulatory authority has refused to receipt or accept, as the case may be, the filing.
Withdrawn	- The securities regulatory authority has accepted a request from the filer to withdraw the filing.
Closed	- The securities regulatory authority has closed the file.

Furthermore, if the filing has a securities regulatory authority designated as the principal regulator, then the principal regulator’s latest status will be indicated as the “Current General Status” on the “Filing Status” screen.

Types of Filing Status for Market Centres:

Under Review	- The market centre is reviewing the filing. Although this status may be used for any filing type or subtype, it will be used most frequently with filings requiring an approval or other form of clearance from a market centre. Examples of the types of filings include new company listings, private placements and rights offerings.
Sent First Comment Letter	- The market centre has sent the first comment letter via formal correspondence.*
Received First Response Letter	- The market centre has received the filer's first response letter via formal correspondence.
Sent Second Comment Letter	- The market centre has sent the second comment letter via formal correspondence.*
Received Second Response Letter	- The market centre has received the filer's second response letter via formal correspondence.
Sent Subsequent Comment Letter	- The market centre has sent a subsequent comment letter via formal correspondence.*
	<i>*Note : Comment letters originating from market centres may contain an official approval of filing.</i>
Received Subsequent Response Letter	- The market centre has received the filer's subsequent response letter via formal correspondence.
Sent Other Correspondence	- The market centre has sent other correspondence via formal correspondence.
Received Other Correspondence	- The market centre has received the filer's other correspondence via formal correspondence.
Sent Refusal Letter	- The market centre has sent a refusal letter via formal correspondence.
Approved	- The market centre has approved the filing.
Conditionally Approved	- The market centre has conditionally approved the filing.
No Objection	- The market centre has no objection with the content of the filing.
Refused	- The market centre has refused to accept or approve, as the case may be, the filing.

Withdrawn	- The market centre has accepted a request from the filer to withdraw the filing.
Closed	- The market centre has closed the file.
Review of Submission Completed	- The market centre has completed the review of a specific submission contained in the filing.
Sent Conditional Approval Letter	- The market centre has issued a conditional approval letter via formal correspondence.
Sent Amended Conditional Approval Letter	- The market centre has issued an amended conditional approval letter via formal correspondence.
Sent Confirmation of Listing	- The market centre has issued a confirmation of listing via formal correspondence.

10.3 Correspondence with a Recipient Agency

(a) Correspondence Within a Project - “Formal Correspondence”

(i) Formal Correspondence Screen

Correspondence related to an electronic filing is considered to be part of the same project. Such correspondence must be submitted using the “Formal Correspondence” screen in the SEDAR Filer Software. However, special requests for access changes should not be submitted using SEDAR, particularly where the request relates to a filing type in which correspondence would not normally be expected by a recipient agency, such as most types of “Continuous Disclosure” Filings.

For correspondence during the waiting period between the filing of a preliminary prospectus and the filing of a final prospectus, the securities regulatory authorities will communicate using the “Formal Correspondence” screen. Since the SEDAR Filer Software does not permit any particular recipient agency to direct such correspondence to a single filer in the project to the exclusion of others, such correspondence will be accessible to all recipient agencies to which the filing was submitted and all secondary filers assigned by the primary filer and granted an access privilege in respect of the project.

The securities regulatory authorities will be issuing formal correspondence using documents formatted in PDF Version 1.2, 1.3, 1.4 or 1.5 (depending

on the regulatory authority). Filers can use the Adobe Acrobat Reader to view correspondence from securities regulatory authorities.

The filer's "Formal Correspondence" screen contains a list of possible document types to be sent to the recipient agencies as part of an existing project. The document types are:

First Response Letter – This document type is for the filer's response to the first comment letter received from a recipient agency for a particular filing such as a prospectus filing;

Second Response Letter – This document type is for the filer's response to the second comment letter received from a recipient agency for a particular filing such as a prospectus filing;

Subsequent Response Letter – This document type is for the filer's response to any subsequent comment letter received from a recipient agency for a particular filing such as a prospectus filing; and

Other Correspondence – This document type is for any other correspondence that a filer wants to send to a recipient agency within a project.

(ii) Attaching Documents to Formal Correspondence Screen

As noted in Chapter 7, each document which is being transmitted as part of an electronic filing must be prepared as a separate electronic file.

As noted above, there is a list of document types on every "Formal Correspondence" screen that lists certain documents that are ordinarily required or permitted to be filed as formal correspondence as part of a project. The filer must select one of the document types on the list which is to be included in the filing and select the "Attach File" feature which will give the user the choice to either select a file from their PC workspace (which could include a network attached disk drive) or from their SEDAR workspace.

If a document has been attached to a cover page, it may be replaced before (but not after) the filing is transmitted. This is done by using the "Detach File" feature.

If a filer is required to file "Other Correspondence", the filer would select "Other Correspondence" on the list and select the "Add Document" feature, enter a description and date of the document (e.g. "Letter.Jan.26.96") and attach the document. The attached document

would then appear on the document list with the short description assigned by the filer.

If a filer is required to file an attachment with a letter (e.g. draft financial statements are being filed with a second response letter), the filer would select “Other Correspondence” on the list and select the “Add Document” feature, enter a description of the document (e.g. “Attachment Second Response Letter”) and attach the document. The attached document would then appear on the document list with the short description assigned by the filer.

(b) Types of Formal Correspondence from Securities Regulatory Authorities

The types of formal correspondence that a filer would receive from a securities regulatory authority are as follows:

MRRS Decision Document (Preliminary) – a preliminary MRRS decision document;

Preliminary Receipt – a receipt for a preliminary prospectus;

MRRS Decision Document (Amendment to Preliminary) – a preliminary prospectus amendment MRRS decision document;

Receipt for Amendment to Preliminary Prospectus – a receipt for an amendment to a preliminary prospectus;

Acknowledgement of Receipt for an ERA Application – an acknowledgement of receipt of an exemptive relief application;

Objection Letter – an objection letter relating to a filing from a securities regulatory authority;

First Comment Letter – the first comment letter regarding a particular filing (such as a preliminary prospectus filing) from a securities regulatory authority (the principal regulator in the case of a filing under MRRS);

Second Comment Letter – the second comment letter regarding a particular filing (such as a preliminary prospectus filing) from a securities regulatory authority;

Subsequent Comment Letter – subsequent comment letters regarding a particular filing (such as a preliminary prospectus filing) from a securities regulatory authority;

Comment Letter for Amendment to Prospectus – comment letter regarding an amendment to prospectus from a securities regulatory authority;

Memo to Regulators– Reconfirmation Requested – a memo from the principal regulator to the non-principal regulators requesting that each non-principal regulator reconfirm that it is “Clear for Final”;

Notice of Opting Out – a notice of opting out of a review of an exemptive relief application;

MRRS Decision Document(s) for ERA – English – MRRS document(s) in the English language relating to an exemptive relief application;

MRRS Decision Document(s) for ERA – French – MRRS document(s) in the French language relating to an exemptive relief application;

MRRS Decision Document (Final) – a final MRRS decision document;

Final Receipt – a receipt for a final prospectus;

Memo – Reconfirmation – 1st Amend. to Final Requested – a memo or reconfirmation from a recipient agency to the other recipient agencies asking for reconfirmation of status on a 1st amendment to final prospectus;

MRRS Decision Document (First Amendment to Final) – a first prospectus amendment MRRS decision document;

Memo – Reconfirmation – 2nd Amend. To Final Requested – a memo or reconfirmation from a recipient agency to the other recipient agencies asking for reconfirmation of status on a 2nd amendment to final prospectus;

MRRS Decision Document (Second Amendment to Final) – a second prospectus amendment MRRS decision document;

Memo – Reconfirmation – 3rd Amend to Final Requested – a memo or reconfirmation from a recipient agency to the other recipient agencies asking for reconfirmation of status on a 3rd amendment to final prospectus;

Acknowledgement to Evidence Exemption by a Receipt – the issuance of a receipt will be evidence of the granting of an exemption from any form or content requirement;

Notice of Refusal to Evidence the Exemption – a notice that the recipient agency intends to refuse to evidence the exemption;

MRRS Decision Document (Third Amendment to Final) – a third prospectus amendment MRRS decision document;

Receipt for Amendment to Final Prospectus – a receipt for an amendment to a final prospectus;

Acceptance of Prospectus Supplement – a notice of acceptance of a prospectus supplement;

Notice of Acceptance for Filing – a notice of acceptance for filing;

Notice of Acceptance for Mutual Fund AIF – a notice of acceptance for mutual fund annual information form;

Notice of Filing – a notice of filing sent;

Notice of Review – a notice of review sent;

Exemption Order – an exemption order;

Draft Order – a draft order;

Relief/Approval – correspondence indicating that the securities regulatory authority has granted a request for relief/approval (this letter may be issued in respect of applications for relief/approval that are filed in connection with a prospectus or pursuant to NI 81-102);

Refusal Letter – a letter indicating that the securities regulatory authority has refused the filing;

Cease Trade Order – a cease trade order in connection with a defective prospectus;

Other Correspondence – any other correspondence from a securities regulatory authority in relation to a project.

(c) Types of Formal Correspondence from Market Centres

The types of formal correspondence that a filer would receive from a market centre are as follows:

First Comment Letter – the first comment letter regarding a particular filing from a market centre*;

Second Comment Letter – the second comment letter regarding a particular filing from a market centre*;

Subsequent Comment Letter – subsequent comment letters regarding a particular filing from a market centre*;

**Note: Comment letters originating from market centres may contain an official approval of filing.*

Refusal Letter – a letter indicating that the market centre has refused to accept or approve the filing;

Conditional Approval Letter – conditional approval letter indicating conditional approval of a filing by a market centre;

Amended Conditional Approval Letter – a letter from a market centre amending a Conditional Approval Letter;

Confirmation of Listing – a letter indicating that the market centre has confirmed the listing;

Other Correspondence – any other correspondence from a market centre in relation to a project.

(d) Checking for Formal Correspondence from Recipient Agencies

To check for new formal correspondence from a recipient agency, a filer (including a secondary filer granted an access privilege in respect of the project) must highlight the project number and press “Refresh Project” or select the “Refresh List” feature on the “Filing Management” screen, or pull down on the “File” menu bar and select “Refresh List” or “Refresh Project”. The “Refresh Project” feature will update the screen to reflect what is on the SEDAR server for that project, including any new formal correspondence submitted by the securities regulatory authorities and the market centres, subject to the market centre filing requirements. The “Refresh List” feature will update all of the projects that satisfy the criteria specified using the “Quick Search Inquiries” or “Advanced Inquiries” feature—in the “Filing Management” module to reflect what is on the SEDAR server, including any new formal correspondence submitted by the recipient agencies. The new formal correspondence (e.g. “First Comment Letter”) will then appear with a submission number and as part of an existing project on the filer’s “Filing Management” screen.

To view the new formal correspondence, the filer (including any secondary filer granted the access privilege to “retrieve” or “submit”) would select the new formal correspondence item which is now listed on the “Filing Management” screen and then select the “Retrieve” feature or pull down on the “File” menu bar and select “Retrieve Submission(s)”.

(e) Pre-Filing Correspondence

Any pre-filing correspondence (i.e. correspondence submitted before the filing of a preliminary prospectus or other document) will be submitted in paper format only. For example, a letter to a securities regulatory authority requesting guidance concerning financial statements to be included in a prospectus would be sent in paper format to the securities regulatory authority where the prospectus is to be filed. When the prospectus is eventually filed, the filer must indicate, using the designated field on the cover page, that there is a pre-filing submission on file so that this information will be known to the individual at the securities regulatory authority to which the prospectus is directed.

It should be noted, however, that certain requests made to a securities regulatory authority in advance of a filing of a preliminary prospectus (e.g. a request to have a listing statement in a preliminary prospectus) are more properly the subject of an application or request for exemptive relief (discussed in Section 9.8).

10.4 Communication between Filing Service Subscribers

SEDAR allows an exchange of information between filing service subscribers before and after the filing is actually submitted. For example, an issuer's auditor could send correspondence or a file of financial information to the issuer's counsel through the SEDAR workspace (discussed in Section 4.12(c)), if both were filing service subscribers. No cover page is required.

10.5 Official Copies and Paper Copies

For purposes of the securities legislation, securities directions or any other related purpose, the official copy of a document filed in electronic format by an electronic filer or issued or delivered in electronic format by the securities regulatory authority is the electronic format version stored electronically in SEDAR, except in Quebec where the official copy is the electronic format version downloaded and stored by the Autorité des marchés financiers.

The filing service contractor will not provide copies or certified copies of a document which has been electronically submitted to the SEDAR system, as this function will be performed by securities regulatory authorities when required by applicable securities law.

Where a document which has been electronically submitted incorporates a document which has not been electronically submitted, copies of the incorporated document can be obtained from the appropriate recipient agency.

Certificates of authentication which are sent to the filing service contractor will be kept on file by the filing service contractor and the filing service contractor will furnish any person with a copy or certified copy of such a certificate of authentication. After an appropriate number of copies have been made for its files, the filing service contractor will forward the original signed copy of a certificate of authentication to the Autorité des marchés financiers upon its request.

As noted in Section 7.2(f), if maps and photographs are omitted from an electronic filing, a securities regulatory authority may require the filer to submit a paper copy of the map or photograph which was omitted from the electronic filing.

It is recommended that electronic filers retain paper copies (and, where applicable, original signed copies) of the documents which have been electronically submitted to SEDAR.

Commercial copies of documents in paper format that have been submitted electronically via SEDAR are not required to be filed with the recipient agencies, unless specifically requested by a recipient agency.

APPENDICES

Appendix A Glossary of Terms and Abbreviations Used

In this Manual, the following terms have the ascribed meanings, unless the context indicates otherwise:

acceptable electronic format – the computerized format of a document prepared in the format used by the software product(s) set out in Section 7.2 of the Manual;

access codes – codes used in the SEDAR system to control access to the SEDAR server by persons seeking to transmit electronic filings, issue electronic payments and search for and retrieve documents from the SEDAR public databases. Access codes include subscriber IDs, user IDs, banking authorizations and passwords;

access privilege – one of three types of privileges that may be granted by a primary filer to a secondary filer giving the secondary filer access to a particular project initiated by the primary filer and enabling the secondary filer to “view”, “retrieve” and/or “submit” electronic filings in the project;

bit – acronym for binary digit. The smallest unit of information usually described in digital terms as either a 1 or 0 (one or zero);

bits per second or bps – a measurement of transmission speed;

business day – any day other than a Saturday, Sunday or statutory holiday in the local jurisdiction;

CDS – CDS INC., the SEDAR filing service contractor;

cover page – a screen in the Filing Management module of the SEDAR Filer Software to be completed by the filer and to contain the cover page information;

cover page information – the information that is specified in the SEDAR Filer Manual and that is required to be filed as part of an electronic filing;

CSA – the Canadian Securities Administrators;

document – means any or all of “document”, “information” and “material” as those terms are used in securities legislation;

document type – a type of document that is filed with an electronic filing;

EDI banking account – an electronic data interchange banking account arranged by a filing service subscriber with a financial institution to facilitate electronic payment of filing fees to the securities regulatory authority and/or market centres SEDAR filing service charges to CDS;

electronic filer – a person or company that is required to comply with the National Instrument;

electronic filing (or filing) – a document that is filed under securities legislation in electronic format or the act of filing a document under securities legislation in electronic format, as the context indicates;

electronic format – the computerized format of a document prepared and transmitted in accordance with the standards, procedures and guidelines contained in the SEDAR Filer Manual;

electronic mailbox – the electronic message service of the SEDAR system which makes use of a personal computer to send and receive messages. These electronic mailbox messages are only for messages and informal correspondence. They are not for filings or formal correspondence;

E-mail – electronic mail. A message sent through the SEDAR electronic mailbox;

filer– electronic filer or filing agent or any of their respective representatives;

filer list – the list of secondary filers stored on a primary filer’s local workspace from which it can select secondary filers to assign to a project;

filer profile – means a set of information providing a profile of an electronic filer;

filing – an electronic filing;

filing agent – a person or company that is authorized to make an electronic filing on behalf of an electronic filer;

filing service contractor – the SEDAR filing service contractor;

filing service subscriber (or subscriber) – an electronic filer or a filing agent that enters into an agreement with the SEDAR filing service contractor to make electronic filings through SEDAR;

filing subtype – a type of electronic filing that forms part of a project and that generates a list of document types to be attached to cover pages in the SEDAR system;

filing type – a type of electronic filing that generates either a list of filing subtypes or a list of document types to be attached to cover pages in the SEDAR system;

foreign issuer (SEDAR) – an issuer that is incorporated or organized under the laws of a foreign jurisdiction, unless;

- (a) voting securities carrying more than 50 percent of the votes for the election of directors are held by persons or companies whose last address as shown on the books of the issuer is in Canada and either

- (i) the majority of the senior officers or directors of the issuer are citizens or residents of Canada, or
 - (ii) assets of the issuer representing more than 50 percent of the total of all assets of the issuer are located in Canada, or
 - (iii) the business of the issuer is administered principally in Canada; or
- (b) the issuer has a class of its equity securities listed and posted for trading on a stock exchange in Canada and does not have any of its equity securities listed and posted for trading on a stock exchange or quoted in a published market in any foreign jurisdiction;

formal correspondence – correspondence among a filer and a recipient agency using the formal correspondence screen in the SEDAR Filer Software;

general filing – a filing type that is required or permitted to be filed with the securities regulatory authorities and/or market centres in a number of jurisdictions;

informal correspondence – correspondence among a filer, a securities regulatory authority and/or market centre using E-mail;

local filing – a filing type that is only applicable in a single jurisdiction and, therefore, would ordinarily be filed only with a single securities regulatory authority and/or a single market centre;

local implementing instrument – an instrument used by a local jurisdiction to implement the National Instrument;

Manual – the SEDAR Filer Manual;

market centre filing requirements – the provisions of any legislation, regulations or rules made in any province or territory of Canada, or of any by-laws, rules, decisions, orders, rulings, policies or any other similar instrument made by any of the market centres which are in effect from time to time, in whole or in part and which require or permit issuers of securities and other third parties dealing with such issuers or their securities to file, deliver or otherwise submit documents or information with or to any of the market centres;

market centre – The TSX Venture Exchange Inc., or its successors and assigns;

MRRS – Mutual Reliance Review System which sets out the procedures for the filing and review of (a) Prospectuses and Annual Information Forms, as set out in National Policy 43-201, and (b) Applications, as set out in National Policy 12-201, including any successor or related instruments;

multiple filing – the transmission of two or more separate filings using a single connection to the SEDAR server;

multi-jurisdiction issuer – an issuer which is a reporting issuer in more than one jurisdiction;

mutual fund group – a group of one or more mutual funds that have a common manager, whose affairs are conducted in a similar manner and that file one simplified prospectus and annual information form under NI 81-101 or that otherwise file one prospectus;

National Instrument – National Instrument 13-101 – System for Electronic Document Analysis and Retrieval (SEDAR), as amended, which sets out general rules relating to electronic filing of securities documents with the Canadian securities regulatory authorities using SEDAR;

NI – a national instrument, as amended, including any successor instrument;

NPS – a national policy statement, including any successor instrument;

NI 44-101– National Instrument 44-101 or any successor national instrument and, in Quebec, means the simplified prospectus regime;

paper format – a document printed on paper;

password – six to eight character word or phrase assigned to a user ID which must be used in combination with the user ID to access the SEDAR system;

primary filer – the subscriber or user, as applicable, that transmits the first electronic filing in a particular project to the SEDAR server;

Principal Contact – an individual designated by a filing service subscriber to administer the subscriber’s SEDAR operations;

principal regulator– one of the securities regulatory authorities determined in accordance with MRRS;

profile number – a number assigned to each electronic filer that completes a filer profile. This is the number that uniquely identifies each filer;

project – a collection of related electronic filings, each having a submission number;

project number – the number which uniquely identifies each filing;

recipient agency – one or more of a securities regulatory authority and/or market centre;

reporting issuer – a defined term in the securities legislation of certain jurisdictions which refers to an issuer that is required to file certain prescribed public disclosure documents;

secondary filer – a subscriber or user that is granted an access privilege by a primary filer in respect of a project initiated by the primary filer;

SEDAR – the computer system for the transmission, receipt, acceptance, review and dissemination of documents filed in electronic format known as the System for Electronic Document Analysis and Retrieval;

SEDAR Business Hours – any business day between 7:00 a.m. and 11:00 p.m. Eastern Standard Time or Eastern Daylight Savings Time, whichever is in effect in Toronto, Ontario, Canada;

SEDAR Filer Manual – the SEDAR Filer Manual incorporated by reference in the National Instrument;

SEDAR Filer Profiles Database – a database of file profiles that have been transmitted to the SEDAR server;

SEDAR Filer Software – the software provided under license to electronic filers and filing agents by the SEDAR filing service contractor;

SEDAR filing service contractor – CDS INC. or a successor appointed by the securities regulatory authority and the market centres to provide services in respect of electronic filings;

SEDAR Filings Database – a database of filings that have been transmitted to the SEDAR server;

SEDAR server – the computer that is operated by the SEDAR filing service contractor for the purpose of receiving and storing electronic filings;

Short Form Prospectus issuer – an issuer that participates in the short form prospectus distribution system;

single jurisdiction issuer – an issuer which is a reporting issuer in only one jurisdiction;

submission – a single transmission of documents and/or electronic payment instructions from a filing service subscriber, a securities regulatory authority or a market centre to the SEDAR server;

submission number – the number which identifies each submission made within a particular project;

subscriber – a filing service subscriber;

subscriber ID – an ID which identifies the person or company that has entered into an agreement with the SEDAR filing service contractor and that is responsible for payment of all service charges incurred by its users;

supporting document – a document required to be filed in support of, or otherwise in connection with, a filing made under securities legislation or securities directions;

third party filer – a person or company required to file a document because of an activity relating to or affecting an issuer or the issuer’s securityholders;

user - an individual permitted to access the SEDAR system using a subscriber’s ID and the SEDAR Filer Software;

user ID – an ID which identifies the individuals who are authorized to access the SEDAR server as representatives of the subscriber;

workspace – a partition of the SEDAR server hard drive that is completely confidential and is allocated to each user ID.

In this Manual, the following abbreviations are used to refer to the identified terms:

Jurisdictions

- QC – Quebec
- ON – Ontario
- SK – Saskatchewan
- AB – Alberta
- BC – British Columbia
- NS – Nova Scotia

Other Terms

- EDI – Electronic Data Interchange
- LPS – Local Policy Statement
- NI – National Instrument
- NPS – National Policy Statement
- PDF – Portable Document Format

Appendix B Categories and Types of Electronic Filings

Part I: Categories of Filings, Folders for Filing Types, Filing Types, Filing Subtypes and Subheadings

Category of Filer	Category of Filing	Folder	FILING TYPE/FILING SUBTYPE	Agency Type	
				CSA= Securities Regulatory Authorities MC= Market Centres	
Investment Fund Issuers	Securities Offerings	General	1. Simplified Prospectus and Annual Information Form (NI 81-101) ➤ Preliminary ➤ Pro Forma, ➤ Combined Preliminary and Pro Forma, ➤ Amendment to Preliminary or Combined Preliminary and Pro Forma ➤ Final ➤ Amendment to Final	CSA	
			2. Long Form Prospectus ➤ Preliminary ➤ Pro Forma ➤ Amendment to Preliminary ➤ Final ➤ Amendment to Final	CSA	
			3. Other Filings	CSA	
	Continuous Disclosure	General	1. Material Change Report	CSA	
			2. News Releases	CSA	
			3. Interim Financial Statements	CSA	
			4. Interim Management Report of Fund Performance ➤ Interim Management Report of Fund Performance ➤ Amended Interim Management Report of Fund Performance	CSA	
			5. Annual Financial Statements	CSA	
			6. Annual Management Report of Fund Performance ➤ Annual Management Report of Fund Performance ➤ Amended Management Report of Fund Performance	CSA	
			7. Annual Report	CSA	
			8. Annual Information Form (NI 81-106) ➤ Annual Information Form ➤ Revised Annual Information Form	CSA	
			9. Notice of the Meeting and Record Date	CSA	
			10. Notice of Principal Regulator MI 11-101	CSA	
			11. Management Proxy Materials	CSA	
			12. Compliance Reports (NI 81-102)	CSA	
			13. Change of Auditor Filings	CSA	
			14. Change in Year End Filings	CSA	
			15. Change in Legal Structure Filings	CSA	
			16. Material Documents	CSA	
			17. Report of Management Company	CSA	
	18. Report of Proxy Voting	CSA			
	19. Reports under NI 81-107	CSA			
	20. Other Filings	CSA			
Exemptions and Other Applications	General	1. Applications (NI 81-102)	CSA		
		2. Exemptions and Other Applications - In Connection with a Prospectus Filing	CSA		

Category of Filer	Category of Filing	Folder	FILING TYPE/FILING SUBTYPE	Agency Type CSA= Securities Regulatory Authorities MC= Market Centres	
Other Issuers	Securities Offerings	General	1. Short Form Prospectus (NI 44-101) <ul style="list-style-type: none"> ➤ Preliminary ➤ Amendment to Preliminary ➤ Final ➤ Amendment to Final ➤ Supplemented Short Form PREP Prospectus (NI 44-103) 	CSA	
Other Issuers (Cont'd)	Securities Offerings (Cont'd)	General (Cont'd)	2. Shelf Prospectus - (NI 44-102) <ul style="list-style-type: none"> ➤ Preliminary ➤ Amendment to Preliminary ➤ Final ➤ Amendment to Final ➤ Prospectus Supplement 	CSA	
			3. Prospectus – MJDS (NI 71-101) <ul style="list-style-type: none"> ➤ Preliminary ➤ Amendment to Preliminary ➤ Final ➤ Amendment to Final ➤ Prospectus Supplement 	CSA	
			4. Long Form Prospectus <ul style="list-style-type: none"> ➤ Preliminary ➤ Pro Forma ➤ Amendment to Preliminary ➤ Final ➤ Amendment to Final ➤ Supplemented Long Form PREP Prospectus (NI 44-103) 	CSA	
			5. NI 44-101 Notice of Intent <ul style="list-style-type: none"> ➤ NI 44-101 Notice of Intent to Qualify ➤ NI 44-101 Withdrawal Notice 	CSA	
			6. Rights Offering Material <ul style="list-style-type: none"> ➤ Initial Filing ➤ Final Filing 	CSA	
			7. Other Filings	CSA	
			8. New Company Listing or Quotation <ul style="list-style-type: none"> ➤ Prospectus and Offerings ➤ Material Contracts and Reports ➤ Financial Statements and Information Documents ➤ Resolutions and Articles ➤ Market Centre Documents and Forms ➤ Commission Documents and Forms ➤ General 	CSA	
			9. New Security Issue (Supplemental Listing) <ul style="list-style-type: none"> ➤ Prospectus and Offerings ➤ Material Contracts and Reports ➤ Resolutions and Articles ➤ Market Centre Documents and Forms ➤ Commission Documents and Forms ➤ General 		MC
			10. Additional Listing by Prospectus <ul style="list-style-type: none"> ➤ Prospectus and Offerings ➤ Material Contracts and Reports ➤ Resolutions ➤ Market Centre Documents and Forms ➤ Commission Documents and Forms ➤ General 		MC

Category of Filer	Category of Filing	Folder	FILING TYPE/FILING SUBTYPE	Agency Type CSA= Securities Regulatory Authorities MC= Market Centres	
Other Issuers (Cont'd)	Securities Offerings (Cont'd)	General (Cont'd)	11. Private Placement ➤ Prospectus and Offerings ➤ Material Contracts and Reports ➤ Financial Statements and Information Documents ➤ Resolutions and Articles ➤ Market Centre Documents and Forms ➤ Commission Documents and Forms ➤ General		MC
			12. Shares for Debt (TSX-V) ➤ Material Contracts and Reports ➤ Financial Statements ➤ Market Centre Documents and Forms ➤ General		MC
			13. Exchange of Securities - Amalgamation or Reorganization ➤ Material Contracts and Reports ➤ Financial Statements and Information Documents ➤ Resolutions and Articles ➤ Market Centre Documents and Forms ➤ Commission Documents and Forms ➤ General		MC
			14. Acquisition/Disposition of Assets - Share Transactions (TSX-V) ➤ Major Acquisition/Disposition (TSX-V) ➤ Minor Acquisition/Disposition (TSX-V) ➤ CPC Qualifying Transactions (TSX-V)		MC
			15. CPC Prospectus (TSX-V) ➤ Preliminary ➤ Amendment to Preliminary ➤ Final ➤ Amendment to Final ➤ Market Centre Documents (TSX-V)	CSA	MC
		British Columbia	1. IPO Prospectus (BC LPS 41-601,TSX-V) ➤ Preliminary ➤ Amendment to Preliminary ➤ Final ➤ Amendment to Final	CSA	MC
			2. Prospectus (BC LPS 41-601) ➤ Preliminary ➤ Amendment to Preliminary ➤ Final ➤ Amendment to Final	CSA	
		Quebec	1. Prospectus - Distribution outside Quebec (QC sec.12 Act)	CSA	
			2. Exchange of Securities - Merger or Reorganization (QC sec. 50 Act)	CSA	MC
		General	1. Material Change Report	CSA	MC
			2. News Releases	CSA	MC
			3. Interim Financial Statements	CSA	MC
			4. Interim Certificates	CSA	
			5. Interim MD & A ➤ Interim MD & A ➤ Amended interim MD & A	CSA	
			6. Interim Management Report of Fund Performance ➤ Interim Management Report of Fund Performance ➤ Amended Interim Management Report of Fund Performance	CSA	

Category of Filer	Category of Filing	Folder	FILING TYPE/FILING SUBTYPE	Agency Type CSA= Securities Regulatory Authorities MC= Market Centres	
Other Issuers (Cont'd)	Continuous Disclosure (Cont'd)	General (Cont'd)	7. Annual Financial Statements	CSA	MC
			8. Annual Certificates	CSA	
			9. Annual MD & A ➤ Annual MD & A ➤ Amended Annual MD & A	CSA	
			10. Annual Management Report of Fund Performance ➤ Annual Management Report of Fund Performance ➤ Amended Annual Management Report of Fund Performance	CSA	MC
			11. Annual Report	CSA	MC
			12. Annual Information Form (NI 51-102) ➤ Annual Information Form ➤ Revised Annual Information Form	CSA	MC
			13. Annual Information Form (NI 81-106) ➤ Annual Information Form ➤ Revised Annual Information Form	CSA	
			14. Resale of Securities (MI 45-102) ➤ Notice of Intention to Distribute Form 45-102F1	CSA	
			15. Oil and Gas Annual Disclosure (NI 51-101)	CSA	
			16. Notice of the Meeting and Record Date	CSA	MC
			17. Notice of Principal Regulator MI 11-101	CSA	
			18. Management Proxy Materials	CSA	MC
			19. Change of Auditor Filings	CSA	MC
			20. Code of Conduct	CSA	MC
			21. Future-Oriented Financial Information (“FOFI”) Filings (NPS 48)	CSA	
			22. Change in Year End Filings	CSA	MC
			23. Change in Corporate Structure Filings	CSA	MC
			24. Change in Legal Structure Filings	CSA	
			25. Change in Status Filings	CSA	MC
			26. Business Acquisition Report	CSA	MC
			27. Documents Affecting the Rights of Security Holders/Material Documents ➤ Documents Affecting the Rights of Security Holders ➤ Material Documents	CSA	MC
			28. Short Form Offering Document	CSA	MC
			29. Report of Management Company	CSA	
			30. Report of Proxy Voting	CSA	
			31. Reports Under NI 81-107	CSA	
			32. For Regulator’s Use Only	CSA	
			33. Other Filings	CSA	MC
			34. Change in Transfer Agent Filings ➤ General		MC
			35. Change in address Filings (Head Office, Executive Office, Internet) ➤ General		MC
			36. Change in Solicitor Filings ➤ General		MC
			37. Dividend Declaration ➤ Cash Dividend ➤ Stock Dividend		MC
			38. Filing Statement	CSA	MC
			39. Listing Application	CSA	MC
			40. Promotional Material ➤ Information Documents ➤ General	CSA	MC

Category of Filer	Category of Filing	Folder	FILING TYPE/FILING SUBTYPE	Agency Type CSA= Securities Regulatory Authorities MC= Market Centres	
	Exemptions and Other Applications	General	1. Exemptions and Other Applications – in connection with a Prospectus Filing	CSA	
		British Columbia	1. Reactivation Application (BCP 12-603)	CSA	
Other Issuers (Cont'd)	Going Private/ Related Party Transactions	General	1. Going Private Transaction Filings	CSA	
			2. Related Party Transaction Filings	CSA	
			3. Other Filings	CSA	
	Securities Acquisitions	General	1. Formal Issuer Bid Filings ➤ Issuer Bid Circular ➤ Notice of Change or Variation	CSA	
			2. Exempt Issuer Bid Filings	CSA	
			3. Other Filings	CSA	
			4. Normal Course Issuer Bid ➤ Financial Statements and Information Documents ➤ Market Centre Documents and Forms ➤ General		MC
			5. Small Shareholder Selling and Purchase Arrangement ➤ Information Documents ➤ Resolutions ➤ General		MC
			6. Redemption or Retraction of Securities ➤ Information Documents ➤ General		MC
			7. Substantial Issuer Bid Filings (Stock Exchange or by Circular) ➤ Offering Documents ➤ Information Documents and Notices ➤ Material Contracts and Reports ➤ Resolutions and Articles ➤ Market Centre Documents and Forms ➤ Commission Documents and Forms ➤ General		MC
	Other Reviewable Transactions (Market Centres)	General	1. Material Change Policy Filings (TSX-V) ➤ Material Contracts and Reports ➤ Financial Statements and Information Documents ➤ Resolutions and Articles ➤ Market Centre Documents and Forms ➤ Commission Documents and Forms ➤ General		MC
			2. Stock Option/Share Purchase Arrangement ➤ Material Contracts and Reports ➤ Information Documents ➤ Resolutions ➤ Market Centre Documents and Forms ➤ Commission Documents and Forms ➤ General		MC
			3. Listed Capital Reporting Filings (Monthly Issued Shares and Option Grants) ➤ Market Centre Documents and Forms ➤ General		MC

Category of Filer	Category of Filing	Folder	FILING TYPE/FILING SUBTYPE	Agency Type CSA= Securities Regulatory Authorities MC= Market Centres	
			4. Dividend Reinvestment Plan/Stock Dividend <ul style="list-style-type: none"> ➤ Material Contracts and Reports ➤ Information Documents ➤ Resolutions ➤ General 		MC
Other Issuers (Cont'd)	Other Reviewable Transactions (Market Centres) (Cont'd)	General (Cont'd)	5. Stock Split <ul style="list-style-type: none"> ➤ Information Documents ➤ Resolutions and Articles ➤ General 		MC
			6. Consolidation <ul style="list-style-type: none"> ➤ Material Contracts and Reports ➤ Financial Statements and Information Documents ➤ Resolutions and Articles ➤ Market Centre Documents and Forms ➤ General 		MC
			7. Change in Name <ul style="list-style-type: none"> ➤ Information Documents ➤ Resolutions and Articles ➤ Market Centre Documents and Forms ➤ General 		MC
			8. Reclassification or Redesignation of Shares <ul style="list-style-type: none"> ➤ Material Contracts and Reports ➤ Information Documents ➤ Resolutions and Articles ➤ Market Centre Documents and Forms ➤ General 		MC
			9. Restricted Shares and Coattails Policy Filings <ul style="list-style-type: none"> ➤ Material Contracts and Reports ➤ Information Documents ➤ Resolutions and Articles ➤ General 		MC
			10. Shareholder Rights Plan Filings <ul style="list-style-type: none"> ➤ Material Contracts and Reports ➤ Information Documents ➤ Resolutions and Articles ➤ Commission Documents and Forms ➤ General 		Mc
			11. Change in Articles/Memorandum <ul style="list-style-type: none"> ➤ Information Documents ➤ Resolutions and Articles ➤ General 		MC
			12. Voluntary Delisting or Dequotation <ul style="list-style-type: none"> ➤ Resolutions and Articles ➤ Market Centre Documents and Forms ➤ General 		MC
			13. Escrowed Shares - Release or Transfer <ul style="list-style-type: none"> ➤ Material Contracts and Reports ➤ Financial Statements ➤ Resolutions ➤ Market Centre Documents and Forms ➤ Commission Documents and Forms ➤ General 		MC

Category of Filer	Category of Filing	Folder	FILING TYPE/FILING SUBTYPE	Agency Type CSA= Securities Regulatory Authorities MC= Market Centres	
			14. Transfer of Shares to Non-Residents ➤ Material Contracts and Reports ➤ General		MC
			15. Change in Directors/Officers Filings ➤ Market Centre Documents and Forms ➤ General		MC
Other Issuers (Cont'd)	Other Reviewable Transactions (Market Centres) (Cont'd)	General (Cont'd)	16. Sustaining Fee Payment		MC
			17. Change in Market Centre Status ➤ Application re: Exempt Status, Application for Change in Tier Status (TSX-V)		MC
			18. Acquisition/Disposition of Assets – Non-Share Transactions (TSX-V) ➤ Major Acquisition/Disposition (TSX-V) ➤ Minor Acquisition/Disposition (TSX-V) ➤ CPC Qualifying Transactions (TSX-V)		MC
		British Columbia	1. Loans/Bonus (TSX-V) ➤ Material Contracts and Reports ➤ General		MC
			2. Management Remuneration/Investor Relations Agreements (TSX-V) ➤ Material Contracts and Reports ➤ Information Documents ➤ General		MC
Third Party Filers	Third Party Filings	General (Cont'd)	1. Take-over Bid Filings ➤ Take-over Bid Circular ➤ Directors' Circular ➤ Director's or Officer's Circular (Individual) ➤ Notice of Change or Variation	CSA	
			2. Exempt Take-over Bid Filings	CSA	
			3. Securities Acquisition Filings (Early Warning) ➤ Press Release ➤ Early Warning Report ➤ Disqualification Report	CSA	
			4. Securities Acquisition Filings (Alternative Monthly Report)	CSA	
			5. Proxy Solicitation Materials	CSA	
			6. Take-over Bid Filings (Stock Exchange or by Circular) ➤ Offering Documents ➤ Information Documents and Notices ➤ Material Contracts and Reports ➤ Resolutions and Articles ➤ Market Centre Documents and Forms ➤ Commission Documents and Forms ➤ General	CSA	MC
			7. Sale from Control Block ➤ Material Contracts and Reports ➤ Resolutions ➤ Market Centre Documents and Forms ➤ Commission Documents and Forms ➤ General		MC
		British Columbia	1. Acquisition of Shares (TSX-V) ➤ Resolutions and Articles ➤ Market Centre Documents and Forms ➤ General		MC

Part II: SEDAR Filing Types, Filing Subtypes and Document Types

Category of Filer: Investment Fund Issuers

Category of Filing: Securities Offerings

Folder for Filing Type: General

Filing Type: Simplified Prospectus and Annual Information Form (NI 81-101)

Filing Subtype: Preliminary

Document Types:

Cover letter
 Preliminary simplified prospectus - English
 Preliminary simplified prospectus - French
 Blacklined preliminary simplified prospectus - English
 Blacklined preliminary simplified prospectus - French
 Preliminary annual information form - English
 Preliminary annual information form - French
 Blacklined preliminary annual information form - English
 Blacklined preliminary annual information form - French
 Draft statement of net assets – English
 Draft statement of net assets – French
 Audited statement of net assets - English
 Audited statement of net assets - French
 Audited annual financial statements - English
 Audited annual financial statements - French
 Interim financial statements - English
 Interim financial statements - French
 Auditors' negative assurance letter
 Resolutions approving offering documents and financial statements
 Application for exemption from NI 81-101
 Cross-reference sheet - preliminary simplified prospectus
 Cross-reference sheet - preliminary annual information form
 Declaration of trust
 Management agreement
 Portfolio advisory agreement
 Custodian agreement
 Sub-custodian agreement
 Other material contracts
 MRRS confirmation re preliminary materials
 Personal information
 Notice/consent forms under FOI legislation (ON)
 Other

Filing Subtype: Pro Forma***Document Types:***

Cover letter
 Pro forma simplified prospectus - English
 Pro forma simplified prospectus - French
 Blacklined pro forma simplified prospectus - English
 Blacklined pro forma simplified prospectus - French
 Pro forma annual information form - English
 Pro forma annual information form - French
 Blacklined pro forma annual information form - English
 Blacklined pro forma annual information form - French
 Application for exemption from NI 81-101
 NI 81-102 section 19.2(3) letter
 Cross-reference sheet - pro forma simplified prospectus
 Cross-reference sheet - pro forma annual information form
 Compliance report re custodial arrangements
 Declaration of trust (or amendment thereto)
 Management agreement (or amendment thereto)
 Portfolio advisory agreement (or amendment thereto)
 Custodian agreement (or amendment thereto)
 Sub-custodian agreement (or amendment thereto)
 Other material contracts (or amendment thereto)
 Personal information
 Notice/consent forms under FOI legislation (ON)
 Other

Filing Subtype: Combined Preliminary and Pro Forma***Document Types:***

Cover letter
 Preliminary and pro forma simplified prospectus - English
 Preliminary and pro forma simplified prospectus - French
 Blacklined preliminary and pro forma simplified prospectus - English
 Blacklined preliminary and pro forma simplified prospectus - French
 Preliminary and pro forma annual information form - English
 Preliminary and pro forma annual information form - French
 Blacklined preliminary and pro forma annual information form - English
 Blacklined preliminary and pro forma annual information form - French
 NI 81-102 section 19.2 (3) letter
 Draft statement of net assets – English
 Draft statement of net assets – French
 Audited statement of net assets - English
 Audited statement of net assets - French
 Audited annual financial statements - English
 Audited annual financial statements - French
 Interim financial statements -English
 Interim financial statements - French
 Auditors' negative assurance letter
 Resolutions approving offering documents and financial statements
 Application for exemption from NI 81-101
 Cross-reference sheet - preliminary and pro forma simplified prospectus
 Cross-reference sheet - preliminary and pro forma annual information form
 Declaration of trust (or amendment thereto)
 Management agreement (or amendment thereto)
 Portfolio advisory agreement (or amendment thereto)
 Custodian agreement (or amendment thereto)
 Sub-custodian agreement (or amendment thereto)

Other material contracts (or amendment thereto)
 Personal information
 MRRS confirmation re preliminary materials
 Notice/consent forms under FOI legislation (ON)
 Other

Filing Subtype: Amendment to Preliminary or Combined Preliminary and Pro Forma

Document Types:

Cover letter
 Amendment to (or amended) preliminary simplified prospectus - English
 Amendment to (or amended) preliminary simplified prospectus - French
 Blacklined amended preliminary simplified prospectus - English
 Blacklined amended preliminary simplified prospectus - French
 Amendment to (or amended) preliminary annual information form - English
 Amendment to (or amended) preliminary annual information form - French
 Blacklined amended preliminary annual information form - English
 Blacklined amended preliminary annual information form - French
 Auditors' negative assurance letter
 Resolutions approving offering documents
 Application for exemption from NI 81-101
 MRRS confirmation re preliminary prospectus amendment materials
 Other

Filing Subtype: Final

Document Types:

Cover letter
 Final simplified prospectus - English
 Final simplified prospectus - French
 Blacklined final simplified prospectus - English
 Blacklined final simplified prospectus - French
 Final annual information form - English
 Final annual information form - French
 Blacklined final annual information form - English
 Blacklined final annual information form - French
 Audited statement of net assets - English
 Audited statement of net assets - French
 Auditors' negative assurance letter
 Auditors' consent letter
 Consent letter(s) of legal counsel
 Consent letter(s) of other expert(s)
 Resolutions approving offering documents and financial statements
 Cross-reference sheet - final simplified prospectus
 Cross-reference sheet - final annual information form
 Declaration of trust (or amendment thereto)
 Management agreement (or amendment thereto)
 Portfolio advisory agreement (or amendment thereto)
 Custodian agreement (or amendment thereto)
 Sub-custodian agreement (or amendment thereto)
 Other material contracts (or amendment thereto)
 Certificate/notice(s) re proceeds of distribution
 MRRS confirmation re final materials
 Personal information
 Notice/consent forms under FOI legislation (ON)
 Other

Filing Subtype: Amendment to Final

Document Types:

Cover letter
 Amendment to (or amended) final simplified prospectus - English
 Amendment to (or amended) final simplified prospectus - French
 Blacklined amended final simplified prospectus - English
 Blacklined amended final simplified prospectus - French
 Amendment to (or amended) final annual information form - English
 Amendment to (or amended) final annual information form - French
 Blacklined amended final annual information form - English
 Blacklined amended final annual information form - French
 Auditors' negative assurance letter
 Auditors' consent letter
 Consent letter(s) of legal counsel
 Consent letter(s) of other expert(s)
 Resolution approving offering documents
 Declaration of trust (or amendment thereto)
 Management agreement (or amendment thereto)
 Portfolio advisory agreement (or amendment thereto)
 Custodian agreement (or amendment thereto)
 Sub-custodian agreement (or amendment thereto)
 Other material contracts (or amendment thereto)
 MRRS confirmation re prospectus amendment materials
 Other

Filing Type: Long Form Prospectus

Filing Subtype: Preliminary

Document Types:

Cover letter
 Preliminary long form prospectus – English
 Preliminary long form prospectus – French
 Auditors' negative assurance letter
 Resolutions approving preliminary prospectus and financial statements
 Statement of investment restrictions and practices – English
 Statement of investment restrictions and practices – French
 Cross-reference sheet
 Declaration of trust
 Management agreement
 Portfolio advisory agreement
 Custodianship agreement
 Sub-custodianship agreement
 Other material contracts
 Appraisal reports and certificates of qualification
 MRRS confirmation re preliminary materials
 Notice/consent forms under FOI legislation (ON)
 Personal information
 Other

Filing Subtype: Pro Forma

Document Types:

Cover letter
 Pro forma long form prospectus – English
 Pro forma long form prospectus – French
 Blacklined pro forma long form prospectus – English
 Blacklined pro forma long form prospectus – French
 Cross-reference sheet
 Seasoned prospectus certificate
 Declaration of trust
 Management agreement
 Portfolio advisory agreement
 Custodianship agreement
 Sub-custodianship agreement
 Other material contracts
 Appraisal reports and certificates of qualification
 Certificate/notice(s) re proceeds of distribution
 Notice/consent forms under FOI legislation (ON)
 Personal information
 Other

Filing Subtype: Amendment to Preliminary

Document Types:

Cover letter
 Amendment to (or amended) preliminary long form prospectus – English
 Amendment to (or amended) preliminary long form prospectus – French
 Blacklined amended preliminary long form prospectus – English
 Blacklined amended preliminary long form prospectus – French
 Auditors' negative assurance letter
 Auditors' consent letter
 Consent letter(s) of legal counsel
 Consent letter(s) of other expert(s)
 Certified resolutions approving offering documents
 MRRS confirmation re preliminary prospectus amendment materials
 Other

Filing Subtype: Final

Document Types:

Cover letter
 Final long form prospectus – English
 Final long form prospectus – French
 Blacklined final long form prospectus - English
 Blacklined final long form prospectus - French
 Submission to jurisdiction and appointment of agent
 Auditors' negative assurance letter
 Auditors' consent letter
 Consent letter(s) of legal counsel
 Consent letter(s) of other expert(s)
 Resolutions approving final prospectus and financial statements
 Cross-reference sheet
 Declaration of trust
 Management agreement
 Portfolio advisory agreement
 Custodianship agreement
 Sub-custodianship agreement
 Underwriting or agency agreement

Other material contracts
Certificate/notice(s) re proceeds of distribution
MRRS confirmation re final materials
Other

Filing Subtype: Amendment to Final

Document Types:

Cover letter
Amendment to (or amended) final long form prospectus – English
Amendment to (or amended) final long form prospectus – French
Blacklined amended final long form prospectus – English
Blacklined amended final long form prospectus – French
Auditors' negative assurance letter
Auditors' consent letter
Consent letter(s) of legal counsel
Consent letter(s) of other expert(s)
Certified resolutions approving offering documents
MRRS confirmation re prospectus amendment materials
Other

Filing Type: Other Filings

Document Types:

Other

Category of Filer: Investment Fund Issuers

Category of Filing: Continuous Disclosure

Folder for Filing Type: General

Filing Type: Material Change Report

Document Types:

Cover letter
Letter concerning the addition of a recipient agency
Material change report – English
Material change report – French
Other

Filing Type: News Releases

Document Types:

Cover letter
Letter concerning the addition of a recipient agency
News release – English
News release – French
Other

Filing Type: Interim Financial Statements

Document Types:

Cover letter
Letter concerning the addition of a recipient agency
Interim financial statements – English
Interim financial statements – French
Interim financial statements (amended) – English
Interim financial statements (amended) – French
Certified statement of portfolio transactions – English
Certified statement of portfolio transactions – French
Certificate regarding statement of portfolio transactions
Other

Filing Type: Interim Management Report of Fund Performance

Filing Subtype: Interim Management Report of Fund Performance

Document Types:

Cover letter
Letter concerning the addition of a recipient agency
Management report of fund performance - English
Management report of fund performance - French
Other

Filing Subtype: Amended Interim Management Report of Fund Performance

Document Types:

Cover letter
Letter concerning the addition of a recipient agency
Management report of fund performance (amended) - English
Management report of fund performance (amended) - French
Other

Filing Type: Annual Financial Statements

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Audited annual financial statements – English
 Audited annual financial statements – French
 Audited annual financial statements (amended) – English
 Audited annual financial statements (amended) – French
 Certified annual statement of portfolio transactions – English
 Certified annual statement of portfolio transactions – French
 Certificate regarding statement of portfolio transactions
 Valuation report(s) for labour sponsored funds
 Valuation report(s) for labour sponsored funds (amended)
 Other

Filing Type: Annual Management Report of Fund Performance

Filing Subtype: Annual Management Report of Fund Performance

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Management report of fund performance – English
 Management report of fund performance – French
 Other

Filing Subtype: Amended Annual Management Report of Fund Performance

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Management report of fund performance (amended) – English
 Management report of fund performance (amended) – French
 Other

Filing Type: Annual Report

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Annual report – English
 Annual report – French
 Annual report (amended) – English
 Annual report (amended) – French
 Other

Filing Type: Annual Information Form (NI 81-106)

Filing Subtype: Annual Information Form

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Annual Information Form – English
 Annual Information Form – French
 Material documents
 Documents incorporated by reference not previously filed
 Other

Filing Subtype: Revised Annual Information Form

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Annual Information Form (amended) – English
 Annual Information Form (amended) – French
 Material documents
 Documents incorporated by reference not previously filed
 Other

Filing Type: Notice Of The Meeting And Record Date

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Notice of the meeting and record date – English
 Notice of the meeting and record date – French
 Notice of the meeting and record date (amended) – English
 Notice of the meeting and record date (amended) – French
 Other

Filing Type: Notice Of Principal Regulator MI 11-101

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Notice of principal regulator MI 11-101 - English
 Notice of principal regulator MI 11-101 – French
 Amended notice of principal regulator MI 11-101 – English
 Amended notice of principal regulator MI 11-101 - French
 Other

Filing Type: Management Proxy Materials

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Notice of meeting – English
 Notice of meeting – French
 Notice of meeting (amended) – English
 Notice of meeting (amended) – French
 Management information circular – English
 Management information circular – French
 Management information circular (amended) – English
 Management information circular (amended) - French
 Form of proxy – English
 Form of proxy – French
 Certificate re dissemination
 Report of voting results
 Report of voting results (amended)
 Other

Filing Type: Compliance Reports (NI 81-102)

Document Types:

Cover letter

Compliance report(s) – section 12.1
 Auditors' report(s) – section 12.1
 Custodian report(s) – section 6.7
 Other

Filing Type: Change of Auditor Filings

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Notice
 Letter from former auditor
 Letter from successor auditor
 Other

Filing Type: Change In Year End Filings

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Notice
 Notice (amended)
 Supplement to the notice
 Supplement to the notice (amended)
 Other

Filing Type: Change in Legal Structure Filings

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Notice
 Notice (amended)
 Other

Filing Type: Material Documents

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Material document – English
 Material document - French
 Material document (amended) – English
 Material document (amended) - French
 Other

Filing Type: Report of Management Company

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Form (AB, ON–Form 38, BC–Form 81-903F, SK–Form 36, NS–Form 39, NF–Form 37)
 Form (amended) (AB,ON–Form38,BC–Form81-903F,SK–Form36,NS–Form39,NF–Form37)
 Other

Filing Type: Report of Proxy Voting

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Report of proxy voting
 Report of proxy voting (amended)
 Other

Filing Type: Reports under NI 81-107

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Report by independent review committee – English
 Report by independent review committee – French
 Report by independent review committee (amended) – English
 Report by independent review committee (amended) – French
 Manager – transactions in securities of related issuers – English
 Manager – transactions in securities of related issuers – French
 Manager – transactions in securities of related issuers (amended) – English
 Manager – transactions in securities of related issuers (amended) – French
 Manager – transactions under part 4 of NI 81-102 – English
 Manager – transactions under part 4 of NI 81-102 – French
 Manager – transactions under part 4 of NI 81-102 (amended) – English
 Manager – transactions under part 4 of NI 81-102 (amended) – French
 Manager – notification under part 5 of NI 81-107 – English
 Manager – notification under part 5 of NI 81-107 – French
 Manager – notification under part 5 of NI 81-107 (amended) – English
 Manager – notification under part 5 of NI 81-107 (amended) – French
 Other

Filing Type: Other Filings

Document Types:

Other

Category of Filer: Investment Fund Issuers

Category of Filing: Exemptions and Other Applications

Folder for Filing Type: General

Filing Type: Applications (NI 81-102)

Document Types:

Cover letter
Application letter
Exhibits and other supporting material
Statement of verification
Draft MRRS decision document(s) – English
Draft MRRS decision document(s) – French
Draft order(s)
Other

Filing Type: Exemptions and Other Applications – In Connection With A Prospectus Filing

Document Types:

Cover letter
Application letter
Exhibits and other supporting material
Statement of verification
Draft order(s)
Other

Category of Filer: Other Issuers

Category of Filing: Securities Offerings

Folder for Filing Type: General

Filing Type: Short Form Prospectus (NI 44-101)

Filing Subtype: Preliminary

Document Types:

Cover letter
 MRRS confirmation re preliminary materials
 Underwriters undertaking – section 7.2 - MRRS
 Preliminary short form prospectus – English
 Preliminary short form prospectus – French
 Qualification certificate
 Material incorporated by reference not previously filed – English
 Material incorporated by reference not previously filed – French
 Calculation of earnings coverage
 Auditors' comfort letter regarding audited financial statements
 Auditors' comfort letter regarding foreign auditors' report
 Other material contract(s)
 Oil and gas reports
 Technical report(s)
 Consent letter(s) of other expert(s)
 Report/valuation for which consent is required (other than tech. reports)
 Authorization of indirect collection of personal information
 Other

Filing Subtype: Amendment to Preliminary

Document Types:

Cover letter
 MRRS confirmation re preliminary prospectus amendment materials
 Underwriters undertaking – section 10.2 - MRRS
 Amendment to (or amended) preliminary short form prospectus – English
 Amendment to (or amended) preliminary short form prospectus – French
 Blacklined amended (or amended) preliminary short form prospectus –English
 Blacklined amended (or amended) preliminary short form prospectus –French
 Auditors' comfort letter regarding audited financial statements
 Technical report(s)
 Qualification certificate(s)
 Consent letter(s) of other expert(s)
 Other supporting documents
 Other

Filing Subtype: Final

Document Types:

Cover letter
 MRRS confirmation re final materials
 Final short form prospectus – English
 Final short form prospectus – French
 Blacklined final short form prospectus – English
 Blacklined final short form prospectus – French
 Material incorporated by reference not previously filed – English
 Material incorporated by reference not previously filed – French

Auditors' comfort letter
 Issuer's submission to jurisdiction and appointment of agent
 Non-issuer's submission to jurisdiction and appointment of agent
 Auditors' consent letter
 Consent letter of issuer's legal counsel
 Consent letter of underwriters' legal counsel
 Consent letter(s) of other legal counsel
 Consent letter(s) of other expert(s)
 Credit supporter's consent
 Technical report(s)
 Oil and gas reports
 Qualification certificate(s)
 Other reports and valuations
 Underwriting or agency agreement
 Other material contract(s)
 Certificate/notice(s) re proceeds of distribution
 Form IV (NF)
 Evidence of approvals from other regulatory authorities (ON)
 Undertaking re breakdown of sales and payment of fees (BC)
 ON Form 13-502F1 (Class 1 Reporting Issuers – Participation Fee)
 ON Form 13-502F2 (Class 2 Reporting Issuers – Participation Fee)
 ON Form 13-502F3A (Class 3A Reporting Issuers – Participation Fee)
 ON Form 13-502F3B (Class 3B Reporting Issuers – Participation Fee)
 ON Form 13-502F3C (Class 3C Reporting Issuers – Participation Fee)
 Other

Filing Subtype: Amendment to Final

Document Types:

Cover letter
 MRRS confirmation re prospectus amendment materials
 Amendment to (or amended) final short form prospectus – English
 Amendment to (or amended) final short form prospectus – French
 Blacklined amended (or amended) final short form prospectus – English
 Blacklined amended (or amended) final short form prospectus – French
 Auditors' comfort letter
 Auditors' consent letter
 Consent letter of issuer's legal counsel
 Consent letter of underwriters' legal counsel
 Consent letter(s) of other legal counsel
 Consent letter(s) of other expert(s)
 Credit supporter's consent
 Technical report(s)
 Qualification certificate(s)
 Waiver and undertaking re amendment in Quebec
 Other supporting documents
 Other

Filing Subtype: Supplemented Short Form PREP Prospectus (NI 44-103)

Document Types:

Cover letter
 Supplemented short form PREP prospectus – English
 Supplemented short form PREP prospectus – French
 Documents incorporated by reference not previously filed – English
 Documents incorporated by reference not previously filed – French

Auditors' comfort letter
 Auditors' consent letter
 Consent letter of issuer's legal counsel
 Consent letter of underwriters' legal counsel
 Consent letter(s) of other legal counsel
 Consent letter(s) of other expert(s)
 Underwriting or agency agreement
 Other material contracts not previously filed
 Other

Filing Type: Shelf Prospectus (NI 44-102)

Filing Subtype: Preliminary

Document Types:

Cover letter
 MRRS confirmation re preliminary materials
 Underwriters undertaking – section 7.2 - MRRS
 Preliminary short form prospectus – English
 Preliminary short form prospectus – French
 Qualification certificate
 Material incorporated by reference not previously filed – English
 Material incorporated by reference not previously filed – French.
 Calculation of earnings coverage
 Auditors' comfort letter regarding audited financial statements
 Auditors' comfort letter regarding foreign auditors' report
 Other material contract(s)
 Oil and gas reports
 Technical report(s)
 Consent letter(s) of other expert(s)
 Report/valuation for which consent is required (other than tech. reports)
 Non-issuer's submission to jurisdiction and appointment of agent
 Other

Filing Subtype: Amendment to Preliminary

Document Types:

Cover letter
 MRRS confirmation re preliminary prospectus amendment materials
 Underwriters undertaking – section 10.2 - MRRS
 Amendment to (or amended) preliminary short form prospectus – English
 Amendment to (or amended) preliminary short form prospectus – French
 Blacklined amended (or amended) preliminary short form prospectus –English
 Blacklined amended (or amended) preliminary short form prospectus –French
 Auditors' comfort letter regarding audited financial statements
 Technical report(s)
 Qualification certificate(s)
 Consent letter(s) of other expert(s)
 Other supporting documents
 Other

Filing Subtype: Final

Document Types:

Cover letter
 MRRS confirmation re final materials
 Final short form prospectus – English
 Final short form prospectus – French
 Blacklined final short form prospectus – English
 Blacklined final short form prospectus – French

Materials incorporated by reference not previously filed – English
 Materials incorporated by reference not previously filed – French
 Undertaking re novel derivatives or asset-backed securities
 Auditors' comfort letter
 Issuer's submission to jurisdiction and appointment of agent
 Non-issuer's submission to jurisdiction and appointment of agent
 Auditors' consent letter
 Consent letter of issuer's legal counsel
 Consent letter of underwriters' legal counsel
 Consent letter(s) of other legal counsel
 Consent letter(s) of other expert(s)
 Credit supporter's consent
 Technical report(s)
 Oil and gas reports
 Qualification certificate(s)
 Report/valuation for which consent is required (other than tech. reports)
 Underwriting or agency agreement
 Other material contract(s)
 Certificate/notice(s) re proceeds of distribution
 Form IV (NF)
 Evidence of approvals from other regulatory authorities (ON)
 Undertaking re breakdown of sales and payment of fees (BC)
 ON Form 13-502F1 (Class 1 Reporting Issuers – Participation Fee)
 ON Form 13-502F2 (Class 2 Reporting Issuers – Participation Fee)
 ON Form 13-502F3A (Class 3A Reporting Issuers – Participation Fee)
 ON Form 13-502F3B (Class 3B Reporting Issuers – Participation Fee)
 ON Form 13-502F3C (Class 3C Reporting Issuers – Participation Fee)
 Other

Filing Subtype: Amendment to Final

Document Types:

Cover letter
 MRRS confirmation re prospectus amendment materials
 Amendment to (or amended) final short form prospectus – English
 Amendment to (or amended) final short form prospectus – French
 Blacklined amended (or amended) final short form prospectus – English
 Blacklined amended (or amended) final short form prospectus – French
 Auditors' comfort letter
 Auditors' consent letter
 Consent letter of issuer's legal counsel
 Consent letter of underwriters' legal counsel
 Consent letter(s) of other legal counsel
 Consent letter(s) of other expert(s)
 Credit supporter's consent
 Technical report(s)
 Qualification certificate(s)
 Waiver and undertaking re amendment in Quebec
 Other supporting documents
 Other

Filing Subtype: Prospectus Supplement

Document Types:

Cover letter
 Prospectus supplement – English
 Prospectus supplement – French
 Draft shelf prospectus supplement – English

Draft shelf prospectus supplement – French
 Material incorporated by reference not previously filed – English
 Material incorporated by reference not previously filed – French
 Auditors’ comfort letter
 Auditors’ consent letter
 Consent letter of issuer’s legal counsel
 Consent letter of underwriters’ legal counsel
 Consent letter(s) of other legal counsel
 Consent letter(s) of other expert(s)
 Credit supporter’s consent
 Technical report(s)
 Qualification certificate(s)
 Certificate/notice(s) re proceeds of distribution
 Underwriting or agency agreement
 Other material contract(s) not previously filed
 Undertaking re breakdown of sales and payment of fees (BC)
 Other

Filing Type: Prospectus – MJDS (NI 71-101)

Filing Subtype: Preliminary

Document Types:

Cover letter
 Preliminary prospectus – English
 Preliminary prospectus – French
 Documents incorporated by reference
 U.S. registration statement and exhibits
 Consent letter(s) of expert(s)
 Certified resolutions approving preliminary prospectus
 Powers of attorney
 Asset and earnings coverage calculations
 Certificate confirming satisfaction of eligibility requirements
 Confirmation re preliminary materials
 Submission to jurisdiction and appointment of agent (BC, ON)
 Technical report(s)
 Qualification certificate(s)
 “Green sheet” (ON, QC)
 Other

Filing Subtype: Amendment to Preliminary

Document Types:

Cover letter
 Amendment to (or amended) preliminary prospectus – English
 Amendment to (or amended) preliminary prospectus – French
 Auditors’ negative assurance letter
 Auditors’ consent letter
 Consent letter of issuer’s legal counsel
 Consent letter of underwriters’ legal counsel
 Consent letter(s) of other legal counsel
 Consent letter(s) of other expert(s)
 Certified resolutions approving offering documents
 Technical report(s)
 Qualification certificate(s)
 Powers of attorney
 Confirmation re preliminary prospectus amendment materials
 Other

Filing Subtype: Final

Document Types:

Cover letter
 Final prospectus – English
 Final prospectus – French
 Blacklined final prospectus – English
 Blacklined final prospectus – French
 Auditors’ negative assurance letter
 Auditors’ consent letter
 Consent letter of issuer’s legal counsel
 Consent letter of underwriters’ legal counsel
 Consent letter(s) of other legal counsel
 Consent letter(s) of other expert(s)
 Certified resolutions approving final prospectus
 Technical report(s)
 Qualification certificate(s)
 Powers of attorney
 Underwriters’ certificate
 Certificate re effective use of U.S. registration statement
 Underwriting or agency agreement
 Other material contract(s)
 Certificate/notice(s) re proceeds of distribution
 Confirmation re final materials
 Undertaking re breakdown of sales and payment of fees (BC)
 Undertaking to pay fee (NS)
 ON Form 13-502F1 (Class 1 Reporting Issuers – Participation Fee)
 ON Form 13-502F2 (Class 2 Reporting Issuers – Participation Fee)
 ON Form 13-502F3A (Class 3A Reporting Issuers – Participation Fee)
 ON Form 13-502F3B (Class 3B Reporting Issuers – Participation Fee)
 ON Form 13-502F3C (Class 3C Reporting Issuers – Participation Fee)
 Other

Filing Subtype: Amendment to Final

Document Types:

Cover letter
 Amendment to (or amended) final prospectus – English
 Amendment to (or amended) final prospectus – French
 Auditors’ negative assurance letter
 Auditors’ consent letter
 Consent letter of issuer’s legal counsel
 Consent letter of underwriters’ legal counsel
 Consent letter(s) of other legal counsel
 Consent letter(s) of other expert(s)
 Certified resolutions approving offering documents
 Technical report(s)
 Qualification certificate(s)
 Powers of attorney
 Confirmation re prospectus amendment materials
 Waiver and undertaking re amendment in Quebec
 Other

Filing Subtype: Prospectus Supplement

Document Types:

Cover letter
 Prospectus supplement – English

Prospectus supplement – French
 Auditors’ negative assurance letter
 Auditors’ consent letter
 Consent letter of issuer’s legal counsel
 Consent letter of underwriters’ legal counsel
 Consent letter(s) of other legal counsel
 Consent letter(s) of other expert(s)
 Resolutions approving supplement
 Technical report(s)
 Qualification certificate(s)
 Powers of attorney
 Other

Filing Type: Long Form Prospectus

Filing Subtype: Preliminary

Document Types:

Cover letter
 MRRS confirmation re preliminary materials
 Preliminary long form prospectus – English
 Preliminary long form prospectus – French
 Auditors’ comfort letter
 Auditors’ comfort letter regarding foreign auditors’ report
 Calculation of earnings coverage
 Draft escrow agreement
 Other material contract(s)
 Oil and gas reports
 Technical report(s)
 Qualification certificate(s)
 Consent letter(s) of other expert(s)
 Report/valuation for which consent is required (other than tech. reports)
 Authorization of indirect collection of personal information
 Personal information (AB)
 “Green sheet” (QC)
 Other

Filing Subtype: Pro Forma

Document Types:

Cover letter
 Pro forma long form prospectus – English
 Pro forma long form prospectus – French
 Blacklined pro forma long form prospectus – English
 Blacklined pro forma long form prospectus – French
 Auditors’ comfort letter
 Auditors’ comfort letter regarding foreign auditors’ report
 Technical report(s)
 Qualification certificate(s)
 Consent letter(s) of other expert(s)
 Other material contract(s)
 Report/valuation for which consent is required (other than tech. reports)
 Certificate/notice(s) re proceeds of distribution
 Authorization of indirect collection of personal information
 “Green sheet” (QC)
 Other

Filing Subtype: Amendment to Preliminary

Document Types:

Cover letter
 Amendment to (or amended) preliminary long form prospectus – English
 Amendment to (or amended) preliminary long form prospectus – French
 Blacklined amended preliminary long form prospectus – English
 Blacklined amended preliminary long form prospectus – French
 Auditors' comfort letter
 Auditors' comfort letter regarding foreign auditors' report
 Technical report(s)
 Qualification certificate(s)
 Consent letter(s) of other expert(s)
 Confirmation re preliminary prospectus amendment materials
 Other

Filing Subtype: Final

Document Types:

Cover letter
 MRRS confirmation re final materials
 Final long form prospectus – English
 Final long form prospectus – French
 Blacklined final long form prospectus – English
 Blacklined final long form prospectus – French
 Auditors' comfort letter
 Auditors' consent letter
 Consent letter of issuer's legal counsel
 Consent letter of underwriters' legal counsel
 Consent letter(s) of other legal counsel
 Credit supporter's consent
 Consent letter(s) of other expert(s)
 Underwriters' certificate
 Underwriting or agency agreement
 Escrow agreement
 Other material contract(s)
 Oil and gas reports
 Technical report(s)
 Qualification certificate(s)
 Report/valuation for which consent is required (other than tech. reports)
 Certificate/notice(s) re proceeds of distribution
 Issuer submission to jurisdiction
 Non-issuer submission to jurisdiction
 Ruling on QSSP eligibility (QC)
 Undertaking re breakdown of sales and payment of fees (BC)
 ON Form 13-502F1 (Class 1 Reporting Issuers – Participation Fee)
 ON Form 13-502F2 (Class 2 Reporting Issuers – Participation Fee)
 ON Form 13-502F3A (Class 3A Reporting Issuers – Participation Fee)
 ON Form 13-502F3B (Class 3B Reporting Issuers – Participation Fee)
 ON Form 13-502F3C (Class 3C Reporting Issuers – Participation Fee)
 Other

Filing Subtype: Amendment to Final

Document Types:

Cover letter
 Amendment to (or amended) final long form prospectus – English
 Amendment to (or amended) final long form prospectus – French
 Blacklined amended final long form prospectus – English

Blacklined amended final long form prospectus – French.
 Technical report(s)
 Qualification certificate(s)
 Auditors’ comfort letter
 Auditor’s comfort letter regarding foreign auditors’ report
 Auditors’ consent letter
 Consent letter of issuer’s legal counsel
 Consent letter of underwriters’ legal counsel
 Consent letter(s) of other legal counsel
 Credit supporter’s consent
 Consent letter(s) of other expert(s)
 Confirmation re prospectus amendment materials
 Waiver and undertaking re amendment in Quebec
 Other

Filing Subtype: Supplemented Long Form PREP Prospectus (NI 44-103)

Document Types:

Cover letter
 Supplemented long form PREP prospectus – English
 Supplemented long form PREP prospectus – French
 Auditors’ comfort letter
 Auditors’ consent letter
 Consent letter of issuer’s legal counsel
 Consent letter of underwriters’ legal counsel
 Consent letter(s) of other legal counsel
 Consent letter(s) of other expert(s)
 Underwriters’ certificate
 Underwriting or agency agreement
 Undertaking re breakdown of sales and payment of fees (BC)
 “Green sheet” (QC)
 Other

Filing Type: NI 44-101 Notice of Intent

Filing Subtype: NI 44-101 Notice of Intent to Qualify

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 NI 44-101 Notice of Intent to Qualify - English
 NI 44-101 Notice of Intent to Qualify – French
 NI 44-101 Notice of Intent to Qualify (amended) – English
 NI 44-101 Notice of Intent to Qualify (amended) – French
 Other

Filing Subtype: NI 44-101 Withdrawal Notice

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 NI 44-101 Withdrawal notice - English
 NI 44-101 Withdrawal notice – French
 NI 44-101 Withdrawal notice – (amended) – English
 NI 44-101 Withdrawal notice – (amended) – French
 Other

Filing Type: Rights Offering Material

Filing Subtype: Initial Filing

Document Types:

Cover letter
 Rights offering circular – English
 Rights offering circular – French
 Confirmation statement
 Issuer/managing dealer agreement
 Notice of last annual meeting of shareholders
 Minutes of last annual meeting of shareholders
 Last annual report – English
 Last annual report – French
 Summary of any changes in officers and directors since last AGM
 Summary of any changes in control
 Statement of officer re no material changes
 Technical report(s)
 Qualification certificate(s)
 Consent letter(s) of other expert(s)
 Certificate re exempt rights offering (AB)
 Rights certificate (AB)
 Other

Filing Subtype: Final Filing

Document Types:

Cover letter
 Rights offering circular – English
 Rights offering circular – French
 Certificate/notice(s) re proceeds of distribution
 Other

Filing Type: Other Filings

Document Types:

Other

Filing Type: New Company Listing or Quotation

Document Types:

Cover letter

Subheading: Prospectus and Offerings

Document Types:

Preliminary prospectus - English
 Preliminary prospectus - French
 Asset and earnings coverage calculations
 Dilution calculation
 Amendment to (or amended) prospectus - English
 Amendment to (or amended) prospectus - French
 Auditors' negative assurance letter
 Auditors' consent letter
 Final prospectus - English
 Final prospectus - French
 Offering memorandum
 "Green sheet"
 Other - Prospectus and offerings

Subheading: Material Contracts and Reports

Document Types:

Bonus plan
 Business plan
 Coattail agreement
 Dividend reinvestment plan
 Escrow agreement
 Geological or engineering report
 Independent evaluation or appraisal
 Investor relations agreement
 Management agreement
 Pooling agreement
 Property acquisition agreement
 Purchase agreement.
 Share option plan
 Share option subscription agreement
 Share purchase plan
 Shareholder agreement
 Sponsorship agreement
 Trust agreement
 Trust indenture
 Underwriting or agency agreement
 Voting trust agreement
 Warrant indenture
 Other - Material contracts and reports

Subheading: Financial Statements and Information Documents

Document Types:

Annual report - English
 Annual report - French
 Audited annual financial statements - English
 Audited annual financial statements - French
 Audited financial forecast
 Form of proxy - English
 Form of proxy - French
 Interim financial statements - English
 Interim financial statements - French
 Management proxy/information circular - English
 Management proxy/information circular - French
 Notice of meeting - English
 Notice of meeting - French
 Pro forma financial statements
 Other - Financial statements and information documents

Subheading: Resolutions and Articles

Document Types:

Banking resolution
 Board resolution
 Certificate and Articles of Amendment
 Certificate and Articles of Incorporation
 Company By-Laws
 Shareholders resolution
 Special resolution
 Other - Resolutions and Articles

Subheading: Market Centre Documents and Forms

Document Types:

Listing agreement
 Listing statement/listing application
 Personal information forms
 Share distribution form
 Statutory declaration
 Other - Market Centre documents and forms.

Subheading: Commission Documents and Forms

Document Types:

Receipt from Securities Commissions
 Other - Commission documents and forms

Subheading: General

Document Types:

Certificate of good standing
 Fairness opinion
 Letter from CDS confirming CUSIP number
 Letter from company (confirmation, undertaking, etc.)
 Letter from registrar
 Letter from transfer agent
 Letter from trustee confirming shares held in escrow
 Letter from underwriter (undertaking, minimum distribution, etc.)
 List of shareholders from registrar (Trust company)
 Opinion of legal counsel
 Sponsorship acknowledgment letter
 Other – General

Filing Type: New Security Issue (Supplemental Listing)

Document Types:

Cover letter

Subheading: Prospectus and Offerings

Document Types:

Preliminary prospectus - English
 Preliminary prospectus - French
 Asset and earnings coverage calculations
 Dilution calculation
 Amendment to (or amended) prospectus - English
 Amendment to (or amended) prospectus - French
 Auditors' negative assurance letter
 Auditors' consent letter
 Final prospectus - English
 Final prospectus - French
 Rights offering circular—English
 Rights offering circular—French
 “Green sheet”
 Other - Prospectus and offerings

Subheading: Material Contracts and Reports

Document Types:

Coattail agreement
 Escrow agreement
 Geological or engineering report

Shareholder agreement
 Sponsorship agreement
 Trust agreement
 Trust indenture
 Underwriting or agency agreement
 Voting trust agreement
 Warrant indenture
 Other - Material contracts and reports.

Subheading: Resolutions and Articles

Document Types:

Banking resolution
 Board resolution
 Certificate and Articles of Amendment
 Shareholders resolution
 Special resolution
 Other - Resolutions and Articles

Subheading: Market Centre Documents and Forms

Document Types:

Personal information forms
 Share distribution form
 Other-Market Centre documents and forms

Subheading: Commission Documents and Forms

Document Types:

Receipt from Securities Commissions
 Other - Commission documents and forms

Subheading: General

Document Types:

Letter from CDS confirming CUSIP number
 Letter from company (confirmation, undertaking, etc.)
 Letter from transfer agent
 Letter from underwriter (undertaking, minimum distribution, etc.)
 List of shareholders from registrar (Trust company)
 Opinion of legal counsel
 Sponsorship acknowledgment letter
 Other – General

Filing Type: Additional Listing By Prospectus

Document Types:

Cover letter

Subheading: Prospectus and Offerings

Document Types:

Preliminary prospectus - English
 Preliminary prospectus - French
 Amendment to (or amended) prospectus - English
 Amendment to (or amended) prospectus - French
 Auditors' negative assurance letter
 Auditors' consent letter
 Asset and earnings coverage calculations
 Dilution calculation
 Final prospectus - English

Final prospectus - French
“Green sheet”
Other - Prospectus and offerings

Subheading: Material Contracts and Reports

Document Types:

Coattail agreement
Escrow agreement
Geological or engineering report
Pooling agreement.
Property acquisition agreement
Purchase agreement
Shareholder agreement
Sponsorship agreement
Trust agreement
Trust indenture
Underwriting or agency agreement
Warrant indenture
Other - Material contracts and reports

Subheading: Resolutions

Document Types:

Board resolution
Shareholders resolution
Special resolution
Other – Resolutions

Subheading: Market Centre Documents and Forms

Document Types:

Personal information forms
Share distribution form
Other - Market Centre documents and forms

Subheading: Commission Documents and Forms

Document Types:

Receipt from Securities Commissions
Other - Commission documents and forms

Subheading: General

Document Types:

Letter from company (confirmation, undertaking, etc.)
Letter from transfer agent
Letter from underwriter (undertaking, minimum distribution, etc.)
Opinion of legal counsel
Other – General

Filing Type: Private Placement

Document Types:

Cover letter

Subheading: Prospectus and Offerings

Document Types:

Preliminary prospectus - English
Preliminary prospectus - French
Asset and earnings coverage calculations
Dilution calculation

Amendment to (or amended) prospectus - English
 Amendment to (or amended) prospectus - French
 Auditors' negative assurance letter
 Auditors' consent letter
 Final prospectus - English
 Final prospectus - French
 Offering memorandum
 Term sheet
 Other - Prospectus and offerings

Subheading: Material Contracts and Reports

Document Types:

Coattail agreement
 Escrow agreement
 Finders fee agreement
 Geological or engineering report
 Management agreement
 Pooling agreement
 Property acquisition agreement
 Purchase agreement
 Shareholder agreement
 Special warrant indenture
 Sponsorship agreement
 Subscription agreement
 Trust agreement
 Trust indenture
 Underwriting or agency agreement
 Voting trust agreement
 Warrant indenture
 Other - Material contracts and reports

Subheading: Financial Statements and Information Documents

Document Types:

Annual report - English
 Annual report - French
 Audited annual financial statements—English
 Audited annual financial statements—French
 Audited financial forecast
 Form of proxy - English
 Form of proxy - French
 Interim financial statements - English
 Interim financial statements - French
 Management proxy/information circular - English
 Management proxy/information circular - French
 Notice of meeting - English
 Notice of meeting - French
 Pro forma financial statements
 Other - Financial statements and information documents

Subheading: Resolutions and Articles

Document Types:

Board resolution
 Certificate and Articles of Amendment
 Shareholders resolution
 Special resolution
 Other - Resolutions and Articles

Subheading: Market Centre Documents and Forms

Document Types:

Amendment of warrant terms (TSX-V)
Corporate placee registration form.
Declaration of certified filing (TSX-V)
Expedited private placement filing form
Notice of private placement
Personal information forms
Prior notice of private placement (Price protection)
Private placement questionnaire & undertaking
Private placement summary form (TSX-V)
Request to reset share limit for expedited filings
Other - Market Centre documents and forms

Subheading: Commission Documents and Forms

Document Types:

Receipt from Securities Commissions
Other - Commission documents and forms

Subheading: General

Document Types:

Fairness opinion
Independent evaluation or appraisal
Letter from company (confirmation, undertaking, etc.)
Opinion of legal counsel
Other – General

Filing Type: Shares for Debt (TSX-V)

Document Types:

Cover letter

Subheading: Material Contracts and Reports

Document Types:

Debt settlement agreement
Escrow agreement
Other - Material contracts and reports

Subheading: Financial Statements

Document Types:

Annual report
Audited annual financial statements
Audited financial forecast
Current accounts payable list
Interim financial statements
Pro forma financial statements
Other - Financial statements

Subheading: Market Centre Documents and Forms

Document Types:

Shares for debt filing form
Declaration of certified filing
Certification
Other - Market Centre documents and forms

Subheading: General

Document Types:

Fairness opinion
Independent evaluation or appraisal
Other - General

Filing Type: Exchange of Securities - Amalgamation or Reorganization

Document Types:

Cover letter

Subheading: Material Contracts and Reports

Document Types:

Bonus plan
Business plan
Coattail agreement
Escrow agreement
Geological or engineering report
Independent evaluation or appraisal
Investor relations agreement
Management agreement
Pooling agreement
Property acquisition agreement
Purchase agreement
Share option plan
Share option subscription agreement
Share purchase plan
Shareholder agreement
Sponsorship agreement
Sponsor report
Trust agreement
Trust indenture
Underwriting or agency agreement
Voting trust agreement
Warrant indenture
Other - Material contracts and reports

Subheading: Financial Statements and Information Documents

Document Types:

Annual report - English
Annual report - French
Audited annual financial statements - English
Audited annual financial statements - French
Audited financial forecast
Filing statement
Form of proxy - English
Form of proxy - French
Interim financial statements - English
Interim financial statements - French
Letter of transmittal - English
Letter of transmittal - French
Management proxy/information circular - English
Management proxy/information circular - French
Notice of guaranteed delivery - English
Notice of guaranteed delivery - French
Notice of meeting - English

Notice of meeting - French
 Plan of arrangement circular - English
 Plan of arrangement circular - French
 Other - Financial statements and information documents.

Subheading: Resolutions and Articles

Document Types:

Banking resolution
 Board resolution
 Certificate and Articles of Amalgamation
 Certificate and Articles of Amendment
 Certificate and Articles of Incorporation
 Company By-Laws
 Shareholders resolution
 Special resolution
 Other - Resolutions and Articles

Subheading: Market Centre Documents and Forms

Document Types:

Listing agreement
 Listing statement/listing application
 Personal information forms
 Share distribution form
 Statutory declaration
 Other - Market Centre documents and forms

Subheading: Commission Documents and Forms

Document Types:

Receipt from Securities Commissions
 Other - Commission documents and forms

Subheading: General

Document Types:

Certificate of good standing
 Fairness opinion
 Letter from CDS confirming CUSIP number
 Letter from company (confirmation, undertaking, etc.)
 Letter from transfer agent
 Letter from underwriter (undertaking, minimum distribution, etc.)
 List of shareholders from registrar (Trust company)
 Opinion of legal counsel
 Sponsorship acknowledgment letter
 Other – General

Filing Type: Acquisition/Disposition of Assets – Share Transactions (TSX-V)

Filing Subtype: Major Acquisition/Disposition (TSX-V)

Document Types:

Cover letter
 Annual report
 Audited financial statements for acquisition target
 Audited financial forecast
 Auditors' consent letter
 Board resolution.
 Consent letter from board of acquisition target
 Consent letter(s) of other expert(s)

Escrow agreement
 Fairness opinion
 Filing statement
 Financial plan
 Finders fee agreement
 Geological or engineering report
 Independent evaluation or appraisal
 Interim financial statements
 Material contracts
 Opinion of legal counsel
 Pro forma financial statements
 Property acquisition agreement
 Purchase agreement
 Scrutineer's report
 Shareholders consents
 Special resolution
 Sponsor report
 Title opinion
 Transaction summary form
 Other

Filing Subtype: Minor Acquisition/Disposition (TSX-V)

Document Types:

Cover letter
 Board resolution
 Directors' resolutions
 Expedited acquisition filing form
 Fairness opinion
 Filing statement
 Finders fee agreement
 Geological or engineering report
 Property acquisition agreement
 Purchase agreement
 Request to reset share limit for expedited filings
 Special resolution
 Transaction summary form
 Other

Filing Subtype: CPC Qualifying Transactions (TSX-V)

Document Types:

Cover letter
 Financial statements for acquisition target
 Auditors' consent letter
 Business plan
 Confirmation of mailing
 Consent letter from board of acquisition target
 Consent letter(s) of other expert(s).
 Directors' resolutions
 Escrow agreement
 Fairness opinion
 Information circular
 Material contracts
 Opinion of legal counsel
 Pro forma balance sheet
 Sponsorship acknowledgement form
 Sponsor report

Technical reports and certifications of qualification
Other

Filing Type: CPC Prospectus (TSX-V)

Filing Subtype: Preliminary

Document Types:

Cover letter
Preliminary prospectus – English
Preliminary prospectus -French
Cross-reference sheet
Auditors’ negative assurance letter
Material contracts
Dilution calculation
Auditors’ consent letter
Statutory declaration
Draft escrow agreement
Notice / consent forms under FOI legislation (ON)
Directors’ resolutions
Personal information (AB)
Underwriting or agency agreement
MRRS confirmation re preliminary materials
Other

Filing Subtype: Amendment to Preliminary

Document Types:

Cover letter
Amendment to (or amended) preliminary prospectus – English
Amendment to (or amended) preliminary prospectus - French
Blacklined amended preliminary prospectus – English
Blacklined amended preliminary prospectus - French
Auditors’ consent letter
Auditors’ negative assurance letter
Material contracts
Directors’ resolutions
Statutory declaration
Consent letter(s) of issuer’s legal counsel
Consent letter(s) of underwriters’/agents’ legal counsel.
Consent letter(s) of other legal counsel
Consent letter(s) of other expert(s)
MRRS confirmation re preliminary prospectus amendment materials
Other

Filing Subtype: Final

Document Types:

Cover letter
Final prospectus – English
Final prospectus - French
Blacklined final prospectus – English
Blacklined final prospectus - French
Cross-reference sheet
Auditors’ negative assurance letter
Auditors’ consent letter
Consent letter(s) of issuer’s legal counsel
Consent letter(s) of underwriters’/agents’ legal counsel
Consent letter(s) of other legal counsel

Consent letter(s) of other expert(s)
 Directors' resolutions
 Underwriters' certificate
 Underwriting or agency agreement
 Escrow agreement
 Other material contracts
 Company's undertaking to provide material contracts on request
 Undertaking to pay fees (BC)
 Certificate/notice(s) re proceeds of distribution
 MRRS confirmation re final materials
 ON Form 13-502F1 (Class 1 Reporting Issuers – Participation Fee)
 ON Form 13-502F2 (Class 2 Reporting Issuers –Participation Fee)
 ON Form 13-502F3A (Class 3A Reporting Issuers – Participation Fee)
 ON Form 13-502F3B (Class 3B Reporting Issuers –Participation Fee)
 ON Form 13-502F3C (Class 3C Reporting Issuers – Participation Fee)
 Other

Filing Subtype: Amendment to Final

Document Types:

Cover letter
 Amendment to (or amended) final prospectus – English
 Amendment to (or amended) final prospectus - French
 Blacklined amended final prospectus – English
 Blacklined amended final prospectus - French
 Auditors' consent letter
 Auditors' negative assurance letter
 Directors' resolutions
 Consent letter(s) of issuer's legal counsel
 Consent letter(s) of underwriters'/agents' legal counsel
 Consent letter(s) of other legal counsel
 Material contracts
 Statutory declaration
 MRRS confirmation re prospectus amendment materials
 Other

Filing Subtype: Market Centre Documents (TSX-V)

Document Types:

Cover letter
 Undertaking
 Application for listing (TSX-V)
 Confirmation of trustee holding shares under escrow agreement
 Escrow undertaking (second tier escrow)
 Letter from transfer agent.
 Listing agreement (TSX-V)
 Certificate and Articles of Incorporation
 Material contracts
 Opinion of legal counsel
 Public distribution summary (TSX-V)
 Sponsor report
 Securityholders list
 Stock option plan and specimen stock option agreement
 Other

Category of Filer: Other Issuers

Category of Filing: Securities Offerings

Folder for Filing Type: British Columbia

Filing Type: IPO Prospectus (BC LPS 41-601, TSX-V)

Filing Subtype: Preliminary

Document Types:

Cover letter
Preliminary prospectus
Blacklined preliminary prospectus
Audited statement of costs
Auditor's negative assurance letter
Technical report(s)
Qualification certificate(s)
Consent letter(s) of other expert(s)
Valuation or appraisal opinion/report
Material contracts
Statutory declaration
Escrow agreement
Pooling agreement
Earnings coverage calculations
Underwriting or agency agreement
Other

Filing Subtype: Amendment to Preliminary

Document Types:

Cover letter
Amendment to (or amended) preliminary prospectus
Auditors' consent letter
Auditors' negative assurance letter
Technical report(s)
Qualification certificate(s)
Consent letter(s) of other expert(s)
Consent of other professional person (named)
Material contracts
Statutory declaration
Underwriting or agency agreement
Other

Filing Subtype: Final

Document Types:

Cover letter
Final prospectus
Blacklined final prospectus
Audited statement of costs
Auditors' consent letter
Technical report(s)
Qualification certificate(s)
Consent letter(s) of other expert(s)
Valuation or appraisal opinion/report
Consent of other professional person (named)
Undertaking to pay fees (under section 22 of the Regulations)

Underwriting or agency agreement
Other

Filing Subtype: Amendment to Final

Document Types:

Cover letter
Amendment to (or amended) prospectus
Auditors' consent letter
Technical report(s)
Qualification certificate(s)
Consent letter(s) of other expert(s)
Consent of other professional person (named)
Material contracts
Statutory declaration
Underwriting or agency agreement
Other

Filing Type: Prospectus (BC LPS 41-601)

Filing Subtype: Preliminary

Document Types:

Cover letter
Preliminary prospectus
Blacklined preliminary prospectus
Audited statement of costs
Auditors' negative assurance letter
Technical report(s)
Qualification certificate(s)
Consent letter(s) of other expert(s)
Valuation or appraisal opinion/report
Material contracts
Statutory declaration
Escrow agreement
Underwriting or agency agreement
Other

Filing Subtype: Amendment to Preliminary

Document Types:

Cover letter
Amendment to (or amended) preliminary prospectus
Auditors' consent letter
Auditors' negative assurance letter
Technical report(s)
Qualification certificate(s)
Consent letter(s) of other expert(s)
Consent of other professional person (named)
Material contracts
Statutory declaration
Underwriting or agency agreement
Other

Filing Subtype: Final

Document Types:

Cover letter
Final prospectus
Blacklined final prospectus

Audited statement of costs
Auditors' consent letter
Technical report(s)
Qualification certificate(s)
Consent letter(s) of other expert(s)
Valuation or appraisal opinion/report
Consent of other professional person (named)
Undertaking to pay fees under section 22 of the Regulations (BC)
Underwriting or agency agreement
Other

Filing Subtype: Amendment to Final

Document Types:

Cover letter
Amendment to (or amended) prospectus
Auditors' consent letter
Technical report(s)
Qualification certificate(s)
Consent letter(s) of other expert(s)
Consent of other professional person (named)
Material contracts
Statutory declaration
Underwriting or agency agreement
Other

Category of Filer: Other Issuers

Category of Filing: Securities Offerings

Folder for Filing Type: Quebec

Filing Type: Prospectus – Distribution Outside Quebec (QC SEC. 12 ACT)

Document Types:

Cover letter
Preliminary prospectus – English
Preliminary prospectus – French
Information document (QC sec. 115 Reg.)
Prospectus – English
Prospectus – French
Other

Filing Type: Exchange of Securities – Merger or Reorganization (QC SEC. 50 ACT)

Document Types:

Cover letter
Notice information (QC sec. 106 Reg.)
Information circular for the solicitation of proxies – English
Information circular for the solicitation of proxies – French
Valuation material
Prior valuation
Other

Category of Filer: Other Issuers

Category of Filing: Continuous Disclosure

Folder for Filing Type: General

Filing Type: Material Change Report

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Material change report – letter from foreign issuer
 Material change report – English
 Material change report – French
 Material change report – foreign language
 Material change report (amended) – English
 Material change report (amended) – French
 Material change report (amended) – Foreign language
 Translation certificate
 Technical report(s)
 Qualification certificate(s)
 Consent letter(s)
 Material document(s)
 Material documents(s) (amended)
 Other

Filing Type: News Releases

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 News release – English
 News release – French
 Technical report(s)
 Qualification certificate(s)
 Consent letter(s)
 Other

Filing Type: Interim Financial Statements

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Interim financial statements- letter from foreign issuer
 Interim financial statements – English
 Interim financial statements – French
 Interim financial statements (amended) – English
 Interim financial statements (amended) – French
 Interim financial statements – foreign language
 Interim financial statements (amended) – foreign language
 Translation certificate
 Financial statements of operating entity
 Other

Filing Type: Interim Certificates

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Form 52-109FT2 –Certification of Interim Filings – CEO
 Form 52-109FT2 –Certification of Interim Filings – CFO
 Form 52-109F2 - Certification of Interim Filings – CEO
 Form 52-109F2 - Certification of Interim Filings – CFO
 Other

Filing Type: Interim MD & A

Filing Subtype: Interim MD & A

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 MD&A – letter from foreign issuer
 MD&A – English
 MD&A – French
 MD&A supplement – English
 MD&A supplement – French
 MD&A – foreign language
 Translation certificate
 Other

Filing Subtype: Amended Interim MD & A

Cover letter
 Letter concerning the addition of a recipient agency
 MD&A (amended) – letter from foreign issuer
 MD&A (amended) – English
 MD&A (amended) – French
 MD&A supplement (amended) – English
 MD&A supplement (amended) – French
 MD&A (amended) – foreign language
 Translation certificate
 Other

Filing Type: Interim Management Report of Fund Performance

Filing Subtype: Interim Management Report of Fund Performance

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Management report of fund performance – English
 Management report of fund performance – French
 Other

Filing Subtype: Amended Interim Management Report of Fund Performance

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Management report of fund performance (amended) – English
 Management report of fund performance (amended) – French
 Other

Filing Type: Annual Financial Statements***Document Types:***

Cover letter
 Letter concerning the addition of a recipient agency
 Annual financial statements – letter from foreign issuer
 Audited annual financial statements – English
 Audited annual financial statements – French
 Audited annual financial statements (amended) – English
 Audited annual financial statements (amended) – French
 Audited annual financial statements – foreign language
 Audited annual financial statements (amended) – foreign language
 Translation certificate
 ON Form 13-502F1 (Class 1 Reporting Issuers – Participation Fee)
 ON Form 13-502F2 (Class 2 Reporting Issuers – Participation Fee)
 ON Form 13-502F2A (Adjustment of Fee for Class 2 Reporting Issuers)
 ON Form 13-502F3A (Class 3A Reporting Issuers – Participation Fee)
 ON Form 13-502F3B (Class 3B Reporting Issuers – Participation Fee)
 ON Form 13-502F3C (Class 3C Reporting Issuers – Participation Fee)
 ON Form 13-502F6 Subsidiary Entity Exemption Notice
 Report on number and value of securities distributed in Quebec (QC)
 Financial statements of operating entity
 Valuation report(s) for labour sponsored funds
 Valuation report(s) for labour sponsored funds (amended)
 Other

Filing Type: Annual Certificates***Document Types:***

Cover letter
 Letter concerning the addition of a recipient agency
 Form 52-109FT1 – Certification of Annual Filings – CEO
 Form 52-109FT1 – Certification of Annual Filings – CFO
 Form 52-109F1 - Certification of Annual Filings – CEO
 Form 52-109F1 - Certification of Annual Filings – CFO
 Other

Filing Type: Annual MD & A**Filing Subtype: Annual MD & A*****Document Types:***

Cover letter
 Letter concerning the addition of a recipient agency
 MD&A – letter from foreign issuer
 MD&A – English
 MD&A – French
 MD&A supplement – English
 MD&A supplement – French
 MD&A – foreign language
 Translation certificate
 Other

Filing Subtype: Amended Annual MD & A***Document Types:***

Cover letter
 Letter concerning the addition of a recipient agency

MD&A (amended) – letter from foreign issuer
 MD&A (amended) – English
 MD&A (amended) – French
 MD&A supplement (amended) – English
 MD&A supplement (amended) – French
 MD&A (amended) – foreign language
 Translation certificate
 Other

Filing Type: Annual Management Report of Fund Performance

Filing Subtype: Annual Management Report of Fund Performance

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Management report of fund performance – English
 Management report of fund performance – French
 Other

Filing Subtype: Amended Annual Management Report of Fund Performance

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Management report of fund performance (amended) – English
 Management report of fund performance (amended) – French
 Other

Filing Type: Annual Report

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Annual report – letter from foreign issuer
 Annual report – English
 Annual report – French
 Annual report (amended) – English
 Annual report (amended) – French
 Annual report – foreign language
 Annual report (amended) – foreign language
 Translation certificate
 Technical report(s)
 Qualification certificate(s)
 Consent letter(s)
 Other

Filing Type: Annual Information Form (NI 51-102)

Filing Subtype: Annual Information Form

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Annual information form – letter from foreign issuer
 Annual information form – English
 Annual information form – French
 Annual report on Form 10-K – English
 Annual report on Form 10-K – French

Annual report on Form 10-KSB- English
 Annual report on Form 10-KSB- French
 Annual report on Form 20-F – English
 Annual report on Form 20-F – French
 Annual information form – foreign language
 Translation certificate
 Technical report(s)
 Qualification certificate(s)
 Consent letter(s)
 Material document(s)
 Documents incorporated by reference not previously filed
 Other

Filing Subtype: Revised Annual Information Form

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Revised annual information form – letter from foreign issuer
 Revised annual information form – English
 Revised annual information form – French
 Revised annual report on Form 10-K – English
 Revised annual report on Form 10-K – French
 Revised annual report on Form 10-KSB- English
 Revised annual report on Form 10-KSB- French
 Revised annual report on Form 20-F – English
 Revised annual report on Form 20-F – French
 Revised annual information form – foreign language
 Translation certificate
 Technical report(s)
 Qualification certificate(s)
 Consent letter(s)
 Material document(s)
 Documents incorporated by reference not previously filed
 Other

Filing Type: Annual Information Form (NI 81-106)

Filing Subtype: Annual Information Form

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Annual information form – English
 Annual information form – French
 Material documents
 Documents incorporated by reference not previously filed
 Other

Filing Subtype: Revised Annual Information Form

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Annual information form (amended) – English
 Annual information form (amended) – French
 Material documents
 Documents incorporated by reference not previously filed
 Other

Filing Type: Resale of Securities (MI 45-102)

Filing Subtype: Notice of Intention to Distribute Form 45-102F1

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Notice Form 45-102F1
 Other

Filing Type: Oil and Gas Annual Disclosure (NI 51-101)

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Oil and gas annual disclosure filing (Forms 51-101 F1, F2 & F3)
 News release (section 2.2 of NI 51-101)
 Other

Filing Type: Notice of the Meeting and Record Date

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Notice of the meeting and record date – English
 Notice of the meeting and record date – French
 Notice of the meeting and record date (amended) – English
 Notice of the meeting and record date (amended) – French
 Other

Filing Type: Notice Of Principal Regulator MI 11-101

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Notice of principal regulator MI 11-101 - English
 Notice of principal regulator MI 11-101 – French
 Amended notice of principal regulator MI 11-101 – English
 Amended notice of principal regulator MI 11-101 - French
 Other

Filing Type: Management Proxy Materials

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Management proxy materials - letter from foreign issuer
 Notice of meeting – English
 Notice of meeting – French
 Notice of meeting (amended) – English
 Notice of meeting (amended) – French
 Management information circular – English
 Management information circular - French
 Management information circular (amended) – English
 Management information circular (amended) – French
 Form of proxy – English
 Form of proxy – French

Management proxy materials – foreign language
 Management proxy materials (amended) – foreign language
 Translation certificate
 Technical report(s)
 Qualification certificate(s)
 Consent letter(s)
 Certificate re dissemination to shareholders
 Report of voting results
 Report of voting results (amended)
 Other

Filing Type: Change of Auditor Filings

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Notice
 Letter from former auditor
 Letter from successor auditor
 Other

Filing Type: Code of Conduct

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Code of conduct
 Other

Filing Type: Future-Oriented Financial Information (“FOFI”) Filings (NPS 48)

Document Types:

Cover letter
 Comparison of FOFI with actual results
 Updated FOFI
 Auditors’ report on FOFI
 Other

Filing Type: Change in Year End Filings

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Notice
 Notice (amended)
 Supplement to the notice
 Supplement to the notice (amended)
 Other

Filing Type: Change in Corporate Structure Filings

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Notice
 Other

Filing Type: Change in Legal Structure Filings

Document Types:

Cover letter
Letter concerning the addition of a recipient agency
Notice
Notice (amended)
Other

Filing Type: Change in Status Filings

Document Types:

Cover letter
Letter concerning the addition of a recipient agency
Notice
Other

Filing Type: Business Acquisition Report

Document Types:

Cover letter
Letter concerning the addition of a recipient agency
Business acquisition report – letter from foreign issuer
Business acquisition report – English
Business acquisition report – French
Business acquisition report – foreign language
Translation certificate
Technical report(s)
Qualification certificate(s)
Consent letter(s)
Other

Filing Type: Documents Affecting the Rights of Security Holders /Material Documents

Filing Subtype: Documents Affecting the Rights of Security Holders

Document Types:

Cover letter
Letter concerning the addition of a recipient agency
Security holders documents – English
Security holders documents – French
Security holders documents – foreign language
Other

Filing Subtype: Material Documents

Document Types:

Cover letter
Letter concerning the addition of a recipient agency
Material document – English
Material document – French
Material document – foreign language
Material document (amended) – English
Material document (amended) – French
Material document (amended) – foreign language
Translation certificate
Other

Filing Type: Short Form Offering Document

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Short form offering document – English
 Short form offering document – French
 Amendment to (or amended) short form offering document – English
 Amendment to (or amended) short form offering document – French
 Underwriting or agency agreement
 Technical report(s)
 Qualification certificate(s)
 Other

Filing Type: Report of Management Company

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Form (AB, ON–Form 38, BC–Form 81-903F, SK–Form 36, NS–Form 39, NF–Form 37)
 Form (amended) (AB,ON–Form38,BC–Form81-903F,SK–Form36,NS–Form39,NF–Form37)
 Other

Filing Type: Report of Proxy Voting

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Report of proxy voting
 Report of proxy voting (amended)
 Other

Filing Type: Reports under NI 81-107

Document Types:

Cover letter
 Letter concerning the addition of a recipient agency
 Report by independent review committee – English
 Report by independent review committee – French
 Report by independent review committee (amended) – English
 Report by independent review committee (amended) – French
 Manager – transactions in securities of related issuers – English
 Manager – transactions in securities of related issuers – French
 Manager – transactions in securities of related issuers (amended) – English
 Manager – transactions in securities of related issuers (amended) – French
 Manager – transactions under part 4 of NI 81-102 – English
 Manager – transactions under part 4 of NI 81-102 – French
 Manager – transactions under part 4 of NI 81-102 (amended) – English
 Manager – transactions under part 4 of NI 81-102 (amended) – French
 Manager – notification under part 5 of NI 81-107 – English
 Manager – notification under part 5 of NI 81-107 – French
 Manager – notification under part 5 of NI 81-107 (amended) – English
 Manager – notification under part 5 of NI 81-107 (amended) – French
 Other

Filing Type: For Regulator's Use Only

Document Types:

Cover letter
Letter concerning the addition of a recipient agency
Other

Filing Type: Other Filings

Document Types:

Other

Filing Type: Change in Transfer Agent Filings

Document Types:

Cover letter

Subheading: General

Document Types:

Letter from transfer agent
Other – General

Filing Type: Change in Address Filings (Head Office, Executive Office, Internet)

Document Types:

Cover letter

Subheading: General

Document Types:

Other – General

Filing Type: Change in Solicitor Filings

Document Types:

Cover letter

Subheading: General

Document Types:

Other – General

Filing Type: Dividend Declaration

Filing Subtype: Cash Dividend

Document Types:

Cover letter
Notice of declaration of cash dividend
Other

Filing Subtype: Stock Dividend

Document Types:

Cover letter
Notice of declaration of stock dividend
Other

Filing Type: Filing Statement

Document Types:

Cover Letter
Filing statement – English
Filing statement – French
Other

Filing Type: Listing Application

Document Types:

Cover Letter
Listing application – English
Listing application – French
Listing application (amended) – English
Listing application (amended) – French
Other

Filing Type: Promotional Material

Document Types:

Cover letter

Subheading: Information Documents

Document Types:

Documents sent to shareholders - English
Documents sent to shareholders - French
Invitation - road show
Invitation - shareholders meeting
Other - Information documents

Subheading: General

Document Types:

Other – General

Category of Filer: Other Issuers

Category of Filing: Exemptions and Other Applications

Folder for Filing Type: General

Filing Type: Exemptions and Other Applications – In Connection With A Prospectus Filing

Document Types:

Cover letter
Application letter
Technical report(s)
Qualification certificate(s)
Consent letter(s) of other expert(s)
Exhibits and other supporting material
Statement of verification
Draft order(s)
Other

Category of Filer: Other Issuers

Category of Filing: Exemptions and Other Applications

Folder for Filing Type: British Columbia

Filing Type: Reactivation Application (BCP 12-603)

Document Types:

Cover letter
Technical reports
Qualification certificate(s)
Consent letters(s) of other expert(s)
Escrow agreement
Statutory declaration
Confirmation of listed status
Disclosure document
Other

Category of Filer: Other Issuers

Category of Filing: Going Private / Related Party Transactions

Folder for Filing Type: General

Filing Type: Going Private Transaction Filings

Document Types:

Cover letter
Technical report(s)
Qualification certificate(s)
Consent letter(s) of other expert(s)
Formal valuation
Prior valuation
Report of going private transaction (NS-Form 33)
Letter outlining exemptions relied upon (ON, QC)
Other

Filing Type: Related Party Transaction Filings

Document Types:

Cover letter
Material change report – English
Material change report – French
Technical report(s)
Qualification certificate(s)
Consent letter(s) of other expert(s)
Formal valuation
Prior valuation
Letter outlining exemptions relied upon (ON, QC)
Other

Filing Type: Other Filings

Document Types:

Other

Category of Filer: Other Issuers

Category of Filing: Securities Acquisitions

Folder for Filing Type: General

Filing Type: Formal Issuer Bid Filings

Filing Subtype: Issuer Bid Circular

Document Types:

Cover letter
Issuer bid circular – English
Issuer bid circular – French
Letter of transmittal – English
Letter of transmittal – French
Notice of guaranteed delivery – English
Notice of guaranteed delivery – French
Technical report(s)
Qualification of certificate(s)
Consent letter(s) of other expert(s)
Formal valuation
Prior valuation
Report of issuer bid (QC-sec.189.1.1 Reg., NT)
Letter outlining exemptions relied upon (ON, QC)
Notice indicating result of issuer bid (QC)
Stock exchange issuer bid notice – English
Stock exchange issuer bid notice – French
Other

Filing Subtype: Notice of Change or Variation

Document Types:

Cover letter
Notice of change or variation – English
Notice of change or variation – French
Technical report(s)
Qualification of certificate(s)
Consent letter(s) of other expert(s)
Formal valuation
Other

Filing Type: Exempt Issuer Bid Filings

Document Types:

Cover letter
Notice of intention
Exempt issuer bid material
Report of exempt issuer bid (QC-s. 189.1.2 Reg.)
Other

Filing Type: Other Filings

Document Types:

Other

Filing Type: Normal Course Issuer Bid

Document Types:

Cover letter

Subheading: Financial Statements and Information Documents

Document Types:

Annual report - English

Annual report - French

Interim financial statements – English

Interim financial statements - French

Management proxy/information circular - English

Management proxy/information circular - French

Press release - English

Press release - French

Other - Financial statements and information documents

Subheading: Market Centre Documents and Forms

Document Types:

Broker and registered representative name

Notice of intention to make a normal course issuer bid

Public float calculation

Other - Market Centre documents and forms

Subheading: General

Document Types:

Undertaking of purchase and cancellation

Other – General

Filing Type: Small Shareholder Selling and Purchase Arrangement

Document Types:

Cover letter

Subheading: Information Documents

Document Types:

Letter of transmittal - English

Letter of transmittal - French

Press release - English

Press release - French

Selling/Purchase arrangement circular - English

Selling/Purchase arrangement circular - French

Selling/Purchase arrangement circular - English (renewal)

Selling/Purchase arrangement circular - French (renewal)

Other - Information documents

Subheading: Resolutions

Document Types:

Board resolution

Directors' resolutions

Other – Resolutions

Subheading: General

Document Types:

Attestation from member firms (beneficial owner)
Other – General

Filing Type: Redemption or Retraction of Securities

Document Types:

Cover letter

Subheading: Information Documents

Document Types:

Letter of transmittal - English
Letter of transmittal - French
Notice of redemption or retraction sent to shareholders - English
Notice of redemption or retraction sent to shareholders - French
Other - Information documents

Subheading: General

Document Types:

Letter from transfer agent
List of shareholders from registrar (Trust company)
Other – General

Filing Type: Substantial Issuer Bid Filings (Stock Exchange or By Circular)

Document Types:

Cover letter

Subheading: Offering Documents

Document Types:

Letter of transmittal - English
Letter of transmittal - French
Notice of guaranteed delivery - English
Notice of guaranteed delivery - French
Stock exchange take-over bid notice - English
Stock exchange take-over bid notice - French
Take-over bid circular - English
Take-over bid circular - French
Valuation or appraisal opinion/report
Other - Offering documents

Subheading: Information Documents and Notices

Document Types:

Notice indicating result of take-over bid - English
Notice indicating result of take-over bid - French
Notice of change or variation - English
Notice of change or variation - French
Notice of compulsory acquisition - English
Notice of compulsory acquisition - French
Other - Information documents and notices

Subheading: Material Contracts and Reports

Document Types:

Escrow agreement

Lock-up agreement
Management agreement
Pooling agreement
Purchase agreement
Shareholder agreement
Shareholder rights plan
Voting trust agreement
Other - Material contracts and reports.

Subheading: Resolutions and Articles

Document Types:

Board resolution
Special resolution
Other - Resolutions and Articles

Subheading: Market Centre Documents and Forms

Document Types:

Notice of proof of financing (TSX-V)
Share distribution form
Other - Market Centre documents and forms

Subheading: Commission Documents and Forms

Document Types:

Valuation (ON 61-501, QC Q-27)
Other - Commission documents and forms

Subheading: General

Document Types:

Certificate of good standing
Letter from company (confirmation, undertaking, etc.)
Letter from transfer agent
Liquidity opinion
List of shareholders from registrar (Trust company)
Other – General

Category of Filer: Other Issuers

Category of Filing: Other Reviewable Transactions (Market Centres)

Folder for Filing Type: General

Filing Type: Material Change Policy Filings (TSX-V)

Document Types:

Cover letter

Subheading: Material Contracts and Reports

Document Types:

Business plan
Coattail agreement
Escrow agreement
Finders fee agreement
Geological or engineering report
Independent evaluation or appraisal
Management agreement
Pooling agreement
Property acquisition agreement
Purchase agreement
Shareholder agreement
Sponsorship agreement
Trust agreement
Trust indenture
Underwriting or agency agreement
Voting trust agreement
Warrant indenture
Other - Material contracts and reports

Subheading: Financial Statements and Information Documents

Document Types:

Annual report - English
Annual report - French
Audited annual financial statements - English
Audited annual financial statements - French
Audited financial forecast
Form of proxy - English
Form of proxy - French
Interim financial statements - English
Interim financial statements - French
Letter of transmittal - English
Letter of transmittal - French
Management proxy/information circular - English
Management proxy/information circular - French
Notice of meeting - English
Notice of meeting - French
Pro forma financial statements
Other - Financial statements and information documents

Subheading: Resolutions and Articles

Document Types:

Banking resolution
Board resolution
Certificate and Articles of Amendment
Certificate and Articles of Incorporation
Company By-Laws
Shareholder resolution
Special resolution
Other - Resolutions and Articles

Subheading: Market Centre Documents and Forms

Document Types:

Personal information forms
Other - Market Centre documents and forms

Subheading: Commission Documents and Forms

Document Types:

Receipt from Securities Commissions
Other - Commission documents and forms

Subheading: General

Document Types:

Certificate of good standing
Fairness opinion
Letter from company (confirmation, undertaking, etc.)
Letter from transfer agent
List of shareholders from registrar (Trust company)
Opinion of legal counsel
Sponsorship acknowledgment letter
Other – General

Filing Type: Stock Option / Share Purchase Arrangement

Document Types:

Cover letter

Subheading: Material Contracts and Reports

Document Types:

Bonus plan
Employment contract
Escrow agreement
Management agreement
Pooling agreement
Share option plan
Share option subscription agreement
Share purchase plan
Shareholder agreement
Voting trust agreement
Other - Material contracts and reports

Subheading: Information Documents

Document Types:

Form of proxy - English
Form of proxy - French
Management proxy/information circular - English

Management proxy/information circular - French
Notice of meeting - English
Notice of meeting - French
Other - Information documents

Subheading: Resolutions

Document Types:

Board resolution
Shareholders resolution
Other - Resolutions

Subheading: Market Centre Documents and Forms

Document Types:

Certificate and undertaking of corporate optionnee (TSX-V)
Declaration (TSX-V)
Notice of filing expedited stock option (TSX-V)
Notification of exercise of stock option (TSX-V)
Personal information forms
Summary form (TSX-V)
Other - Market Centre documents and forms

Subheading: Commission Documents and Forms

Document Types:

Receipt from Securities Commissions
Other - Commission documents and forms

Subheading: General

Document Types:

Letter from company (confirmation, undertaking, etc.)
Opinion of legal counsel
Other – General

Filing Type: Listed Capital Reporting Filings (Monthly Issued Shares and Option Grants)

Document Types:

Cover letter

Subheading: Market Centre Documents and Forms

Document Types:

Monthly issued capital report
Option grant, exercise and cancellation report
Share cancellation report (NCIB)
Other - Market Centre documents and forms

Subheading: General

Document Types:

Other – General

Filing Type: Dividend Reinvestment Plan/Stock Dividend

Document Types:

Cover letter

Subheading: Material Contracts and Reports

Document Types:

Dividend reinvestment plan - English

Dividend reinvestment plan - French
Other - Material contracts and reports

Subheading: Information Documents

Document Types:

Form of proxy - English
Form of proxy - French
Management proxy/information circular - English
Management proxy/information circular - French
Notice of meeting - English
Notice of meeting - French
Other - Information documents

Subheading: Resolutions

Document Types:

Board resolution
Special resolution
Other – Resolutions

Subheading: General

Document Types:

Letter from transfer agent
Other – General

Filing Type: Stock Split

Document Types:

Cover letter

Subheading: Information Documents

Document Types:

Form of proxy - English
Form of proxy - French
Letter of transmittal - English
Letter of transmittal - French
Management proxy/information circular - English
Management proxy/information circular - French
Notice of meeting - English
Notice of meeting - French
Other - Information documents

Subheading: Resolutions and Articles

Document Types:

Banking resolution
Board resolution
Certificate and Articles of Amendment
Shareholders resolution
Special resolution
Other - Resolutions and Articles

Subheading: General

Document Types:

Letter from CDS confirming CUSIP number
Letter from transfer agent
List of shareholders from registrar (Trust company)
Opinion of legal counsel

Other – General

Filing Type: Consolidation

Document Types:

Cover letter

Subheading: Material Contracts and Reports

Document Types:

Coattail agreement

Escrow agreement

Shareholder agreement

Trust agreement

Trust indenture

Voting trust agreement

Warrant indenture

Other - Material contracts and reports

Subheading: Financial Statements and Information Documents

Document Types:

Annual report - English

Annual report - French

Audited annual financial statements - English

Audited annual financial statements - French

Form of proxy - English

Form of proxy - French

Interim financial statements - English

Interim financial statements - French

Letter of transmittal - English

Letter of transmittal - French

Management proxy/information circular - English

Management proxy/information circular - French

Notice of meeting - English

Notice of meeting - French

Pro forma financial statements

Other - Financial statements and information documents

Subheading: Resolutions and Articles

Document Types:

Board resolution

Certificate and Articles of Amendment

Shareholders resolution

Special resolution

Other - Resolutions and Articles

Subheading: Market Centre Documents and Forms

Document Types:

Consolidation checklist (TSX-V)

Name reservation (TSX-V)

Share distribution form

Other - Market Centre documents and forms

Subheading: General

Document Types:

Letter from CDS confirming CUSIP number

Letter from intermediaries (TSX-V)

Letter from transfer agent (TSX-V)
 List of shareholders from registrar (Trust company)
 Opinion of legal counsel
 Proof of company name reservation with registrar (TSX-V)
 Other – General

Filing Type: Change in Name

Document Types:

Cover letter

Subheading: Information Documents

Document Types:

Form of proxy - English
 Form of proxy - French
 Letter of transmittal - English
 Letter of transmittal - French
 Management proxy/information circular - English
 Management proxy/information circular - French
 Notice of meeting - English
 Notice of meeting - French
 Other - Information documents

Subheading: Resolutions and Articles

Document Types:

Board resolution
 Certificate and Articles of Amendment
 Shareholders resolution
 Special resolution
 Other - Resolutions and Articles

Subheading: Market Centre Documents and Forms

Document Types:

Name change checklist (TSX-V)
 Name reservation (TSX-V)
 Share distribution form
 Other - Market Centre documents and forms

Subheading: General

Document Types:

Letter from CDS confirming CUSIP number
 Letter from company (confirmation, undertaking, etc.)
 Letter from intermediaries (TSX-V)
 Letter from transfer agent (TSX-V)
 List of shareholders from registrar (Trust company)
 Opinion of legal counsel
 Proof of company name reservation with registrar (TSX-V)
 Other – General

Filing Type: Reclassification or Redesignation of Shares

Document Types:

Cover letter

Subheading: Material Contracts and Reports

Document Types:

Bonus plan

Coattail agreement

Escrow agreement

Management agreement

Pooling agreement

Share option plan

Share purchase plan

Shareholder agreement

Trust agreement

Trust indenture

Voting trust agreement.

Warrant indenture

Other - Material contracts and reports

Subheading: Information Documents

Document Types:

Form of proxy - English

Form of proxy - French

Letter of transmittal - English

Letter of transmittal - French

Management proxy/information circular - English

Management proxy/information circular - French

Notice of meeting - English

Notice of meeting - French

Other - Information documents

Subheading: Resolutions and Articles

Document Types:

Board resolution

Certificate and Articles of Amendment

Company By-Laws

Shareholders resolution

Special resolution

Other - Resolutions and Articles

Subheading: Market Centre Documents and Forms

Document Types:

Share distribution form

Other - Market Centre documents and forms

Subheading: General

Document Types:

Letter from CDS confirming CUSIP number

Letter from company (confirmation, undertaking, etc.)

Letter from transfer agent

List of shareholders from registrar (Trust company)

Opinion of legal counsel

Other – General

Filing Type: Restricted Shares and Coattails Policy Filings

Document Types:

Cover letter

Subheading: Material Contracts and Reports

Document Types:

Coattail agreement

Escrow agreement

Management agreement

Shareholder agreement

Trust agreement

Voting trust agreement

Other - Material contracts and reports

Subheading: Information Documents

Document Types:

Form of proxy - English

Form of proxy - French

Management proxy/information circular - English

Management proxy/information circular - French

Notice of meeting - English

Notice of meeting - French

Other - Information documents

Subheading: Resolutions and Articles

Document Types:

Board resolution

Certificate and Articles of Amendment

Certificate and Articles of Incorporation

Company By-Laws

Shareholders resolution

Special resolution

Other - Resolutions and Articles

Subheading: General

Document Types:

Other – General

Filing Type: Shareholder Rights Plan Filings

Document Types:

Cover letter

Subheading: Material Contracts and Reports

Document Types:

Shareholder rights plan

Other - Material contracts and reports

Subheading: Information Documents

Document Types:

Form of proxy - English

Form of proxy - French

Letter of transmittal - English

Letter of transmittal - French

Management proxy/information circular - English

Management proxy/information circular - French
Notice of meeting - English
Notice of meeting - French
Other - Information documents

Subheading: Resolutions and Articles

Document Types:

Board resolution
Certificate and Articles of Amendment
Company By-Laws
Shareholders resolution
Special resolution
Other - Resolutions and Articles

Subheading: Commission Documents and Forms

Document Types:

Receipt from Securities Commissions
Other - Commission documents and forms

Subheading: General

Document Types:

Letter from company (confirmation, undertaking, etc.)
Opinion of legal counsel
Other – General

Filing Type: Change in Articles / Memorandum

Document Types:

Cover letter

Subheading: Information Documents

Document Types:

Form of proxy - English
Form of proxy - French
Management proxy/information circular - English
Management proxy/information circular - French
Notice of meeting - English
Notice of meeting - French
Other - Information documents

Subheading: Resolutions and Articles

Document Types:

Board resolution
Certificate and Articles of Amendment
Certificate and Articles of Incorporation
Company By-Laws
Shareholders resolution
Special resolution
Other - Resolutions and Articles

Subheading: General

Document Types:

Other- General

Filing Type: Voluntary Delisting or Dequotation

Document Types:

Cover letter

Subheading: Resolutions and Articles

Document Types:

Board resolution

Shareholders resolution

Special resolution

Other - Resolutions and Articles

Subheading: Market Centre Documents and Forms

Document Types:

Share distribution form

Other - Market Centre documents and forms

Subheading: General

Document Types:

Letter from transfer agent

List of shareholders from registrar (Trust company)

Other – General

Filing Type: Escrowed Shares - Release or Transfer

Document Types:

Cover letter

Subheading: Material Contracts and Reports

Document Types:

Escrow agreement

Pooling agreement

Shareholder agreement

Transfer agreement

Trust agreement

Voting trust agreement

Other - Material contracts and reports

Subheading: Financial Statements

Document Types:

Annual report - English

Annual report - French

Audited annual financial statements - English

Audited annual financial statements - French

Interim financial statements - English

Interim financial statements - French

Other - Financial statements

Subheading: Resolutions

Document Types:

Board resolution

Special resolution

Other – Resolutions

Subheading: Market Centre Documents and Forms

Document Types:

Auditors' calculation (TSX-V)
Corporate undertaking (TSX-V)
Personal information forms
Registrar of company certificate (TSX-V)
Statutory declaration (TSX-V)
Other - Market Centre documents and forms

Subheading: Commission Documents and Forms

Document Types:

Receipt from Securities Commissions
Other - Commission documents and forms

Subheading: General

Document Types:

Other – General

Filing Type: Transfer of Shares to Non-Residents

Document Types:

Cover letter

Subheading: Material Contracts and Reports

Document Types:

Escrow agreement
Non-resident agreement
Pooling agreement
Trust agreement
Voting trust agreement
Other - Material contracts and reports

Subheading: General

Document Types:

Other – General

Filing Type: Change in Directors/Officers Filings

Document Types:

Cover letter

Subheading: Market Centre Documents and Forms

Document Types:

Personal information forms
Other - Market Centre documents and forms

Subheading: General

Document Types:

Other – General

Filing Type: Sustaining Fee Payment

Document Types:

Cover letter
Other

Filing Type: Change in Market Centre Status

Filing Subtype: Application for Change in Tier Status (TSX-V)

Document Types:

Cover letter
 Annual report - English
 Annual report - French
 Audited annual financial statements - English
 Audited annual financial statements - French
 Geological or engineering report
 Independent evaluation or appraisal
 Interim financial statements - English
 Interim financial statements - French
 Other

Filing Type: Acquisition/Disposition of Assets - Non-Share Transactions (TSX-V)

Filing Subtype: Major Acquisition/Disposition (TSX-V)

Document Types:

Cover letter
 Annual report
 Audited financial statements for acquisition target
 Audited financial forecast
 Auditors' consent letter
 Board resolution
 Consent letter from board of acquisition target
 Consent letter(s) of other expert(s)
 Escrow agreement
 Fairness opinion
 Filing statement
 Financial plan
 Finders fee agreement
 Geological or engineering report
 Independent evaluation or appraisal
 Interim financial statements
 Material contracts
 Opinion of legal counsel
 Pro forma financial statements
 Property acquisition agreement
 Purchase agreement
 Scrutineer's report
 Shareholders consent
 Special resolution
 Sponsor report
 Title opinion
 Transaction summary form
 Other

Filing Subtype: Minor Acquisition/Disposition (TSX-V)

Document Types:

Cover letter
 Board resolution
 Directors' resolutions
 Expedited acquisition Filing Form
 Fairness opinion
 Filing statement

Finders fee agreement.
Geological or engineering report
Property acquisition agreement
Purchase agreement
Special resolution
Transaction summary form
Other

Filing Subtype: CPC Qualifying Transactions (TSX-V)

Document Types:

Cover letter
Financial statements for acquisition target
Auditors' consent letter
Business plan
Confirmation of mailing
Consent letter from board of acquisition target
Consent letter(s) of other expert(s)
Directors' resolution
Escrow agreement
Fairness opinion
Information circular
Material contracts
Opinion of legal counsel
Pro forma balance sheet
Sponsorship acknowledgement form
Sponsor report
Technical reports and certificates of qualification
Other

Category of Filer: Other Issuers

Category of Filing: Other Reviewable Transactions (Market Centres)

Folder for Filing Type: British Columbia

Filing Type: Loans/Bonus (TSX-V)

Document Types:

Cover letter

Subheading: Material Contracts and Reports

Document Types:

Bonus agreement

Escrow agreement

Loan agreement

Other - Material contracts and reports

Subheading: General

Document Types:

Other – General

Filing Type: Management Remuneration / Investor Relations Agreements (TSX-V)

Document Types:

Cover letter

Subheading: Material Contracts and Reports

Document Types:

Investor relations document

Management remuneration contracts

Other - Material contracts and reports

Subheading: Information Documents

Document Types:

Form of proxy

Management proxy/information circular - English

Notice of meeting

Other - Information documents

Subheading: General

Document Types:

Other - General

Category of Filer: Third Party Filers

Category of Filing: Third Party Filings

Folder for Filing Type: General

Filing Type: Take-Over Bid Filings

Filing Subtype: Take-over Bid Circular

Document Types:

Cover letter
 Advertisement – English
 Advertisement – French
 Take-over bid circular – English
 Take-over bid circular – French
 Letter of transmittal – English
 Letter of transmittal – French
 Notice of guaranteed delivery – English
 Notice of guaranteed delivery – French
 Technical report(s)
 Qualification certificate(s)
 Consent letter(s) of other expert(s)
 Formal valuation
 Prior valuation
 Report of take-over bid (QC-s.189.1.1 Reg., NT)
 Letter outlining exemptions relied upon (ON, QC)
 Lock-up agreement (QC)
 Notice indicating result of take-over bid (QC)
 Stock exchange take-over bid notice – English
 Stock exchange take-over bid notice – French
 Other

Filing Subtype: Directors' Circular

Document Types:

Cover letter
 Directors' circular – English
 Directors' circular – French
 Notice of change - Directors' circular – English
 Notice of change - Directors' circular – French
 Technical report(s)
 Qualification certificate(s)
 Consent letter(s) of other expert(s)
 Valuation material
 Directors' recommendation – English
 Directors' recommendation – French
 Other

Filing Subtype: Director's or Officer's Circular (Individual)

Document Types:

Cover letter
 Director's or officer's circular – English
 Director's or officer's circular – French
 Technical report(s)
 Qualification certificate(s)
 Consent letter(s) of other expert(s)
 Other

Filing Subtype: Notice of Change or Variation

Document Types:

Cover letter
Notice of change or variation – English
Notice of change or variation – French
Technical report(s)
Qualification certificate(s)
Consent letter(s) of other expert(s)
Formal valuation
Other

Filing Type: Exempt Take-Over Bid Filings

Document Types:

Cover letter
Exempt take-over bid material
Technical report(s)
Qualification certificate(s)
Consent letter(s) of other expert(s)
Report of exempt take-over bid (QC-s.189.1.2 Reg.)
Other

Filing Type: Securities Acquisition Filings (Early Warning)

Filing Subtype: Press Release

Document Types:

Cover letter
Press release – English
Press release – French
Other

Filing Subtype: Early Warning Report

Document Types:

Cover letter
Early warning report
Other

Filing Subtype: Disqualification Report

Document Types:

Cover letter
Disqualification report
Other

Filing Type: Securities Acquisition Filings (Alternative Monthly Report)

Document Types:

Cover letter
Alternative monthly report
Other

Filing Type: Proxy Solicitation Materials

Document Types:

Cover letter
Information circular – English
Information circular – French

Form of proxy – English
 Form of proxy – French
 Other

Filing Type: Take-Over Bid Filings (Stock Exchange or By Circular)

Document Types:

Cover letter

Subheading: Offering Documents

Document Types:

Director's or officer's circular - English
 Director's or officer's circular - French
 Directors' circular - English
 Directors' circular - French
 Directors' recommendation - English
 Directors' recommendation - French
 Letter of transmittal - English
 Letter of transmittal - French
 Notice of guaranteed delivery - English
 Notice of guaranteed delivery - French
 Stock exchange take-over bid notice - English
 Stock exchange take-over bid notice - French
 Take-over bid circular - English
 Take-over bid circular - French
 Valuation or appraisal opinion/report
 Other - Offering documents

Subheading: Information Documents and Notices

Document Types:

Notice indicating result of take-over bid - English
 Notice indicating result of take-over bid - French
 Notice of change or variation - English
 Notice of change or variation - French
 Notice of compulsory acquisition - English
 Notice of compulsory acquisition - French
 Other - Information documents and notices

Subheading: Material Contracts and Reports

Document Types:

Coattail agreement
 Escrow agreement
 Lock-up agreement
 Management agreement
 Pooling agreement
 Purchase agreement
 Shareholder agreement
 Shareholder rights plan
 Voting Trust agreement
 Other - Material contracts and reports

Subheading: Resolutions and Articles

Document Types:

Board resolution
 Special resolution
 Other - Resolutions and Articles

Subheading: Market Centre Documents and Forms

Document Types:

Notice of proof of financing (TSX-V)
Share distribution form
Other - Market Centre documents and forms.

Subheading: Commission Documents and Forms

Document Types:

Valuation (ON 61-501, QC Q-27)
Other - Commission documents and forms

Subheading: General

Document Types:

Certificate of good standing
Letter from company (confirmation, undertaking, etc.)
Letter from transfer agent
List of shareholders from registrar (Trust company)
Other – General

Filing Type: Sale from Control Block

Document Types:

Cover letter

Subheading: Material Contracts and Reports

Document Types:

Coattail agreement
Escrow agreement
Pooling agreement
Purchase agreement
Trust agreement
Voting trust agreement
Other - Material contracts and reports

Subheading: Resolutions

Document Types:

Board resolutions
Directors' resolutions
Special resolution
Other – Resolutions

Subheading: Market Centre Documents and Forms

Document Types:

Personal information forms
Other - Market Centre documents and forms

Subheading: Commission Documents and Forms

Document Types:

Notice of intention to distribute securities (QC-Q-12; ON-Form 23)
Other - Commission documents and forms

Subheading: General

Document Types:

Letter from member firm (regarding distribution)
Other – General

Category of Filer: Third Party Filers

Category of Filing: Third Party Filings

Folder for Filing Type: British Columbia

Filing Type: Acquisition of Shares (TSX-V)

Document Types:

Cover letter

Subheading: Resolutions and Articles

Document Types:

Board resolution

Directors' resolutions

Special resolution

Other - Resolutions and Articles

Subheading: Market Centre Documents and Forms

Document Types:

Declaration

Other - Market Centre documents and forms

Subheading: General

Document Types:

Other - General

Appendix C Minimum Hardware and Software Requirements for SEDAR Filings

The following is a list of **minimum** computer hardware and software requirements for subscribers operating the SEDAR Filer Software.

Hardware Requirements:

- Personal computer with a minimum of 300 megahertz or higher processor clock speed is required; a single or dual processor system (Intel Pentium/Celeron family, or AMD K6/Athlon/Duron family, or compatible processor) is recommended
- 128 megabytes (MB) of RAM or higher recommended (64 MB minimum is supported, but may limit performance and some features)
- 1.5 gigabytes (GB) of available hard disk space
- Super VGA (800 x 600) or higher-resolution video adapter and monitor, CD-ROM or DVD drive, keyboard and Microsoft mouse or compatible pointing device

Software Requirements:

- User's workstation operating system must be either "**Windows XP Professional**" or "**Windows 2000 Professional**", each with latest Windows service packs
- When installing SEDAR, the installation must be run by the "Administrator" user account. This is a requirement of SEDAR's MQ Series component, and not doing this will result in the incorrect installation of SEDAR.
- Adobe Acrobat, or other software applications capable of producing a document in Portable Document Format (PDF), and in version 1.2, 1.3, 1.4 or 1.5. Adobe Postscript is not an acceptable format.

Connectivity Requirements:

- High speed Internet access is recommended. Internet connectivity is required, commencing October 31, 2005.

Appendix D SEDAR Filing Service Charges

Filing Service Subscriber Fees

Licensing Fee (includes one copy of SEDAR Filer Software plus SEDAR set-up)	\$ 390.00
Charge for additional SEDAR Filer Software licence	\$ 260.00
Annual Subscription Fee (includes access to SEDAR system for one year)	\$ 390.00

Electronic Mail Charges

First 1,000 characters in message	\$ 1.30
Subsequent characters (per 1,000 characters)	\$ 0.65

SEDAR Workspace Charges

First 5 mb	No charge
Subsequent space (per 5 mb, per user ID)	\$20/day

Electronic Filing Service Charges

A. Annual Filing Service Charge for Continuous Disclosure¹

Single Jurisdiction Issuer ²	\$ 705.00
Multi-Jurisdiction Issuer ³	\$ 1,595.00
Investment Fund	\$ 495.00

¹ Includes all continuous disclosure filings permitted to be filed electronically via SEDAR and excludes the Annual Information Form for Short Form Prospectus Issuers and, Non-Short Form Prospectus Issuers, - and all other filings listed separately in Part B (Other Filings) on the next page. These charges are payable at the time of the filing of the initial filer profile (pro rata) and annually thereafter when the annual financial statement is filed.

² A "Single Jurisdiction Issuer" is an issuer which is a reporting issuer in only one jurisdiction.

³ A "Multi-Jurisdiction Issuer" is an issuer which is a reporting issuer in more than one jurisdiction.

B. Other Filings

Category of Filer/ Category of Filing	Type of Filing	Filing Charges per Jurisdiction		
		First	Additional	Maximum
Investment Fund Issuers / Securities Offerings ⁴	Simplified Prospectus and Annual Information Form (NI 81-101)	\$585	\$325	\$2,535
	Long Form Prospectus	\$715	\$425	\$3,265
Investment Fund Issuers / Continuous Disclosure	Annual Information Form (NI 81-106)	\$455	-	\$455
Investment Fund Issuers / Exemptions and Other Applications	Applications (NI 81-102)	\$195	\$80	\$675
	Exemptions and Other Applications - In Connection with a Prospectus Filing	\$195	\$165	\$1,185
Other Issuers / Securities Offerings	Short Form Prospectus (NI 44-101)	\$700	\$350	\$2,800
	Shelf Prospectus (NI 44-102)	\$700	\$350	\$2,800
	Prospectus MJDS (NI 71-101)	\$390	\$230	\$1,770
	Long Form Prospectus	\$700	\$350	\$2,800
	Rights Offering Material	\$325	\$230	\$1,705
	CPC Prospectus (TSX-V)	\$715	\$425	\$3,265
	IPO Prospectus (BC LPS 41-601, TSX-V)	\$715	-	\$715
	Prospectus (BC LPS 41-601)	\$715	-	\$715
	Rights Offering (BC LPS 3-05)	\$325	-	\$325
	Prospectus Distribution Outside Quebec (QC sec. 12 Act)	\$130	-	\$130
Other Issuers / Continuous Disclosure	Exchange of Securities Merger or Reorganization (QC sec. 50 Act)	\$130	-	\$130
	Annual Information Form (NI 51-102)	\$455	-	\$455
	Short Form Prospectus Issuer – Annual Information Form (NI 51-102)	\$2,655	-	\$2,655
	Annual Information Form (NI 81-106)	\$455	-	\$455
	Short Form Prospectus Issuer – Annual Information Form (NI 81-106)	\$2,655	-	\$2,655
Other Issuers / Exemptions and Other Applications	Exemptions and Other Applications - In Connection with a Prospectus Filing	\$195	\$165	\$1,185
	Reactivation Application (BCP 12-603)	\$130	-	\$130
Other Issuers / Going Private /Related Party Transactions	Going Private Transaction Filings	\$325	\$230	\$1,705
	Related Party Transaction Filings	\$325	\$230	\$1,705
Other Issuers / Securities Acquisitions	Formal Issuer Bid Filings	\$195	\$165	\$1,185
Third Party Filings/Third Party Filings	Take-over Bid Filings	\$195	\$165	\$1,185

⁴ Where one annual information form and one simplified prospectus are used to qualify the investment fund securities of more than one investment fund for distribution, SEDAR filing service charges are only payable in respect of the combined filing and not in respect of each investment fund.

Appendix E Database Retrieval Service Charges

Filer Profiles

Filing service subscriber Nil

Public Filings

Filing search inquiry \$6.50 per inquiry

Document retrieval:

<u>Size of Filing Type or Filing Subtype (per document retrieved)</u>	<u>Charge</u>
Small	\$6.50
Medium	\$13.00
Large	\$20.00

The above charges are for each document that is the subject of the retrieval or downloading and the charges are the same for each publicly-accessible document within the particular filing type, filing subtype or subheading that is the subject of the retrieval or downloading. A list classifying each filing type and filing subtype as “small”, “medium” or “large” will be published by CDS INC. from time to time by subscriber update or otherwise.

Appendix F Investment Fund Group Profile

An Investment Fund Group Profile must include the following information:

- (a) group number

Note: This information is generated automatically by the SEDAR system.

- (b) name of mutual fund group in English and French
- (c) name of manager of mutual fund group in English and French
- (d) mailing address, telephone and fax number of manager of mutual fund group
- (e) head office address, telephone and fax number of manager of mutual fund group
- (f) name, telephone and fax number of contact person of manager of mutual fund group

Note: It is recommended that the contact person be a representative of the mutual fund group manager who is knowledgeable about electronic filings and the SEDAR system.

- (g) mutual fund issuers in mutual fund group

Note: This field applies only on “open” and “update profile”, not when creating the initial filer profile.

- (h) principal regulator under the MRRS Prospectus Policy

Note: Only one selection can be made. If the principal regulator is changed, all fields will be cleared for reselection.

- (i) basis for determining the principal regulator

Note: This selection is mandatory if a principal regulator has been selected. There are a series of questions and a list of options in the SEDAR Filer Software. If the principal regulator is changed, all fields will be cleared for reselection.

Appendix G Investment Fund Issuer Profile

An Investment Fund Issuer Profile must include the following information:

- (a) profile number

Note: This information is generated automatically by the SEDAR system.

- (b) name of investment fund in English and French
- (c) mailing address, telephone and fax number of investment fund issuer
- (d) head office address, telephone and fax number of investment fund issuer
- (e) group number of investment fund group
- (f) name of investment fund group in English and French
- (g) manner of formation

Note: There is a list of options in the SEDAR Filer Software.

- (h) date of formation

Note: If date is not yet known, subscribers should enter "01/01/1500".

- (i) jurisdiction where formed

Note: This should identify the new jurisdiction in which the investment fund is continued in cases where a fund has continued from another jurisdiction.

- (j) sales compensation

Note: There is a list of options in the SEDAR Filer Software.

- (k) investment fund type

Note: There is a list of options in the SEDAR Filer Software.

- (l) financial year end date

- (m) RRSP eligibility

Note: Indicate "yes" or "no".

- (n) jurisdictions where reporting issuer

Note: There is a list of options in the SEDAR Filer Software. If “ceased reporting” is selected, the filer profile will become inactive and no further filings can be made.

- (o) name in English and French, mailing address, telephone and fax number of:

- (i) auditor
- (ii) custodian (principal)
- (iii) distributor (principal)
- (iv) investment portfolio manager
- (v) trustee

Note: Where an investment fund issuer has a group or a board of individual trustees rather than a single corporate trustee, the name of one of the individual trustees followed by the words “and others” should be entered in the “name” field. The mailing address, telephone and fax number of that individual trustee would then be entered.

- (p) previous investment fund issuer information:

- (i) previous name of investment fund in English and French
- (ii) previous profile number of investment fund

Note: Previous investment fund issuer information is only required for an investment fund that previously filed a filer profile in the SEDAR system under a different name and profile number.

Appendix H Other Issuer Profile

An Other Issuer Profile must include the following information:

- (a) profile number

Note: This information is generated automatically by the SEDAR system.

- (b) name of issuer in English and French

- (c) mailing address, telephone and fax number of other issuer

- (d) head office address, telephone and fax number of other issuer

- (e) name, telephone and fax number and of contact person of issuer

Note: It is recommended that the contact person be a representative of the electronic filer (and not a filing agent) who is knowledgeable about electronic filings and the SEDAR system.

- (f) business e-mail address

Note: This address will be replicated to the issuer's profile on www.sedar.com.

- (g) manner of formation

Note: There is a list of options in the SEDAR Filer Software.

- (h) date of formation

Note: If date is not yet known, subscribers should enter "01/01/1500".

- (i) jurisdiction where formed

Note: This should identify the new jurisdiction in which the issuer is continued in cases where an issuer has continued from another jurisdiction.

- (j) industry classification

Note: There is a list of options in the SEDAR Filer Software.

- (k) size of issuer

Note: There is a list of options in the SEDAR Filer Software.

- (l) CUSIP number

Note: Disclose the issuer's CUSIP number only, excluding any suffix for a class of securities.

- (m) financial year end date
- (n) whether or not the issuer is a Short Form Prospectus issuer

Note: This field defaults to "No" unless the issuer has filed a Notice of Intent to Qualify under NI 44-101.

- (o) jurisdictions where reporting issuer

Note: There is list of options in the SEDAR Filer Software. If "ceased reporting" is selected, the filer profile will become inactive and no further filings can be made.

- (p) stock exchanges (or Markets) where securities are listed

Note: There is list of options in the SEDAR Filer Software.

- (q) stock symbol

Note: This field is mandatory if the stock exchange selected above is a Canadian stock exchange. The stock symbol field should contain only the "root" of the symbol, excluding any suffix for a class of securities or other attributes used for trading purposes. If the stock symbol is not known, select "Not Applicable" in the "Stock Exchanges (or Markets)" field and update the profile as soon as it is known.

- (r) Principal regulator under the MRRS Prospectus Policy

Note: Only one selection can be made. If the principal regulator is changed, all fields will be cleared for reselection.

- (s) basis for determining the principal regulator

Note: This field is mandatory if a principal regulator has been selected. There are a series of questions and a list of options in the SEDAR Filer Software. If the principal regulator is changed, all fields will be cleared for reselection.

- (t) name (in English and French), mailing address, telephone and fax number of:
 - (i) auditor

Note: As Canadian chartered banks are required to have two auditors, banks must disclose the name of both auditors in the name field line and indicate with a # sign the name of the auditor whose mailing address, telephone and fax number is being provided.

- (ii) general partner or limited partner, if applicable
 - (iii) transfer agent, as well as name of contact person of transfer agent
- (u) previous issuer information:
- (i) previous name of issuer in English and French
 - (ii) previous profile number of issuer

Note: Previous issuer information is only required for an issuer that previously filed a filer profile in the SEDAR system under a different name and profile number.

Appendix I Other Filer Profile

An Other Filer Profile must include the following information:

- (a) profile number

Note: This information is generated automatically by the SEDAR system.

- (b) name of filer in English and French
- (c) head office address, telephone and fax number of filer

Note: Enter the mailing address of the filer.

- (d) name, telephone and fax number of contact person of filer

Note: It is recommended that the contact person be a representative of the electronic filer (and not a filing agent) who is knowledgeable about electronic filings and the SEDAR system.

- (e) previous issuer information:
 - (i) previous name of filer in English and French
 - (ii) previous profile number of filer

Note: Previous filer information is only required for a filer that previously filed a filer profile in the SEDAR system under a different name and profile number.

Appendix J Investment funds Cover Page

An investment funds cover page is used for securities offering filings and must include the following information:

- (a) name of investment fund group
- (b) profile number of investment fund group
- (c) list of investment fund issuers

Note: Where one simplified prospectus and annual information form is used to qualify the investment fund securities of more than one investment fund, the names and profile numbers of all of the investment funds whose securities are qualified by the filing should be listed on the cover page.

- (d) name and telephone and fax number and E-mail ID of contact person*

Note: The contact person is a representative of electronic filer or its filing agent (if the electronic filing is being made by a filing agent on behalf of the electronic filer). The contact person should be someone familiar with the filing to whom any questions could be directed from the securities regulatory authority.

- (e) application for exemption order in

Note: Select jurisdictions in which these applications have been filed or if no related application is necessary.

- (f) application for registration in

Note: Select jurisdictions in which these applications have been filed or if no related application is necessary.

- (g) filing procedures

Note: Select if MRRS-Prospectus Policy relates to the filing or if no elective filing procedures are applicable. For MRRS, the filer must select a principal regulator in the "Recipient Agencies" screen.

- (h) prefiling or waiver application.

Note: Select if a prefiling or waiver application was filed in advance of this filing.

- (i) documents to be attached to cover page for the filing

(j) recipient agencies*

Note: Select the recipient agencies and a principal regulator, if applicable.

(k) secondary filer E-mail ID for each jurisdiction

Note: List the E-mail ID of any local agent, if desired.

(l) filing fees*

* Indicates this field can be modified after the cover page has been transmitted to the SEDAR server.

Appendix K General Investment Funds Cover Page

A general investment funds cover page is used for continuous disclosure filings and exemptions and other applications filings. It must include the following information:

- (a) name of investment fund group
- (b) profile number of investment fund group
- (c) list of investment fund issuers
- (d) name and telephone and fax number and E-mail ID of contact person *

Note: The contact person is a representative of the electronic filer or its filing agent (if the electronic filing is being made by a filing agent on behalf of the electronic filer). The contact person should be someone familiar with the filing to whom any questions could be directed from the securities regulatory authority.

- (e) documents to be attached to cover page for the filing
- (f) recipient agencies*

Note: Select the recipient agencies.

- (g) secondary filer E-mail ID for each jurisdiction

Note: List the E-mail ID of any local agent, if desired.

- (h) filing fees*
- (i) financial period ended*

Note: This is a date format field. The filer must enter the date in MMDDYYYY format. This field applies when the filing types of Interim Financial Statements, Annual Financial Statements, Annual Report and Annual Filing are selected. The end date for the period to which the filing relates should be entered here.

- (j) financial period date relates to*

Note: This is a pull-down menu. The filer must select one entry only. This field applies when the filing types of Interim Financial Statements, Annual Financial Statements, Annual Report and Annual Filing are selected. The filer must select the period to which the filing relates.

(k) date of meeting*

Note: This is a date format field. The filer must enter the date in MMDDYYYY format. This field only applies when the filing type “Notice of the Meeting and Record Date” or “Management Proxy Materials” has been selected. The filer must enter the date of the meeting to which the filing applies.

(l) date of meeting relates to*

Note: This is a pull-down menu. The filer must select one entry only. This field only applies when the filing type “Notice of the Meeting and Record Date” or “Management Proxy Materials” has been selected. The filer must select the type of meeting to which the filing relates.

* Indicates this field can be modified after the cover page has been transmitted to the SEDAR server.

Appendix L Issuer Cover Page

This cover page is for securities offering filings. A cover page for a filing under the Exemptions and Other Applications category of filing will not include items (e) to (h).

An issuer cover page must include the following information:

- (a) name of issuer
- (b) profile number of issuer
- (c) name and telephone and fax number and E-mail ID of contact person*

Note: The contact person is a representative of the electronic filer or its filing agent (if the electronic filing is being made by a filing agent on behalf of the electronic filer). The contact person should be someone familiar with the filing to whom any questions could be directed from the securities regulatory authority.

- (d) application for exemption order in

Note: Select jurisdictions in which these applications have been filed or if no related application is necessary.

- (e) application for registration in

Note: Select jurisdictions in which these applications have been filed or if no related application is necessary.

- (f) filing procedures

Note: Select the national instrument procedure or MRRS policy which relate(s) to the filing or if no elective filing procedures are applicable to the filing.

- (g) documents to be attached to cover page for the filing

- (h) if the filing is for an offering of securities, then the filer must disclose:

- (i) type of securities*
- (ii) aggregate gross proceeds (Cdn. \$)*
- (iii) type of offering* (initial public offering*, primary offering* or secondary offering)
- (iv) whether future-oriented financial information is included*
- (v) whether MJDS offering in United States*
- (vi) prefiling or waiver application

Note: Select if a prefiling or waiver application was filed in advance of this filing.

Note: Select jurisdictions where a prefiling or waiver application has been made or if no prefiling or waiver application has been made.

(vii) Local Policy Statement Elections

*Note: Select the Local Policy Statement(s), if any, which relate(s) to the filing. If nothing is selected or if the user does not have authorization to access the field or if the project was created prior to Release 4.0, the box will state "No Information Available".**

(viii) name in English and French of underwriter*

Note: If there is more than one underwriter, list the name of the lead underwriter.

(ix) name, address, telephone and fax number and contact person for underwriters' counsel*

(x) name, address, telephone and fax number of promoter, if any*

Note: If there is more than one promoter, disclose the names of the promoters in the name field and indicate with a # sign the name of the promoter whose address, telephone and fax number is being provided.

(i) recipient agencies*

Note: Select the recipient agencies and a principal regulator, if applicable.

(j) secondary filer E-mail ID for each jurisdiction

Note: List the E-mail ID of any local agent, if desired.

(k) filing fees*

* Indicates this field can be modified after the cover page has been transmitted to the SEDAR server.

Appendix M General Cover Page

A general cover page must include the following:

- (a) name of issuer

Note: In the case of a third party filing using this cover page, this is generally the name of the issuer to which the filing relates rather than the name of the third party filer who is making the filing.

- (b) profile number of issuer

- (c) name and telephone number and fax and E-mail ID of contact person*

Note: The contact person is a representative of the electronic filer or its filing agent (if the electronic filing is being made by a filing agent on behalf of the electronic filer). The contact person should be someone familiar with the filing to whom any questions could be directed from the securities regulatory authority.

- (d) documents to be attached with cover page for the filing

- (e) recipient agencies*

Note: Select the recipient agencies.

- (f) secondary filer E-mail ID for each jurisdiction

Note: List of E-mail ID of any local agent, if desired.

- (g) filing fees*

- (h) financial period ended*

Note: This is a date format field. The filer must enter the date in MMDDYYYY format. This field only applies when the filing types of Interim Financial Statements, Annual Financial Statements, Annual Report, Annual Information Form -(NI 51-102) and MD &A (annual and interim) are selected. The end date for the period to which the filing relates should be entered here.

- (i) financial period date relates to*

Note: This is a pull-down menu. The filer must select one entry only. This field only applies when the filing types of Interim Financial Statements, Annual Financial Statements, Annual Report, Annual Filings, Annual Information Form -(NI 51-102) and MD &A (annual and interim) are selected. The filer must select the period to which the filing relates.

(j) Continuous Disclosure rule*

Note: This is a pull-down menu. The filer must select one entry only. This field only applies when the filing type Material Change Reports, News Releases, Change of Auditor Filings, Change in Year End Filings, Notice of the Meeting and Record Date or Management Proxy materials has been selected. The filer must select the rule to which the filing applies.

(k) date of meeting*

Note: This is a date format field. The filer must enter the date in MMDDYYYY format. This field only applies when the filing type Material Change Reports, News Releases, Change of Auditor Filings, Change in Year End Filings, Other Filings, Notice of the Meeting and Record Date or Management Proxy Materials has been selected. The filer must enter the date of the meeting to which the filing applies.

(l) date of meeting relates to*

Note: This is a pull-down menu. The filer must select one entry only. This field only applies when the filing type Material Change Reports, News Releases, Change of Auditor Filings, Change in Year End Filings, Other Filings, Notice of the Meeting and Record Date or Management Proxy Materials has been selected. The filer must select the type of meeting to which the filing relates.

* Indicates this field can be modified after the cover page has been transmitted to the SEDAR server.

Appendix N Third Party Cover Page

A third party cover page must include the following:

- (a) name of issuer (offeree)
- (b) name of filer (offeror)
- (c) profile number of issuer
- (d) profile number of filer
- (e) name and telephone number and fax and E-mail ID of contact person*

Note: The contact person is a representative of the electronic filer or its filing agent (if the electronic filing is being made by a filing agent on behalf of the electronic filer). The contact person should be someone familiar with the filing to whom any questions could be directed from the securities regulatory authority.

- (f) documents to be attached with cover page for the filing
- (g) recipient agencies*

Note: Select the recipient agencies.

- (h) secondary filer E-mail ID for each jurisdiction

Note: List of E-mail ID of any local agent, if desired.

- (i) filing fees*

* Indicates this field can be modified after the cover page has been transmitted to the SEDAR server.

Appendix O SEDAR Forms

**SEDAR FORM 1
APPLICATION FOR SEDAR FILING SERVICES**

To: CDS INC. (SEDAR)
85 Richmond Street West
Toronto, Ontario M5H 2C9

Fax (416) 365-9194

Please check one:

- Initial SEDAR Form 1:** The Subscriber below hereby applies for access to the SEDAR Filing Service offered by CDS INC. as the SEDAR Filing Service Contractor for each of the Canadian Securities Administrators. Subscriber must complete all sections.
- Change to Previous SEDAR Form 1:** The Subscriber below hereby advises CDS INC. of the changes in subscriber information noted on this SEDAR Form 1. These changes are effective on the date signed below. If any fields are not completed, the Subscriber confirms that the information on these fields has not changed since the previous SEDAR Form 1 was filed with CDS INC. Subscriber must provide legal name in section 1 and sign certificate in section 5.

Section 1 Subscriber Information

Legal Name of Subscriber (in full): <input type="checkbox"/> Check here if this is a new name. Please state previous name below and attach proof of name change.					
Business Address (street name and number--no P.O. Box please)			Billing Address (if different):		
City/Town:	Province/Territory:	Postal Code:	City/Town:	Province/Territory:	Postal Code:
		_ _ _ _			_ _ _ _
Telephone No.:	Fax No.:	Telephone No.:	Fax No.:		
()	()	()	()		
Type of Subscriber: <input type="checkbox"/> Electronic Filer <input type="checkbox"/> Filing Agent			Internet E-Mail Address:		

Section 2 Subscriber's Contacts (Please provide 2 contacts of each type, if possible. Primary Principal Contact will receive all assigned identification numbers, passwords and correspondence from CDS INC.)

Primary	Alternate
Principal Contact: _____ Title: _____ Telephone No. (direct line/ext.) () _____ Specimen Signature: _____	Principal Contact: _____ Title: _____ Telephone No. (direct line/ext.) () _____ Specimen Signature: _____
Technical Contact: _____ Title: _____ Telephone No. (direct line/ext.) () _____	Technical Contact: _____ Title: _____ Telephone No. (direct line/ext.) () _____
Financial Contact: _____ Title: _____ Telephone No. (direct line/ext.) () _____	Financial Contact: _____ Title: _____ Telephone No. (direct line/ext.) () _____

Section 3 Filing Service Options

Number of Software Licences Required (one for each PC installation): _____	
<input type="checkbox"/> Check here if this SEDAR Form 1 includes a request for additional licenses and indicate number: _____	
Operating System of PC:	<input type="checkbox"/> Windows 2000 Professional <input type="checkbox"/> Windows XP Professional
Software and documentation are provided in CD-ROM format.	
Documentation to be provided in what language:	<input type="checkbox"/> English <input type="checkbox"/> French
Total Number of User IDs Required: _____	

Section 4 Electronic Payment Information

Name of Financial Institution: _____		
Note: Electronic bank account information must be confirmed by the financial institution's head office to CDS INC.		
No. of Users Required to Authorize Payments: <input type="checkbox"/> 1 User ID <input type="checkbox"/> 2 User IDs	Will you be filing from the Province of Quebec: <input type="checkbox"/> Yes <input type="checkbox"/> No	Will you be filing from the Province of New Brunswick, Newfoundland or Nova Scotia: <input type="checkbox"/> Yes <input type="checkbox"/> No
Payment Limit Required: \$ _____		

The following must be completed by all Subscribers:

<input type="checkbox"/> Check here if this SEDAR Form 1 is changing the existing User IDs and complete items below for new changes only.	
User IDs to be deleted (if any):	_____
No. of User IDs Required with No Payment Authority:	_____
No. of User IDs Required with Payment Authority up to the Payment Limit:	_____
No. of User IDs Required with Unlimited Payment Authority:	_____
Total No. of User IDs Required (this must be the same as in Section 3 above):	_____

Section 5 Certification and Acknowledgement of Subscriber

The undersigned Subscriber hereby certifies that the foregoing information is true in all material respects, and acknowledges that all access to and use of the SEDAR Filing Services shall be subject to the Subscriber's express acceptance of the terms and conditions of the SEDAR Filing Service Subscriber's Agreement, the software license agreements and related materials delivered in connection therewith (collectively the "Agreement"). The use of any assigned identification numbers and passwords by any of the Subscriber's authorized users for access to SEDAR Filing Services shall be deemed acceptance of the terms of the Agreement. The Subscriber agrees that an executed copy of SEDAR Form 1 delivered to CDS INC. by fax or e-mail shall have the same effect as an original executed copy delivered to CDS INC.

If this is a change to a previous SEDAR Form 1, this certification may be signed by the Principal Contact on behalf of the Subscriber except if the change is of a Principal Contact, in which case this certification must be duly authorized by the Subscriber.

Signature of Subscriber or Authorized Representative (or Principal Contact* –for Changes to Previous SEDAR Form 1):	Date:
Name of Subscriber or Authorized Representative or Principal Contact* signing above (please print):	
Title of Authorized Representative (if applicable) to be completed below or, if signed by Principal Contact, check in box: <input type="checkbox"/>	

SEDAR Form 2

SEDAR FORM 2

FILING SERVICE SUBSCRIBER'S AGREEMENT

Between:

CDS INC.,
a company incorporated under the Canada Business Corporations Act
having its head office at 85 Richmond Street West, Toronto, Ontario, M5H 2C9

(hereinafter called "CDS")

And:

Legal Name of Subscriber

Street Address of Subscriber's head office

City, Province, Postal Code

(hereinafter called "Subscriber")

1.0 Definitions in this Agreement

In this agreement the following words have the following meanings:

- 1.1 "Authorized Users"** means those individuals who are the agents or employees of the Subscriber authorized by the Subscriber to access and use the SEDAR Filing Services;
- 1.2 "CSA"** means the Canadian Securities Administrators;
- 1.3 "Document"** has the meaning set out in the National Instrument, and for greater certainty includes a filer profile as that term is defined in the National Instrument;
- 1.4 "Electronic Filer"** means a person or company referred to (a) in the National Instrument that is required to comply with the requirements of the National Instrument; or (b) in the MC Filing Requirements that is required or permitted to comply with the MC Filing Requirements; and includes the Subscriber making an Electronic Filing or using the SEDAR Filing Services on its own behalf;
- 1.5 "Electronic Filing"** means a Document that is filed under Securities Legislation or Securities Directions in Electronic Format or the act of filing a Document under Securities Legislation or Securities Directions in Electronic Format, as the context indicates, and for greater certainty includes a Document transmitted electronically using the SEDAR Filer Software;
- 1.6 "Electronic Format"** means the computerized format of a Document prepared and transmitted in accordance with the standards, procedures and guidelines contained in the SEDAR Filer Manual;
- 1.7 "Filing Agent"** means a person or company that is authorized to make an Electronic Filing on behalf of an Electronic Filer, and includes a person or company that is authorized to use the SEDAR Filing Services on behalf of another person or company;
- 1.8 "Market Centres"** means TSX Venture Exchange Inc., its successor and assigns;
- 1.9 "MC Filing Requirements"** means the provisions of any legislation, regulations or rules made in any province or territory of Canada, or of any by-laws, rules, decisions, orders, rulings, policies or any other similar instrument made by any of the Market Centres, which are in effect from time to time, in whole or in part, and which require or permit issuers of securities and other third parties dealing with such issuers or their securities to file, deliver permit issuers of securities and other third parties dealing with such issuers or other securities to file, deliver or otherwise submit documents or information with or to any of the Market Centres;
- 1.10 "National Instrument"** means the National Instrument 13-101 - System for Electronic Document Analysis and Retrieval (SEDAR), effective in whole or in part in the jurisdiction in which the Securities Regulatory Authority is situate, as amended from time to time;

- 1.11** **“Payment”** means the payment of fees and/or charges payable to: (a) the Securities Regulatory Authorities for filing under any Securities Legislation; and/or (b) a Market Centre for filing as permitted under the applicable MC Filing Requirements; and/or (c) CDS for the provision of services by CDS, including without limitation those contemplated in the SEDAR Filer Manual, all as such fees and charges may be amended from time to time;
- 1.12** **“Payment Authorization”** means the electronic data, messages and information from the Subscriber communicated through SEDAR to authorize the Subscriber’s designated financial institution or other supplier of electronic banking services to make a Payment on the Subscriber’s behalf;
- 1.13** **“Principal Contact”** means each individual designated in writing by the Subscriber who is authorized to administer the SEDAR operations and use of the SEDAR Filing Services on behalf of the Subscriber;
- 1.14** **“Securities Directions”** means, for the local jurisdiction in which the Securities Regulatory Authority is situate, the instruments listed in Appendix A to National Instrument 14-101, opposite the name of the local jurisdiction;
- 1.15** **“Securities Legislation”** means, for the local jurisdiction in which the Securities Regulatory Authority is situate, the statute and other instruments listed in Appendix B to National Instrument 14-101, opposite the name of the local jurisdiction, and with respect to the applicable Market Centre, the MC Filing Requirements and the statutes, by-laws, manuals and other instruments governing or adopted by the Market Centre;
- 1.16** **“Securities Regulatory Authority”** means, for the local jurisdiction, the securities commission or similar regulatory authority listed in Appendix C to National Instrument 14-101, opposite the name of the local jurisdiction;
- 1.17** **“SEDAR Filer Manual”** means the version of the SEDAR Filer Manual: Standards, Procedures and Guidelines for Electronic Filing with the Canadian Securities Administrators, incorporated by reference in the National Instrument, as amended from time to time;
- 1.18** **“SEDAR Filer Software”** means the software described in the SEDAR Filer Manual provided under license to the Subscriber by or through CDS, which may include third party software, and any new code updates, releases, versions or modifications to the software deemed necessary by CDS, but CDS reserves the right to offer new or additional services, features or functions as separately priced options;
- 1.19** **“SEDAR Filing Services”** means those services consisting of the licensed use of one copy of the SEDAR Filer Software installed on a single personal computer of the Subscriber, with the related network access, network usage, server access and usage and support services supplied by CDS, which, together with Subscriber’s computer operating environment as specified in the SEDAR Filer Manual, enable the Subscriber to file or otherwise submit, in Electronic Format, Document(s) as required or permitted by the Securities Legislation and/or Securities Directions and/or MC Filing Requirements of any jurisdiction in Canada and which enable the Subscriber to transmit Payment Authorizations and to access databases for search and retrieval in electronic form of Electronic Filings, transmit e-mail communications among SEDAR subscribers, Securities Regulatory Authorities and Market Centres, and access server workspaces for storage of electronic information; and
- 1.20** **“SEDAR”** means the computer system for the transmission, receipt, acceptance, review and dissemination of Documents filed in Electronic Format known as the System for Electronic Document Analysis and Retrieval, and for greater certainty includes the system for communication of Payment Authorizations, access to databases for search and retrieval in electronic form of Electronic Filings, transmission of e-mail communications among SEDAR subscribers, Securities Regulatory Authorities and Market Centres, and access to server workspaces for storage of electronic information.
- 2.0** **Responsibilities of CDS**
- 2.1** CDS, as the SEDAR filing service contractor appointed by the CSA and the independent service provider appointed by the Market Centres, agrees to supply the SEDAR Filing Services to the Subscriber in accordance with this agreement, the National Instrument and the MC Filing Requirements.
- 2.2** In connection with the supply of SEDAR Filing Services, CDS shall enable the Subscriber to communicate Payment Authorizations to facilitate the making of Payments to any Securities Regulatory Authority, CDS and, subject to the applicable MC Filing Requirements, any Market Centre, as set forth in this agreement, the National Instrument and the MC Filing Requirements, as applicable.
- 2.3** CDS agrees to grant, or cause to be granted to the Subscriber a license to access and use the SEDAR Filer Software upon and subject to the terms and conditions attached as Appendix A to this agreement and/or are

provided and distributed separately to the Subscriber either directly by CDS or by the third party software supplier. The Subscriber agrees to comply with all of such terms and conditions.

3.0 Responsibilities of the Subscriber

- 3.1** The Subscriber shall ensure that only its Authorized Users will be permitted access to and use of the SEDAR Filing Services on the Subscriber's behalf. The Subscriber is responsible for implementing and exercising security precautions to control such access and use and password protection, with at least the same degree of care and to the same standards as it exercises for its own confidential and proprietary information. The authority of each user ID assigned by CDS to act on behalf of the Subscriber for all purposes of the SEDAR Filing Services and Payment Authorization shall continue in effect until written notice to the contrary is received by CDS.
- 3.2** In the event the Subscriber becomes aware of any unauthorized access to the SEDAR Filing Services, it shall promptly notify CDS and shall use its best efforts to cooperate in maintaining the security of, access to and use of the SEDAR Filing Services.
- 3.3** The Subscriber shall pay all CDS filing service fees and charges and applicable taxes, duties and other levies (including, without limitation, sales and similar taxes and withholding taxes) to CDS in accordance with the then current published schedule of filing service fees and charges, and any other licensing, subscription or other fees and charges for the provision of services. All such fees and charges payable to CDS are non-refundable, except for prepaid fees where a Subscriber is not in breach of this agreement. If not already paid, Subscriber shall pay the annual subscription fee and all applicable licensing fees as set out in the SEDAR Filer Manual. All such fees and charges shall be paid by Subscriber to CDS either: (a) by cheque or other acceptable method of payment, and where such fees and charges are invoiced by CDS, following receipt of such invoice from CDS (which, in the case of subscription fees, will be invoiced in advance) and Subscriber agrees to pay invoiced amounts within thirty (30) days of the invoice date; or (b) by Payment Authorization if the Electronic Filing or other use of the SEDAR Filing Services bears a CDS fee or charge per filing or use, and such Payment Authorization shall be given contemporaneously with the first Electronic Filing in the project or at the time such other use is made. The Subscriber agrees to pay interest on all unpaid fees and charges at the rate of 2% per month (24% per annum) from the due date. The Subscriber shall not make an Electronic Filing and/or use the SEDAR Filing Services (i) on its own behalf or as Filing Agent on behalf of any other person or company unless Subscriber has paid any fees and charges then due to CDS from the Subscriber, including, without limitation, any annual or other filing service fees and charges; or (ii) on behalf of any other person or company if such person or company has not paid, and Subscriber knows or is deemed to know that such person or company has not paid, any fees and charges then due by it to CDS, including, without limitation, any annual or other filing service fees and charges. For the purposes of section 3.3(ii) above and without limiting the generality of the foregoing, the Subscriber will also be deemed to know that a person or company has not paid any such fees and charges if information to that effect is sent by CDS, either by a notice sent in the manner contemplated in section 15 herein, or by a subscriber update or other bulletin or correspondence sent by telecopier to the telecopier number advised by the Principal Contact of the Subscriber.
- 3.4** The Subscriber agrees to indemnify and save CDS, its directors, officers, employees, affiliates and agents, harmless against any and all losses, claims, damages, actions, causes of action or costs and expenses, that any such person may incur, suffer, sustain, or be put to, by reason of an act or omission of the Subscriber, its Authorized Users, its affiliates, its principals or agents acting on Subscriber's behalf, which is in breach of this agreement, or constitutes gross negligence or wilful misconduct.
- 3.5** The Subscriber is responsible for the installation and testing of the SEDAR Filer Software at its own expense, and for supplying or having use of all the computer equipment, supporting equipment, hardware, software, related services including internet access, communication services and related technical support that it requires in order to prepare, send or receive Documents and Payments as contemplated by this agreement, the National Instrument, the SEDAR Filer Manual and, if applicable, the MC Filing Requirements. Subscriber acknowledges that neither CDS nor the SEDAR system verifies whether an Electronic Filing conforms to the electronic formatting requirements set out in the SEDAR Filer Manual and that the SEDAR system may restrict the Subscriber's ability to submit Electronic Filings that may be infected with a virus. The Subscriber acknowledges that each Electronic Filer is responsible for ensuring that an Electronic Filing transmitted by it directly or by a Filing Agent on its behalf or its use of the SEDAR Filing Services directly or through a Filing Agent does not and is not in breach of any laws,

regulations or conventions, including, but not limited to, those relating to data privacy (including ensuring that all appropriate consents are in place in order to disclose personal information contained in the Electronic Filings), communication and exportation of technical or personal data and that each Electronic Filing is free of viruses, worms, trojan horses or other items of a destructive nature. CDS shall not be responsible or liable as a result of a breach of the foregoing.

- 3.6** The Subscriber is responsible for verifying the status of an Electronic Filing made by it, for establishing and maintaining a back-up procedure for the reconstruction of any lost or damaged Document in Electronic Format that is to be or has been transmitted using the SEDAR Filing Services and SEDAR Filer Software, for retaining paper copies and original signed copies of Electronic Filings and for delivering copies of documents, or portions thereof, where required by Securities Legislation or Securities Directions.
- 3.7** The Subscriber shall advise CDS in writing on SEDAR Form 1 as soon as possible of any changes in the information contained in any previously filed Application For SEDAR Filing Services (SEDAR Form 1), or subsequent information.

4.0 Payment Authorizations

- 4.1** If the Subscriber intends to make Electronic Filings of a type that will either require the Subscriber to make Payments to the Securities Regulatory Authorities using the SEDAR system and no other subscriber will be making the Payments on behalf of the Subscriber, or if the Subscriber is permitted pursuant to the applicable MC Filing Requirements to make Payments to a Market Centre and the Subscriber intends to make Payments to the Market Centres, then this section 4.0 applies and the Subscriber shall provide or cause their *electronic data interchange (“EDI”)* compliant financial institution to provide to CDS all required information concerning its *EDI compatible account or other electronic banking facility (collectively the “Electronic Banking Information”)* which shall be used to facilitate and communicate Payment Authorizations through SEDAR.
- 4.2** The Subscriber is solely responsible for the accuracy of such Electronic Banking Information and user IDs requested by Subscriber and shall keep CDS informed as to any changes on reasonable notice.
- 4.3** The Subscriber is solely responsible for establishing and maintaining any account and agreements with its designated financial institution or other supplier of electronic banking facilities (collectively the “FI”), including without limitation, maintaining current EDI banking information for pre-authorized recipients of Payments from such account, for the purposes of making any Payment and for all service charges relating to the account or other facility used, including those charges for its processing of electronic payment instructions.
- 4.4** The Subscriber acknowledges that Payment Authorizations are transmitted using the SEDAR Filer Software and that the Subscriber shall be, for all purposes, the EDI payment originator with respect to any Payment. At no time shall CDS be responsible for the payment of any fees or charges to any Securities Regulatory Authority or, subject to the MC Filing Requirements, a Market Centre on the Subscriber’s behalf or any fees or charges of the FI designated by the Subscriber. All Payment Authorizations become irrevocable once the pay command for the transmission of the Electronic Filing or other use of the SEDAR Filing Services in respect thereof is entered, unless the Payment Authorization cannot be acted upon, in which case the SEDAR system will record the unsuccessful Payment Authorization. The Subscriber is responsible for verifying that its Payment Authorizations are successful.
- 4.5** The Subscriber is solely responsible for the actions of the Principal Contact, employees, agents and contractors authorized by it and under its control, including without limitation, individual(s) that, from time to time: (a) receive assigned identification numbers and passwords from CDS; (b) distribute identification numbers and passwords to Authorized Users; (c) provide Electronic Banking Information to CDS; (d) make any Payment Authorization; and (e) instruct CDS of changes to any of the foregoing. CDS shall not be responsible, directly or indirectly, for any inaccuracies, errors or omissions in the Electronic Banking Information or authorities of Authorized Users instructed by the Subscriber or for Payment errors or failed Payments resulting therefrom.
- 4.6** The Subscriber is solely responsible for keeping its Electronic Banking Information, account balances and records up to date, for reviewing payment confirmation screens before transmitting any Payment Authorization and for verifying that the amount of any Payment for fees and charges is correct.

5.0 Mutual Acknowledgements

- 5.1** Access to and use of the SEDAR Filing Services is restricted to Authorized Users of the Subscriber only. CDS will establish a Subscriber's account and Authorized User identification numbers and passwords and may establish a personal identification number ("PIN") unique to the Subscriber, each of which will be given to the Subscriber's Principal Contact. Subscriber is responsible for changing initial passwords upon gaining access to the SEDAR Filing Services and at any other times necessary for security purposes and for notifying CDS in writing as soon as possible if a breach of security is suspected or if the integrity of the PIN is at risk. CDS reserves the right to decline to assign a new PIN if the signature of the Principal Contact cannot be verified using a specimen signature on file. The Subscriber's Documents in Electronic Format which will be or have been transmitted as part of the SEDAR Filing Services will be handled by CDS in accordance with its established security procedures, the effectiveness of these procedures being dependent upon Subscriber's implementation of those aspects of the procedures which are under Subscriber's control.
- 5.2** The Subscriber acknowledges that CDS is an independent contractor for the purposes of supplying the SEDAR Filing Services and help desk support (by calling 1-800-219-5381), to enable the Subscriber to access and use the SEDAR Filing Services during the operational periods specified by the CSA. CDS is not an agent of the Subscriber, the CSA, the Market Centre(s) or any other party.
- 5.3** The SEDAR Filer Software, SEDAR user guides, SEDAR installation guides, instructions and system information, which are made available by CDS are the exclusive property of CDS, except for pre-existing works and/or third party software forming part thereof and used in connection with the SEDAR Filing Services, the latter being the exclusive proprietary material of third party suppliers. No title to any property or goods is being purchased or transferred under this agreement. The Subscriber shall not take any steps, directly or indirectly, to challenge the proprietary rights of CDS and its suppliers in the SEDAR Filer Software.
- 5.4** Access to and use of the SEDAR Filing Services is subject to this agreement and the SEDAR Filer Software licenses granted to the Subscriber.
- 5.5** SEDAR is a registered trade-mark of the CSA, and is licensed to CDS for the purposes of providing the SEDAR Filing Services. The Subscriber acknowledges that the supply of the SEDAR Filing Services set out in this agreement does not include the grant of any right, title, interest or license to use the SEDAR trade-mark for any purpose whatsoever. Any such use by Subscriber is strictly prohibited.
- 5.6** Subscriber acknowledges and agrees that it does not and will not, by virtue of this agreement, acquire any proprietary interest in any databases of Documents or other information made available to Subscriber as part of the SEDAR Filing Services (collectively, the "Database"), or any portion thereof, which Database includes Documents filed by an Electronic Filer; however subject to the foregoing, nothing herein shall restrict any other rights an Electronic Filer may have to use, independent of the SEDAR system, any Document which was electronically filed by it using the SEDAR Filing Services. Subscriber acknowledges and agrees that it is authorized: (a) to view, download and print Documents retrieved from the Database and use Documents and the information contained therein (collectively "Content") for its own personal and non-commercial use only; and (b) to provide limited extracts and/or unaltered copies of Documents retrieved from the Database, or Content, to *bona fide* clients provided that: (i) Subscriber is reasonably satisfied that any such *bona fide* client will use the Documents and/or Content for its own personal and non-commercial purposes only or Subscriber uses contractual or other means to ensure that any such *bona fide* client complies with the restrictions on use of the Documents and the Content, set out in this agreement; and (ii) Subscriber retains any and all copyright and other proprietary notices. A "*bona fide* client" is a client of Subscriber who has retained Subscriber principally for the purpose of receiving goods or services from the Subscriber, other than the Documents or the Content, or other similar information, such that providing the Documents, Content, or other similar information is only incidental to the primary business relationship between the Subscriber and such client. Except as otherwise set out in this agreement, Subscriber acknowledges and agrees that unless the Subscriber has received the prior written permission of CDS: (a) Subscriber will not, *directly or indirectly, sell, *assign, distribute, *provide access to, transmit*, exploit, copy, modify, publish, republish, reproduce*, repackage, retransmit, resell*, recompile, decompile, disassemble, reverse engineer* or otherwise disseminate,** the Database, or any portion thereof, *SEDAR, the Documents, the Content, or any derivative works from the Documents*, or any portion thereof, in any medium *or in any manner whatsoever; and (b) Subscriber will not use the Database or any or all of the Documents or Content to construct a database of any kind, nor store the

Database, the Documents or Content (in whole or in part) in databases for access by Subscriber or any third party, nor distribute any database services containing all or part of the Database, the Documents, or Content nor use the Database, the Documents or Content, or any portion thereof, in any way to improve the quality of any data sold or contributed by Subscriber to any third party. CDS shall have the right, from time to time, to impose changes, restrictions or conditions in respect of the use of the Database by the Subscriber, any group of subscribers or any particular client of a Subscriber, including withdrawing permission to use the Database and Subscriber agrees to promptly comply with all such changes, restrictions and conditions.

- 5.7 Unless specifically granted, nothing herein shall be construed as conferring any right under any copyright of CDS, the CSA and/or third parties who owns copyright in Content. With the exception of the public Documents, all right, title and interest in the compilations of Documents, the Database, associated market data and information and databases, including without limitation, SEDAR design, text and graphics, are owned by the CSA, CDS and/or their respective suppliers and are protected by Canadian and international copyright laws. The Subscriber acknowledges and agrees that copyright subsists in SEDAR, including in the selection, arrangement and assembly of the public Documents and Content, and that such copyright is owned by CDS, CSA and/or their respective suppliers. Any rights not expressly granted in this agreement are reserved.
- 5.8 The Subscriber agrees that misappropriation or unauthorized use of the Database or Content by the Subscriber or its breach of this agreement will cause CDS serious damage for which money damages may not constitute sufficient remedy and that in such instances CDS may seek and obtain injunctive relief, in addition to any other remedies available to CDS.

6.0 Limitations & Warranties

- 6.1 The Subscriber accepts sole responsibility for its access to and use of the SEDAR Filing Services. The instructions given by a Subscriber to CDS to effect an Electronic Filing or any Payment Authorization and/or otherwise use the SEDAR Filing Services constitute the representation and warranty of the Subscriber to CDS that Subscriber has full power, right and authority to effect the same in accordance with Subscriber's instructions and Subscriber is deemed to have provided its permission to the collection, use and disclosure of information contained therein for the purposes set out in the National Instrument and for other disclosures to the public in the manner authorized by the CSA, including without limitation, on www.sedar.com., whether Subscriber is acting on its own behalf or as a Filing Agent. When retrieving or making use of any information contained in the Database, the Subscriber shall comply with all applicable laws, including, without limitation, Canadian privacy laws, and the Subscriber shall apply professional judgement in making use of such information, including, without limitation, the use or accuracy of any information, as the basis for any conclusions. Neither CDS nor its directors, officers, employees, affiliates or agents shall be liable, either directly or indirectly, for the access or use of the SEDAR Filing Services, the Documents that may be made available through the SEDAR Filing Services, or for the accuracy or completeness of the Database.
- 6.2 CDS shall at all times endeavour to professionally and efficiently supply the SEDAR Filing Services. However, other than as expressed herein, neither CDS nor its directors, officers, employees, affiliates or agents make any representation or warranty, or condition expressed or implied, statutory or otherwise, as to the use of the SEDAR Filing Services, including without limitation, any representations or warranties as to quality, accuracy of contents, completeness, merchantability, or fitness for a particular purpose of any use of the SEDAR Filing Services or that any specialized requirements of the Subscriber will be met. **Except as stated in this agreement, all implied warranties or conditions of merchantability or fitness for a particular purpose are hereby disclaimed by CDS and excluded from this agreement.**
- 6.3 Without limiting the generality of the foregoing, neither CDS nor its directors, officers, employees, affiliates or agents makes any representations or warranties: that the use of the SEDAR Filing Services will be uninterrupted, free from errors or offered without delays, due to circumstances within or beyond the reasonable control of CDS provided that CDS has used commercially reasonable efforts to avoid such interruptions, errors or delays; or as to whether any applicable privacy laws and regulations may require the Subscriber or an Electronic Filer to obtain consent from any individual in connection with its or their use of the SEDAR Filing Services or its or their use or disclosure of any of the information contained in or forming part of the Database, including without limitation, in the Documents filed in Electronic Format.
- 6.4 Neither CDS nor its directors, officers, employees, affiliates or agents will be liable for any loss or damage caused by any delay in the access to the SEDAR Filing Services or for any delay or failure in any transmission system or for any alteration in the content or format of any information and/or documentation

transmitted using the SEDAR Filing Services or for any delay as the result of the failure or malfunction in any hardware or software provided that CDS has used commercially reasonable efforts to avoid such delays, failures or alterations.

- 6.5** If liable, notwithstanding the express exclusions and limitations set out in this agreement, under this agreement or any statute or rule of law, any and all liability of CDS is limited to the payment from CDS to Subscriber for actual and direct damages of Subscriber to a maximum amount equal to four times the fees or charges paid by the Subscriber to CDS on its own behalf or on behalf of a particular Electronic Filer for the specific affected or failed filing to a Securities Regulatory Authority or other specific or failed use of a SEDAR Filing Service, or \$10,000 (CDN), whichever is less, provided that Subscriber is not in breach of this agreement, the National Instrument or, if applicable, the MC Filing Requirements. No party shall be liable for any loss or damage suffered by the other or caused by a failure to perform any duty imposed by this agreement where such failure is caused by an event, omission or condition not reasonably within the control of the defaulting party. Except as contemplated above in this section 6.5, neither CDS nor its directors, officers, employees, affiliates or agents shall be liable for (a) direct, indirect, general, special, incidental or consequential damages, lost profits, lost savings or any other damages arising out of this agreement, the use, or inability to use, the SEDAR Filing Services or the use, accuracy or completeness of any information, Document or the Database; and (b) damages of third parties claimed against Subscriber, even if CDS has been advised of the possibility of any such damages. The foregoing limitations of liability apply regardless of the basis on which Subscriber is entitled to claim, including but not limited to breach of contract, even if in the nature of a breach of a condition or a fundamental term or a fundamental breach, or tort, including but not limited to negligence or misrepresentation. No action, regardless of form, arising out of this agreement may be brought by either party against the other more than two years after the cause of action arises.

7.0 Term

- 7.1** The term of this agreement shall commence on the earliest of the following: (a) the date Subscriber or any of its Authorized Users use any user IDs assigned by CDS to Subscriber; and (b) the date CDS receives a signed copy of this agreement, and shall continue, subject to termination, as set out in this agreement.

8.0 Confidentiality and Privacy

- 8.1** The parties undertake and agree to respect the confidential nature of all confidential and proprietary information and Documents provided by the other party, related directly or indirectly, to the SEDAR Filing Services, the SEDAR Filer Software, its documentation, initial installation or implementation in the Subscriber's computer(s), server(s), network(s), and, consequently, never to disclose any part thereof to anyone, with the exception of their directors, officers, employees, agents, legal advisors or sub-contractors who need to know or use the same for the purpose of performing obligations or rights under this agreement, and the Securities Regulatory Authorities and the Market Centres. Such information may be disclosed to the extent required by law provided that the party seeking to make such disclosure informs the other party and uses reasonable efforts to obtain a confidentiality undertaking from the recipient.
- 8.2** The following information and documents are expressly excluded from this confidentiality commitment:
- (a) any information or document which is or shall become in the public domain, except as a result of a default under this agreement; or
 - (b) any information or document which one of the parties shall legally obtain from a third party; or
 - (c) any information or document which the receiving party had obtained without an obligation of confidence prior to disclosure thereof by the disclosing party; or
 - (d) any information or document which one of the parties, its directors, officers, employees or agents develops independently and without using any part of the confidential information or documents received from the other party or without contravening this agreement.
- 8.3** If Subscriber has indicated on SEDAR Form 1 that it will be a Filing Agent, CDS may include Subscriber's name and basic contact information in a list of CDS subscribers or specific class of subscribers, and may make such information available to any person upon request, unless Subscriber requests otherwise by written notice to CDS.
- 8.4** The personal or other information of individuals contained in SEDAR is governed by privacy laws, including without limitation, the *Personal Information Protection and Electronic Documents Act (Canada)* and similar provincial and territorial privacy legislation of Canada. Personal information that is filed in

Documents in SEDAR, using the SEDAR Filing Services, is collected on behalf of and used by the Securities Regulatory Authorities for purposes of the administration and enforcement of certain provisions of Securities Legislation. Some information will be made public pursuant to Securities Legislation in each of those jurisdictions. Other information will remain confidential and will not be disclosed to any person or company except to any of the Securities Regulatory Authorities or their authorized representatives or except where required or permitted by law. Subscriber will not knowingly use or disclose any personal information contained in the Database for purposes unrelated to the purposes for which the information is made available to the public under Canadian securities laws, including, without limitation, for marketing purposes, unless Subscriber has obtained any and all consents as required under applicable Canadian privacy laws. For details about the purposes for which the information is made available to the public under Canadian securities laws, please refer to CDS Inc.'s Privacy Statement posted from time to time on www.sedar.com.

9.0 Amendments and Changes

- 9.1** Subject to the approval of the CSA, and, if applicable, the Market Centres, if required, and in compliance with all applicable Securities Legislation and/or Securities Directions, CDS may:
- (a) amend this agreement and any applicable fees and charges for its services; or
 - (b) amend the SEDAR Filing Services from time to time;

on thirty days notice in writing addressed to the Subscriber or otherwise communicated through SEDAR to the Subscriber.

- 9.2** The Subscriber shall be deemed to have accepted any such amendments after receipt from CDS of the notice of amendments or changes if:
- (a) it has continued, through any of its Authorized Users, to use any access codes issued to the Subscriber in accessing the SEDAR Filing Services, as may be amended; or
 - (b) it has continued to use the SEDAR Filing Services or other service, as may be amended.

In the event of any of the foregoing actions, the Subscriber agrees that it shall be bound by the provisions of the amendment, if applicable, notwithstanding the lack of a manual signature of the Subscriber upon any amended agreement.

- 9.3** Notwithstanding sections 9.1 and 9.2, in the case of amendments to this agreement, or any previous form of SEDAR Form 2 executed by the Subscriber or its predecessor, which are mandated when the National Instrument, MC Filing Requirements or any amendment thereto, becomes effective as a rule, regulation or other legally binding instrument, such amended SEDAR Form 2 or any specific amendments to a prior executed SEDAR Form 2 will be binding on the Subscriber on the date the National Instrument, MC Filing Requirements or any amendment thereto, becomes effective, notwithstanding the date of Subscriber's receipt of notice thereof or the lack of a manual signature of the Subscriber upon any amended SEDAR Form 2 or specific amendment thereto, unless otherwise specifically provided in the National Instrument or MC Filing Requirements.

- 9.4** CDS may also offer new or additional services, features or functions and set any applicable fees and charges therefor from time to time. The Subscriber shall be deemed to have accepted any such new or additional services, features or functions and applicable fees and charges if it has commenced using such new or additional services, features or functions.

10.0 Interpretation

- 10.1** If any provision of this agreement shall be found to be invalid or unenforceable, in whole or in part, such provision shall be severed from this agreement, and all other provisions shall remain in full force and effect. The parties shall replace any such invalid or unenforceable provision with a valid provision which most nearly conforms to their original intent. Headings contained in this agreement are for convenient reference only and do not form part of this agreement. A word importing the singular includes the plural and vice versa. A reference to the Securities Legislation, Securities Directions or to a provision thereof shall be deemed to include a reference to any legislation, instrument, rule, regulation or provision enacted in substitution therefor or amendment thereof. All fees and charges are payable in Canadian funds. A facsimile or other electronic transmission of a signed copy of this agreement sent to CDS shall be deemed to be an original signed copy.

- 10.2** This agreement, together with the Application For SEDAR Filing Services (SEDAR Form 1) and the SEDAR Filer Software licenses, constitutes the only agreement between the parties with respect to the subject matter of this agreement, and supersedes and replaces any written or oral proposal, document or arrangement with respect to the services contemplated by this agreement. In addition, the Subscriber hereby recognizes and acknowledges that it has taken cognizance of the SEDAR Filer Manual and the National Instrument, and, if applicable, the MC Filing Requirements.

11.0 Termination

- 11.1** This agreement shall be terminated upon the occurrence of any of the following events:

- (a) If the Subscriber becomes insolvent or bankrupt, or reorganizes its business, within the meaning of the Bankruptcy and Insolvency Act of Canada, or shall take steps, or have steps taken against it, for the winding up of its legal existence or the dissolution of any partnership, or shall have a receiver, or trustee appointed for its property, unless such receiver or trustee desires to continue to access the SEDAR Filing Services having confirmed its acceptance of the terms and conditions of this agreement and of the SEDAR Filer Software license(s) or,
- (b) If the Subscriber elects to terminate the agreement upon 10 days written notice to CDS provided that the foregoing change shall not be interpreted so as to limit the application of the National Instrument or,
- (c) Where CDS has not received payment of any outstanding annual subscription, licensing or filing service fees and charges or any amount owing for other services for a period of 15 days after delivery of written notice of non-payment or,
- (d) Except as contemplated by (c) above, if the Subscriber commits a breach of any of its obligations, representations or warranties under this agreement, which breach is not remedied within 30 days after delivery of written notice of breach, or
- (e) Subject to the written consent of the CSA, if CDS elects to terminate the agreement upon 120 days written notice to Subscriber, or such other notice period or condition that the CSA may require.

12.0 Following Termination

- 12.1** Following termination of this agreement, the Subscriber shall: (a) pay all fees and charges incurred by the Subscriber as owing to the date of termination and the Subscriber shall either return all SEDAR Filer Software licensed by CDS, together with the SEDAR User Guide or destroy them and provide a manually signed certificate certifying that no copies of any of the foregoing have been retained; and (b) cease use of all personal information received from SEDAR, however nothing herein shall restrict any other rights an Electronic Filer may have to use, independent of the SEDAR system, any Document which was electronically filed by it using the SEDAR Filing Services. The provisions of section 3.4, Articles 4, 5, 6, 8 and this section 12.1 shall survive termination of this agreement.

13.0 Choice of Law

- 13.1** In the event that the Subscriber is or becomes resident outside of Canada, this agreement shall be governed by and the Subscriber submits to the applicable laws of Canada and the laws of the jurisdiction therein in which the registered office of CDS is located. Otherwise, this agreement shall be governed by the laws of the Province or Territory within Canada where the Subscriber has executed this agreement, as noted on the execution page on this agreement (which shall be deemed to be the jurisdiction in which the registered office of CDS is located if the place of execution is not noted on this agreement or if this agreement is executed outside Canada) and any applicable laws of Canada.

14.0 Assignment

- 14.1** This agreement may be assigned by CDS to any affiliated or associated corporation, partnership or entity, or to the successor SEDAR filing service contractor appointed by the CSA and in the case of the Market Centres, the successor independent service provider, in each case on the written consent of the CSA and the Market Centres and upon written notice to Subscriber. Effective upon such assignment, CDS shall be relieved of its obligations under this agreement. The Subscriber shall not assign this agreement without prior written consent of CDS, which consent shall not be unreasonably withheld providing that the Subscriber has complied with this agreement and paid all then outstanding fees and charges, and which consent shall be subject to the satisfaction of certain conditions including payment of a reasonable administrative fee by Subscriber and the execution of the then current form of Filing Service Subscriber's

Appendix A

SEDAR Software License Agreement

This License Agreement applies to the software disks enclosed in the package delivered to you, the Subscriber, and marked “SEDAR.” By signing SEDAR Form 2 or by continuing to use this software, you are agreeing to be bound by the terms of this Agreement.

Introduction. Your use of the SEDAR software product contained on the disks enclosed in the package and marked “SEDAR” and related documentation, as they may be amended or replaced from time to time (collectively the “Software”) and your access to the SEDAR system are subject to the terms and conditions of this Agreement, all third party licenses which are provided and distributed separately to you by or on behalf of CDS INC. (“CDS”), 85 Richmond Street West, Toronto, Ontario M5H 2C9, in connection with SEDAR and the Filing Service Subscriber’s Agreement (“SEDAR Form 2”) between you and CDS. The Software is one and the same as the “SEDAR Filer Software” as that term is defined in SEDAR Form 2.

License. The Software is licensed to you by CDS for your use in executable form only in Canada. You acknowledge that this License is not a sale of the Software or intellectual property contained therein and that CDS and/or its suppliers continue to own title to, and all proprietary and intellectual property rights in, the Software. CDS reserves all rights not expressly granted. You own only the disk and printed material contained in the package. This License grants you a non-exclusive, non-transferable right to use the Software and view the documentation only in conjunction with the SEDAR system on a single computer. If you wish to use the Software on more than one computer, you must license another copy of the Software. This Agreement and the License granted herein may not be transferred or assigned, except in conjunction with an assignment as permitted in SEDAR Form 2. You may make only one copy of the disks for back-up or archival purposes, provided that all copyright and other proprietary notices are reproduced and affixed on such copy. All copies must be kept in your possession and control. You may print a copy of the documentation from the disks only for your use for the sole purpose of operating the Software. CDS may charge you to replace the Software.

Restrictions on Use. The Software contains copyrighted material, and in its human readable form it contains trade secrets and proprietary information owned by or licensed to CDS. You may not de-compile, reverse engineer, disassemble or otherwise reduce it or attempt to reduce it to human readable form. You may not modify, rent, lease or loan nor make or distribute copies of the Software except as permitted herein. You may not create derivative software based upon any trade secret or proprietary information of SEDAR. You may not electronically transfer or provide access to the Software over a network or telephone circuit without the written consent of CDS. You may not permit any third party who is not an employee or agent acting on your behalf to use the Software.

Term. The License shall remain in full force and effect unless and until terminated. This License will terminate immediately if SEDAR Form 2 between you and CDS is terminated for any reason whatsoever. It will also terminate if you breach any of the terms of this Agreement, which breach is not remedied within 30 days after delivery of written notice of breach. You may terminate it at any time. In each case, upon termination, you must stop using the Software, erase and destroy all disks, all copies of the Software from the storage in each computer in which it has been installed and all physical embodiments of the Software. Upon request, you will deliver a manually signed certificate to this effect.

Disclaimer of Warranty on Software and Limitation of Liability. THE SOFTWARE IS PROVIDED “AS IS” WITHOUT WARRANTY OR CONDITION OF ANY KIND, EITHER EXPRESSED, IMPLIED OR STATUTORY, INCLUDING BUT NOT LIMITED TO ALL WARRANTIES AND CONDITIONS OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE. All other limitations, warranties and disclaimers contained in SEDAR Form 2 apply to the Software.

Fees. You shall make all payments to CDS for the Software as contemplated in SEDAR Form 2.

General. In the event that you are or become resident outside of Canada, this Agreement will be governed by and you will submit to the applicable laws of Canada and the laws of the jurisdiction therein in which the registered office of CDS is located. Otherwise, this Agreement will be governed by the laws of the Province or Territory within Canada where you have executed SEDAR Form 2, as noted on the execution page of SEDAR Form 2 (which shall

be deemed to be the jurisdiction in which the registered office of CDS is located if the place of execution is not noted on SEDAR Form 2 or if SEDAR Form 2 is executed outside Canada) and any applicable laws of Canada. The parties have expressly agreed that this Agreement and all documents relating thereto be drawn up in English only. Les parties aux présentes ont expressément requis que la présente licence ainsi que tous les documents qui s'y rattachent soient rédigés en anglais seulement.

SEDAR FORM 3

Notice of Reliance on Temporary Hardship Exemption

1. Name of electronic filer: _____
2. Profile number of electronic filer: _____
3. List the document(s) to which the temporary hardship exemption relates and the date(s) on which each document was to have been filed (attach list if necessary):

Document Name	Date when document was to have been filed
_____	_____
_____	_____
_____	_____
_____	_____

4. Name of filing service subscriber filing the document(s) (if other than the electronic filer):

Part I: Issuer Information

1. Name of issuer (if different than name of electronic filer above):

2. Address of principal office of issuer (including street and number, city, province or territory and postal code):

Part II: Information Relating to the Temporary Hardship

Furnish the following information (attach list if necessary):

1. The specific reasons for reliance upon the temporary hardship exemption, including a description of the nature and extent of the temporary technical difficulties experienced by the electronic filer or filing agent in attempting to prepare and transmit the document(s) in electronic format.
2. Description of the extent to which the electronic filer or filing agent previously filed documents with securities regulatory authorities in electronic format using the same hardware and software.
3. Any other reasons why reliance upon the temporary hardship exemption is warranted in the circumstances.

Part III: Representation of Intent to File Confirming Electronic Copy

The undersigned hereby represents that a confirming electronic copy of the document filed in paper format will be filed in accordance with subsection 3.1(5) of National Instrument 13-101.

Part IV: Contact Person

Name and telephone number of person to contact with respect to this notification:

_____ (____) _____
 Name Area Code Telephone No.

DATED this _____ day of _____, _____ .

 (Name of Electronic Filer or Filing Agent - please print)

 (Signature)

 (Official Capacity - please print)

 (Please print here name of individual whose signature
 appears above, if different from name of electronic filer or
 filing agent printed above)

GENERAL INSTRUCTIONS

1. Subsection 3.1(1) of National Instrument 13-101 requires electronic filers relying on a temporary hardship exemption to file this form in addition to filing a paper copy of the document otherwise required to be filed in electronic format.
2. Two signed copies of this form shall accompany the paper format document(s) and shall be filed within two days after the date upon which the document filed in paper originally was to be filed electronically.
3. Signatures to the paper format document being filed pursuant to the exemption may be in typed form rather than manual format. All other requirements relating to paper format filings shall be satisfied. See subsection 3.1(3) of National Instrument 13-101.
4. Each document filed under cover of this notice must contain the legend prescribed by subsection 3.1(2) of National Instrument 13-101.
5. Subsection 3.1(5) of National Instrument 13-101 requires electronic filers relying on this exemption to file a copy of the paper format document in electronic format within three business days after the paper format document is filed.

SEDAR FORM 4

Notice of Reliance on Exemption for Pre-Existing Documents

- 1. Name of electronic filer: _____
- 2. Profile number of electronic filer: _____
- 3. List the supporting document(s), written correspondence or other written material to which the exemption for pre-existing documents relates and the date(s) on which each supporting document, written correspondence or other written material was prepared and issued, published or distributed (attach list if necessary):

Document Name	Date of document
_____	_____
_____	_____
_____	_____

- 4. Date and description of electronic filing to which the exemption for pre-existing documents relates:

- 5. Name of filing service subscriber filing the pre-existing document(s) (if other than the electronic filer):

GENERAL INSTRUCTIONS

1. Subsection 3.3(1) of National Instrument 13-101 creates an electronic filing exemption for certain pre-existing documents. Any supporting document, written correspondence or other written material relating to a document filed with the securities regulatory authority in electronic format may be filed with the securities regulatory authority in paper format if it was prepared and issued, published or distributed before January 1, 1997.
2. Any supporting document, written correspondence or other written material filed with the securities regulatory authority in paper format under the exemption for pre-existing documents must be filed under cover of SEDAR Form 4 no later than two business days after the date of the electronic filing to which it relates.
3. Pursuant to Section 9.2 of the SEDAR Filer Manual, a confirming electronic copy of SEDAR Form 4 must be filed.
4. All of the requirements under securities legislation relating to paper format filings apply to a filing under the exemption for pre-existing documents.
5. Subsection 3.1(5) of National Instrument 13-101 requires electronic filers relying on this exemption to file a copy of the paper format document in electronic format within three business days after the paper format document is filed.

SEDAR FORM 5

Notice of Election by Foreign Issuer (SEDAR)

Part I: Issuer Information

1. Name of Foreign Issuer (SEDAR) (the “Issuer”):
2. Jurisdiction of Incorporation of Issuer:
3. Address of Principal Office of Issuer (including street and number, city, province, state or territory, country and postal code):

Part II: Election

1. Pursuant to subsection 2.1(2) of National Instrument 13-101, the undersigned elects to become an electronic filer under the National Instrument as implemented in each of the following jurisdictions (check applicable jurisdictions below):

_____ Newfoundland	_____ Manitoba
_____ Nova Scotia	_____ Saskatchewan
_____ Prince Edward Island	_____ Alberta
_____ New Brunswick	_____ British Columbia
_____ Quebec	_____ Yukon
_____ Ontario	_____ Northwest Territories
_____ Nunavut	

2. Date on which the undersigned shall become subject to the electronic filing requirements of the Instrument:

GENERAL INSTRUCTIONS

An election under Part II of this form must be filed in paper format with the securities regulatory authority in each jurisdiction which has been checked in that clause.

SEDAR FORM 6

Certificate Of Authentication

- 1. Name of electronic filer: _____
- 2. Profile number of electronic filer: _____

Part I: Issuer Information

Name of issuer (if different than name of electronic filer above):

Part II: Document(s) Being Filed Electronically

- 1. List the document(s) being filed electronically and the date(s) of those documents:

Document Name	Date of document
_____	_____
_____	_____
_____	_____

- 2. Project number: _____

Part III: Certification

I hereby certify that I have authorized the electronic entry of my name in typed form in the document(s) listed above in Part II and that the electronic entry of my name in typed form shall have the same effect as if I had manually signed the document(s).

Name of the signatory _____
(PLEASE PRINT)

Signature of the signatory _____

Title of the signatory _____

Name of the entity represented,
by the signatory if applicable _____

GENERAL INSTRUCTIONS

1. This certificate must be signed at or before the time the electronic filing of the document(s) listed above in Part II is made.
2. This certificate is required in connection with the following electronic filings: a prospectus, a take-over bid circular, an issuer bid circular, a directors' circular, an officers' circular, an annual information form for a mutual fund or an amendment or supplement to any of these documents, that contains a certificate signed by a person or company.
3. An original signed copy of this certificate must be filed with CDS INC. at one of its offices in Montreal, Toronto, Calgary or Vancouver within three days after the electronic filing of the document(s) listed above in Part II is made. The addresses of those offices are as follows:

Montreal
600, boulevard de Maisonneuve Ouest
Bureau 210
Montreal, Quebec
H3A 3J2
Office: (514) 848-1010

Calgary
Suite 630
300 Fifth Avenue South West
Calgary, Alberta
T2P 3C4
Office: (403) 265-7577

Toronto
85 Richmond Street West
Toronto, Ontario
M5H 2C9
Corporate Office: (416) 365-8400
Toronto Branch: (416) 365-8133

Vancouver
609 Granville Street, P.O. Box 10324
8th Floor
Vancouver, B.C.
V7Y 1J8
Office: (604) 631-6000

Appendix P Canadian Securities Regulatory Authorities - E-Mail and EDI Banking Information

E-Mail Information:

<u>Securities Regulatory Authority</u>	<u>E-Mail Address</u>
Alberta Securities Commission	ascc0010
British Columbia Securities Commission	bcsc0010
The Manitoba Securities Commission	manc0010
New Brunswick Securities Commission	nbcc0010
Securities Commission of Newfoundland	nfdc0010
Securities Registry, Government of the Northwest Territories	nwtc0010
Nova Scotia Securities Commission	nssc0010
Ontario Securities Commission	oscc0010 and oscc0680
Registrar of Securities, Prince Edward Island	peic0010
Autorité des marchés financiers	cvmc0020
Saskatchewan Securities Commission	sasc0010
Registrar of Securities, Government of the Yukon Territory	yukk0010
Securities Registry, Government of Nunavut	nnc0020 or 0030

Securities Regulatory Authorities - EDI Banking Information:

<u>Jurisdiction</u>	<u>Financial Institution #</u>	<u>Transit #</u>	<u>Account #</u>
Alberta	0010	00009	1002015
British Columbia	0010	00010	7500017
Manitoba	0003	00007	1001080
New Brunswick	0001	00114	1054837
Newfoundland	0003	09453	1015189
Northwest Territories	0003	09879	1002732
Nova Scotia	0002	70003	93211
Ontario	0003	00002	1120310
Prince Edward Island	0003	05054	1013481
Quebec	0006	00011	0189424
Saskatchewan	0003	00008	1506062
Yukon Territories	0004	99960	09330305532
Nunavut	0003	09851	1009794

Market Centres - EDI Banking Information:

<u>Jurisdiction</u>	<u>Financial Institution #</u>	<u>Transit #</u>	<u>Account #</u>
TSX Venture Exchange	0003	00010	1055466

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