

**NATIONAL INSTRUMENT 13-101  
SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS  
AND RETRIEVAL (SEDAR)  
NATIONAL INSTRUMENT 13-101  
SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS  
AND RETRIEVAL (SEDAR)**

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### NATIONAL INSTRUMENT 13-101

# SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS

## AND RETRIEVAL (SEDAR)

### PART 1 DEFINITIONS AND INTERPRETATION

#### Definitions -- In this Instrument

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

"electronic filer" means a person or company referred to in subsection 2.1(1) that is required to comply with this Instrument;

"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;

"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;

"equity security" means any security of an issuer that carries a residual right to participate in the earnings of the issuer and, upon the liquidation or winding up of the issuer, in its assets;

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

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

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

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

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

the majority of the senior officers or directors of the issuer are citizens or residents of Canada, or

assets of the issuer representing more than 50 percent of the total of all assets of the issuer are located in Canada, or

the business of the issuer is administered principally in Canada; or

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;

"foreign jurisdiction" means a country other than Canada or a political subdivision of a country other than Canada;

"jurisdiction" means a province or territory of Canada except when used in the term foreign jurisdiction;

"local jurisdiction" means the jurisdiction in which the securities regulatory authority adopting or making this Instrument is situate;

"paper format" means the format of a document printed on paper;

"person or company", for the purpose of this Instrument in British Columbia, means "person" as defined in section 1 of the Securities Act (British Columbia), and for the purpose of this Instrument in Quebec, means "person" as used in the Securities Act (Quebec);

"phase-in date" means the date specified in Appendix B on and after which an electronic filer in a specified category is required to file specified documents in electronic format through SEDAR;

"regulator" means, for the local jurisdiction, a person referred to opposite the name of the local jurisdiction in Appendix C;

"securities directions" means, for the local jurisdiction, the instruments listed in Appendix D opposite the name of the local jurisdiction;

"securities legislation" means, for the local jurisdiction, the statute and other instruments listed in Appendix E opposite the name of the local jurisdiction;

"securities regulatory authority" means, for the local jurisdiction, the securities commission or similar regulatory authority listed in Appendix F opposite the name of the local jurisdiction;

"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;

"SEDAR Filer Manual" means the SEDAR Filer Manual incorporated by reference in this Instrument under section 4.1;

"SEDAR filer software" means the software provided under license to electronic filers and filing agents by the SEDAR filing service contractor;

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

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

"third party filer" means a person or company required to file a document because of an activity relating to or affecting an issuer or the issuer's securityholders.

## Interpretation

(1) In this Instrument, unless the context otherwise requires, "document" includes "information" and "material" as those words are used in securities legislation or securities directions, as applicable.

(2) In this Instrument, a reference to a document that is required or permitted to be filed includes a document that is required or permitted to be deposited or filed with, or delivered, furnished, provided or submitted to, the securities regulatory authority under securities legislation or securities directions, as applicable.

(3) The filing of a document in electronic format with the securities regulatory authority under this Instrument constitutes

(a) if the document is required or permitted to be filed only under this Instrument, the filing of that document under securities legislation or securities directions, as applicable;

(b) if the document is otherwise required or permitted to be filed under securities legislation or securities directions, the filing of that document under securities legislation or securities directions, as applicable; and

(c) if the document is required or permitted to be delivered, furnished, provided or submitted to the securities regulatory authority under securities legislation or securities directions, the delivery of that document.

(4) In this Instrument, a reference to a "SEDAR Form" refers to one of the several SEDAR forms appended to the SEDAR Filer Manual.

(5) Every term that is defined or interpreted in the statute of the local jurisdiction referred to in Appendix E, the definition or interpretation of which is not restricted to a specific portion of the statute, has, if used in this Instrument, the meaning ascribed to it in that statute unless the context otherwise requires.

(6) A provision or reference within a provision of this Instrument that specifically refers by name to a jurisdiction other than the local jurisdiction shall not have any effect in the local jurisdiction.

## PART 2 ELECTRONIC FILING REQUIREMENTS

### Filers Required To Make Electronic Filings

(1) The following persons or companies shall comply with this Instrument:

1. Every issuer, other than a foreign issuer (SEDAR), that is required or otherwise is proposing to file a document under securities legislation or securities directions.
2. Every foreign issuer (SEDAR) that files a notice of election to become an electronic filer in the manner provided in subsection (2), unless it has elected to cease making electronic filings in the manner provided in subsection (4).
3. Every third party filer that makes a filing of a type to which this Instrument applies concerning an issuer that is required to comply with this Instrument.

(2) 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 this Instrument by filing in paper format on SEDAR Form 5 a notice of election to become an electronic filer.

(3) A foreign issuer (SEDAR) that files a notice of election to become an electronic filer shall comply with this Instrument for at least two years after filing the notice of election.

(4) A foreign issuer (SEDAR) that files a notice of election to become an electronic filer may elect to cease complying with this Instrument at any time after the expiry of the two-year period by filing a notice to this effect in electronic format at least 30 days before making a filing that does not comply with this Instrument.

(5) A person or company that is not required to comply with this Instrument shall not file any document through SEDAR.

### Documents to be Filed in Electronic Format

(1) An electronic filer that is required or otherwise is proposing to file any of the following documents shall file the documents in electronic format in accordance with this Instrument:

1. A document listed in Appendix A.
2. An amendment or supplement to a document filed in electronic format.
3. A supporting document, written correspondence or other written material relating to a document filed in electronic format.
4. A document required to be filed because it was sent by an issuer to its securityholders.

5. A document required to be filed because it was filed with a governmental agency or a stock exchange located outside the local jurisdiction.

(2) An electronic filer may file an application or request for exemptive relief from, or approval under, securities legislation in electronic format if

the application or request relates to a prospectus filed or to be filed in electronic format; and

the exemptive relief or approval being sought is reasonably required to facilitate a distribution of securities to which the prospectus relates.

#### Documents to be Filed in Paper Format

The following shall not be filed in electronic format:

1. A document that is required or permitted to be filed on a confidential basis under securities legislation or securities directions.

2. A document for which confidential treatment is requested under securities legislation or securities directions or is claimed under applicable freedom of information legislation.

3. An oil and gas report that is prepared and filed as a supporting document, except for any part that is a summary of the report.

4. A document, other than one referred to in paragraphs 1, 2 or 3, that is not required or permitted to be filed in electronic format under section 2.2, unless the securities regulatory authority has approved the filing of the document in electronic format.

If a document that was filed in paper format under paragraph 1 of subsection (1) ceases to remain confidential because the subject matter of the document is generally disclosed, the electronic filer shall 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 paragraph 2 of subsection (1) is rejected, the electronic filer shall file a copy of the document in electronic format within 10 days following the rejection.

**Manner of Effecting Electronic Filings** - A document that is filed in electronic format shall be transmitted electronically using the SEDAR filer software in the manner required by the SEDAR Filer Manual.

**Filing Service Subscribers** - Before making an electronic filing through SEDAR, the electronic filer or its filing agent shall become a filing service subscriber by furnishing an Application For SEDAR Filing Services on SEDAR Form 1 to the SEDAR filing service contractor and entering into the Filing Service Subscriber's Agreement on SEDAR Form 2.

**Hours for Transmission of Electronic Filings** - Electronic filings may be transmitted through SEDAR to the securities regulatory authority 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, and on any other day or at any other time that is provided in the SEDAR Filer Manual or that the securities regulatory authority announces by press release.

#### Date of Filing

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.

Despite subsection (1), a document filed in electronic format is, for purposes of Quebec securities legislation or Quebec

securities directions, filed on the day that the document is retrieved in electronic format from SEDAR by the Commission des valeurs mobilières du Québec instead of on the day that the electronic transmission of the document is completed.

Despite subsections (1) and (2), 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 the filing of the document is the day on which the electronic transmission of the document 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.

#### Payment of Filing Fees

The fees payable to the securities regulatory authority for the filing of a document in electronic format shall be paid by an electronic payment authorized at the time the filing is made.

A filing service subscriber shall make the payment referred to in subsection (1) by transmitting instructions through SEDAR in the manner set out in the SEDAR Filer Manual for the purpose of effecting an electronic funds transfer from the filing service subscriber to the securities regulatory authority.

### PART 3 ELECTRONIC FILING EXEMPTIONS

#### Temporary Hardship Exemption

If unanticipated technical difficulties prevent the timely preparation and transmission of an electronic filing, an electronic filer may file the document in paper format under cover of SEDAR Form 3 no later than two business days after the day on which the electronic filing was required or permitted.

An electronic filer shall include the following legend in capital letters at the top of the first page of a document filed by it in paper format under this section:

**IN ACCORDANCE WITH SECTION 3.1 OF NATIONAL INSTRUMENT 13-101 - SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS AND RETRIEVAL (SEDAR), THIS (SPECIFY DOCUMENT) IS BEING FILED IN PAPER FORMAT UNDER A TEMPORARY HARDSHIP EXEMPTION.**

(3) The requirements of securities legislation and securities directions relating to paper format filings and the payment of applicable filing fees apply to a filing under subsection (1) except that signatures to the paper format document may be in typed form rather than manual format.

(4) If a paper format document is filed in the manner and within the time prescribed in this section, the specific date by which the document is required to be filed under securities legislation or securities directions is extended to the date on which the filing is made in paper format.

(5) If an electronic filer makes a paper format filing under this section, the electronic filer shall file a copy of the paper format document in electronic format within three business days after the paper format document is filed.

(6) The electronic filer shall include the following statement in capital letters at the top of the first page of the electronic format copy of the document:

**THIS DOCUMENT IS A COPY OF THE (SPECIFY DOCUMENT) FILED ON (DATE) UNDER A TEMPORARY HARDSHIP EXEMPTION UNDER SECTION 3.1 OF NATIONAL INSTRUMENT 13-101 - SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS AND RETRIEVAL (SEDAR).**

#### Continuing Hardship Exemption

An electronic filer may make an application for a continuing hardship exemption if an electronic filing cannot be made

without undue burden or expense.

An application for a continuing hardship exemption shall be filed in paper format contemporaneously with the filing of a similar application in another jurisdiction in which the electronic filing is required or proposed to be made and at least 20 days before the earliest date on which the electronic filing is required or proposed to be made, as applicable.

An application for a continuing hardship exemption shall include the following:

1. A list of the jurisdictions, other than the local jurisdiction, in which the application is being made.
2. A list of the documents for which the exemption is being sought and, if applicable, the length of time for which the exemption is being requested.
3. The reason for requesting the exemption from filing the documents in electronic format and, if applicable, the justification for the length of time for which the exemption is being requested.

The regulator or, if authorized to grant an exemption under section 7.1, the securities regulatory authority may grant or deny a continuing hardship exemption and shall notify the electronic filer in writing of a decision to grant or deny the exemption as soon as practicable after making its decision.

If the application for a continuing hardship exemption is denied, the electronic filer shall make any required electronic filing on the required or the proposed filing date, as applicable.

If the application for a continuing hardship exemption is granted, the electronic filer shall file the document for which the continuing hardship exemption is granted in paper format on the required or the proposed filing date, as applicable.

An electronic filer that files a document in paper format under a continuing hardship exemption shall include the following legend in capital letters at the top of the first page of the document:

IN ACCORDANCE WITH SECTION 3.2 OF NATIONAL INSTRUMENT 13-101 - SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS AND RETRIEVAL (SEDAR), THIS (SPECIFY DOCUMENT) IS BEING FILED IN PAPER FORMAT UNDER A CONTINUING HARDSHIP EXEMPTION.

If a continuing hardship exemption is granted for a limited period, the exemption may be conditional upon the filing of the electronic format copy of the document that is the subject of the exemption upon the expiration of the period for which the exemption is granted.

### 3.3 Exemption For Pre-Existing Documents

(1) Despite subsection 2.2(1), any supporting document, written correspondence or other written material relating to a document required to be filed 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.

(2) An electronic filer filing a supporting document, written correspondence or other written material in paper format under subsection (1) shall do so under cover of SEDAR Form 4 no later than two business days after the date of filing the electronic format document to which it relates.

(3) The requirements under securities legislation for paper format filings apply to a filing under subsection (1).

## PART 4 PREPARATION AND TRANSMISSION OF ELECTRONIC FILINGS

### SEDAR Filer Manual

Version 2.0 of the SEDAR Filer Manual: Standards, Procedures and Guidelines for Electronic Filing with the Canadian Securities Administrators dated November 1, 1996 is incorporated by reference in this Instrument.



Despite subsection (1), in British Columbia only the most recent version of the SEDAR Filer Manual: Standards, Procedures and Guidelines for Electronic Filing with the Canadian Securities Administrators, as amended from time to time, is incorporated by reference in this Instrument.

An electronic filing shall be prepared and transmitted in accordance with the standards, procedures and guidelines set forth in the SEDAR Filer Manual.

#### Cover Page Information

An electronic filing shall be accompanied by the cover page information required for the particular electronic filing.

The cover page information shall be filed in the form and manner required by the SEDAR Filer Manual.

#### Signatures

A signature to or within any electronic filing shall be presented in typed form rather than manual form.

An electronic filing that is required to be signed or certified shall be signed by means of an electronic entry of the name of the person or company required to sign or certify the electronic filing that is executed, adopted or authorized by the person or company as a signature.

No prospectus, take-over bid circular, issuer bid circular, directors' circular, officers' circular or annual information form for a mutual fund, or 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.

An electronic filer that makes an electronic filing to which subsection (3) applies shall file the manually signed certificate of authentication required under that subsection with the SEDAR filing service contractor at one of its offices listed in the SEDAR Filer Manual within three business days after the electronic filing is made.

A person or company that is required by securities legislation or securities directions to file with a stock exchange a copy of a document filed with the securities regulatory authority in electronic format may file the copy in paper format and a signature to or within that copy may be in typed form.

#### Incorporation by Reference

(1) The following documents shall not be incorporated by reference into an electronic filing:

1. A document filed in paper format in contravention of this Instrument.
2. A document filed in paper format under a temporary hardship exemption for which a required confirming electronic copy has not been filed.

(2) Subject to subsection (3), if an electronic filing incorporates by reference all or part of a document filed previously in paper format, the document or the part incorporated by reference shall be filed in electronic format as a supporting document to the electronic filing.

(3) Subsection (2) does not apply to an electronic filing made by a person or company that has been an electronic filer for less than one year.

#### Maps and Photographs

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 the photograph, as applicable, shall be omitted from the electronic filing.

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.

An electronic filer shall make a paper format copy of each map or photograph that is omitted from an electronic filing and shall retain that copy for six years after the date of the electronic filing.

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.

**Red Ink** - 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.

**Format of Documents and Number of Copies** - A requirement in securities legislation or securities directions relating to the format in which a document to be filed must be printed or specifying the number of copies of a document that must be filed does not apply to an electronic filing made in accordance with this Instrument.

#### Production of Electronic Format Documents By The Securities Regulatory Authority

Subject to subsections (2) and (3), a document required or permitted to be issued or delivered by the securities regulatory authority under securities legislation or securities directions in response to or for an electronic filing may be issued or delivered solely in electronic format in accordance with this Instrument.

The securities regulatory authority may satisfy any requirement that a document filed in electronic format be made available for public inspection by making available a printed copy or other output of the electronic filing readable by sight.

The securities regulatory authority may satisfy any requirement to produce or make available an original or certified copy of a document filed in electronic format by providing a printed copy or other output of the electronic filing readable by sight that contains or is accompanied by a certification by the regulator that the printed copy or output is a copy of the document filed in electronic format.

#### Official Copy of Electronic Format Documents

For purposes of 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 in SEDAR.

Despite subsection (1), for purposes of Quebec securities legislation or Quebec securities directions, the official copy of a document filed in electronic format by an electronic filer is the electronic format version of the document retrieved from SEDAR by the Commission des valeurs mobilières du Québec instead of the electronic format version stored in SEDAR.

## PART 5 FILER PROFILES

### Electronic Filing of Filer Profile Information

An electronic filer shall file a filer profile in electronic format through SEDAR before making any other electronic filing.

A filer profile shall be in the form required by and contain the information set out in the SEDAR Filer Manual.

An electronic filer shall ensure that the information contained in its filer profile is correct in all material respects and shall file an amended filer profile in electronic format within 10 days following any change in the information contained in its filer profile.

Liability for Filer Profile Information - A filer profile is not considered to be incorporated by reference in, or to otherwise form part of, any document that is subject to the civil liability provisions of securities legislation.

## PART 6 TRANSITION TO ELECTRONIC FILING

Issuers - Despite section 2.1 but subject to section 6.4, an issuer is not subject to this Instrument for a particular document before the phase-in date that is applicable to the category of electronic filer which includes the issuer and to the category of filing which includes the particular document.

Third Party Filers - Despite section 2.1, a third party filer is not subject to this Instrument, for purposes of filings made concerning a particular issuer, before the last phase-in date for documents filed by that issuer.

Joint Filings Involving Both an Electronic Filer and a Paper Filer - A document to be filed jointly by an electronic filer and another person or company that is not an electronic filer shall be filed in electronic format in accordance with this Instrument.

Filer Profiles - An electronic filer that is a reporting issuer on the date that this Instrument becomes effective in whole or in part in the local jurisdiction shall file a filer profile by the later of that date and the date that is 30 days before the electronic filer's phase-in date.

## PART 7 EXEMPTION

### Exemption

The regulator or the securities regulatory authority may grant an exemption to this Instrument, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.

Despite subsection (1), in Ontario only the regulator may grant such an exemption.

NATIONAL INSTRUMENT 13-101  
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APPENDIX A - MANDATED ELECTRONIC FILINGS

Applicable Filing Applicable

Jurisdictions\*

Mutual Fund Issuers

Securities Offerings

Preliminary Simplified Prospectus and

Annual Information Form

Pro Forma Simplified Prospectus and

Annual Information Form

Final Simplified Prospectus and Annual

Information Form

Preliminary Long Form Prospectus

Pro Forma Long Form Prospectus

Final Long Form Prospectus

Continuous Disclosure

Annual Financial Statements

Interim Financial Statements

Annual Report Que

Compliance Reports - Sale and

Redemption of Securities

Compliance Reports - Commingling of

Money

Press Release

Material Change Report

Management Proxy

Circular/Information Circular

Change of Auditor Filings

Change in Year End Filings

Exemption and Other Applications

Applications Pursuant to A National

Instrument or National Policy

Regulating Mutual Funds

Other Issuers (Reporting/Non-reporting)

Securities Offerings

General Filings:

Initial Annual Information Form -

Prompt Offering Qualification System

("POP" System")

Revised Annual Information Form -

POP System

Renewal Annual Information Form -

POP System

Preliminary Short Form Prospectus -

POP System

Final Short Form Prospectus - POP

System

Supplemented Short Form PREP

Prospectus

Preliminary Short Form Prospectus -

Shelf

Final Short Form Prospectus - Shelf

Prospectus Supplement - Shelf

Preliminary Prospectus -

Multijurisdictional Disclosure System

("MJDS")

Final Prospectus - MJDS

Prospectus Supplement - MJDS

Preliminary Long Form Prospectus

Pro Forma Long Form Prospectus

Final Long Form Prospectus

Supplemented Long Form PREP

Prospectus

Initial Rights Offering Circular

Final Rights Offering Circular

British Columbia Filings:

Preliminary Prospectus (Local Filing) BC

Final Prospectus (Local Filing) BC

Preliminary Exchange Offering BC

Prospectus (Local Filing)

Final Exchange Offering Prospectus BC

(Local Filing)

Rights Offering Circular (Local Filing) BC

Québec Filings:

Prospectus - Distribution outside Québec Que

(QC sec.12 Act)

Exchange of Securities - Merger or Que

Reorganization (QC sec. 50 Act)

Continuous Disclosure

General Filings:

Press Release BC, Alta, Sask,

Ont, Que, NS &

Nfld

Material Change Report BC, Alta, Sask,

Ont, NS & Nfld

Annual Financial Statements

Interim Financial Statements

Annual Report Que

Annual Information Form (Non-POP BC, Ont & Que

System)

Management's Discussion & Analysis BC, Ont & Que

Annual Filing of a Reporting Issuer BC, Alta, Sask,

(Form 28 - British Columbia, Alberta, Ont & NS

Ontario, Nova Scotia and Form 26 -

Saskatchewan)

Notice of Securityholders' Meeting and

Record Date

Management Proxy Circular/

Information Circular

Report of Finance Company (Form 29 - BC, Alta, Sask &

British Columbia, Alberta, and Ontario, Ont

Form 27 - Saskatchewan)

Change of Auditor Filings

Film Producer's Compliance Report

Future Oriented Financial Information

Filings

Change in Year End Filings

Ontario Filings:

Labour Sponsored Investment Fund Ont

Corporation Quarterly and Annual

Share Valuation Report

Junior Natural Resource Issuer Filings Ont

Securities Acquisitions

Issuer Bid Circular

Notice of Change or Variation

Issuer Bid Reports Ont & Que

Going Private and Related Party Transactions

Going Private Transaction Filings Ont & Que

Related Party Transaction Filings Ont & Que

Third Party Filers

Take-over Bid Circular

Notice of Change or Variation

Directors' Circular

Director's or Officer's Circular

(Individual)

Take-over Bid Reports Ont & Que

Securities Acquisition (Early Warning) BC, Alta, Sask,

Press Release and Report Man, Ont, Que,

NS & Nfld

Proxy Solicitation Materials

NATIONAL INSTRUMENT 13-101

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APPENDIX B - PHASE-IN SCHEDULE FOR TRANSITION TO ELECTRONIC FILING<sup>1</sup>

Group Category of Electronic Filer Category of Filing Phase-in Date

Mutual Fund Reporting Issuers Continuous January 1, 1997

and POP Reporting Issuers<sup>2</sup> Disclosure<sup>3</sup>

Non-POP Reporting Issuers<sup>2</sup> Continuous February 1, 1997

(other than Single Jurisdiction Disclosure<sup>3</sup>

Filers<sup>4</sup>)

All Non-Single Jurisdiction All Mandated March 1, 1997

Filers<sup>4</sup>, 5 Electronic Filings<sup>6</sup>

Single Jurisdiction Filers<sup>4</sup> All Mandated July 1, 1997

Electronic Filings<sup>6</sup>

Notes: 1. An electronic filer that is a reporting issuer shall file its filer profile by the date that this Instrument becomes effective in the local jurisdiction or the date that is 30 days prior to its phase-in date, whichever is later.

2. A "POP Reporting Issuer" is an issuer that participates in the Prompt Offering Qualification System.

3. "Continuous Disclosure" means any of the documents listed in Appendix A under "Continuous Disclosure" for the particular category of filer and, in the case of POP Reporting Issuers, the Annual Information Form.



4. "Single Jurisdiction Filer" means an issuer that is required to file documents only under the securities legislation and securities directions of a single jurisdiction and any third party filer that is required to file documents in respect of that issuer.

5. Includes reporting issuers, non-reporting issuers and third party filers, other than single jurisdiction filers.

6. In order to maintain consistency during the transition to electronic filing, the requirement to commence making electronic filings on a particular phase-in date does not apply to documents which are being filed in support or otherwise in furtherance of a previous filing made in paper format. By way of example, a final prospectus that is filed on or after the electronic filer's phase-in date in respect of a preliminary prospectus filed in paper format prior to that date, shall be filed in paper format.

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APPENDIX C - REGULATOR

LOCAL JURISDICTION REGULATOR

ALBERTA Executive Director, as defined under Section 1 of the Securities Act (Alberta).

BRITISH COLUMBIA Executive Director, as defined under section 1 of the Securities Act (British Columbia).

MANITOBA Director, as defined under subsection 4(1) of the Securities Act (Manitoba).

NEW BRUNSWICK Administrator of Securities, as defined under section 1 of the Security Frauds Prevention Act (New Brunswick).

NEWFOUNDLAND Director of Securities, designated under section 7 of the Securities Act (Newfoundland).

NORTHWEST TERRITORIES Registrar of Securities, as defined under section 1 of the Securities Act (Northwest Territories).

NOVA SCOTIA Director of Securities, as defined under section 1 of the Securities Act (Nova Scotia).

ONTARIO Director, as defined under section 1 of the Securities Act (Ontario).

PRINCE EDWARD ISLAND Registrar of Securities, as defined under section 1 of the Securities Act (Prince Edward Island).

QUEBEC la Commission des valeurs mobilières du Québec continued under the Securities Act (Québec).

SASKATCHEWAN Director, as defined in section 1 of the Securities Act (Saskatchewan).

YUKON TERRITORY Registrar of Securities, as defined under section 1 of the Securities Act (Yukon Territory).

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BRITISH COLUMBIA The policy statements and the written interpretations issued by the securities regulatory authority.

MANITOBA The policy statements and the written interpretations issued by the securities regulatory authority.

NEW BRUNSWICK The policy statements and the written interpretations issued by the securities regulatory authority.

NEWFOUNDLAND The policy statements and the written interpretations issued by the securities regulatory authority.

NORTHWEST TERRITORIES The policy statements and the written interpretations issued by the securities regulatory authority.

NOVA SCOTIA The policy statements and the written interpretations issued by the securities regulatory authority.

ONTARIO None.

PRINCE EDWARD ISLAND The policy statements and the written interpretations issued by the securities regulatory authority.

QUEBEC The policy statements and the written interpretations issued by the securities regulatory authority.

SASKATCHEWAN The policy statements and the written interpretations issued by the securities regulatory authority.

YUKON TERRITORY The policy statements and the written interpretations issued by the securities regulatory authority.

NATIONAL INSTRUMENT 13-101

SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS

AND RETRIEVAL (SEDAR)

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INSTRUMENTS

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BRITISH COLUMBIA Securities Act and the regulations, rules and forms under that Act and the blanket rulings and orders issued by the securities regulatory authority.

MANITOBA The Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

NEW BRUNSWICK Security Frauds Prevention Act and the regulations under that Act and the orders issued by the securities regulatory authority.

NEWFOUNDLAND The Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

NORTHWEST TERRITORIES Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

NOVA SCOTIA The Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

ONTARIO The Securities Act and the regulations and rules under that Act.

PRINCE EDWARD ISLAND Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

QUEBEC Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

SASKATCHEWAN The Securities Act and the regulations and rules under that Act and the blanket rulings and orders issued by the securities regulatory authority.

YUKON TERRITORY Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

NATIONAL INSTRUMENT 13-101

SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS

AND RETRIEVAL (SEDAR)

APPENDIX F - CANADIAN SECURITIES REGULATORY AUTHORITIES

LOCAL JURISDICTION SECURITIES REGULATORY

AUTHORITY

ALBERTA Alberta Securities Commission

BRITISH COLUMBIA British Columbia Securities Commission

MANITOBA The Manitoba Securities Commission

NEW BRUNSWICK Office of the Administrator, New Brunswick

NEWFOUNDLAND Securities Commission of Newfoundland

NORTHWEST TERRITORIES Securities Registry, Government of the Northwest Territories

NOVA SCOTIA Nova Scotia Securities Commission

ONTARIO Ontario Securities Commission

PRINCE EDWARD ISLAND Registrar of Securities, Prince Edward Island

QUEBEC Commission des valeurs mobilières du Québec

SASKATCHEWAN Saskatchewan Securities Commission

YUKON TERRITORY Registrar of Securities, Government of the Yukon Territory

SEDAR FILER MANUAL

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 2.0

November 1, 1996

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## NOTICE

This SEDAR Filer Manual is incorporated by reference in National Instrument 13-101 adopted by the Canadian Securities Administrators. National Instrument 13-101 requires that electronic filings with the Canadian securities regulatory authorities comply with the requirements of this Manual. Notices 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 Internet sites maintained by or on behalf of CSA members.

SEDAR is a trade mark of the Canadian Securities Administrators. All other brand product names mentioned in this Manual are trade marks or registered trade marks of their respective holders.

## 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 to do the following:

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.

Facilitate public dissemination of securities information collected in the securities filing process.

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) (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
- SEDAR Installation Guide
- SEDAR User Guide

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

## ABOUT THIS MANUAL

### 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 Filing Fees and Service Charges

This chapter sets out requirements and procedures relating to electronic payment of CSA filing fees and SEDAR filing services 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.

## 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 Section 4 of this Manual entitled "Filing Service Subscribers".

### How to get copies of the Manual

Paper copies of this Manual in English or French may be obtained from the SEDAR filing service contractor, CDS, by calling the SEDAR Helpdesk at 1-800-219-5381 or from the securities regulatory authority in any CSA jurisdiction.

### 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.

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.

### The National Instrument

This Manual (version 2.0, dated November 1, 1996) is incorporated by reference in the National Instrument. (In British Columbia only, the most recent version of the Manual, as amended from time to time, is incorporated by reference in the National Instrument.) 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.

## OVERVIEW OF THE ELECTRONIC FILING SYSTEM

## Introduction

Issuers and third parties that become electronic filers and/or filing agents acting on their behalf will 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 will be transmitted using the SEDAR Filer Software via a secure wide area corporate network to the SEDAR server for distribution to applicable securities regulatory authorities. 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. Each of the securities regulatory authorities 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.

## Role of the Filing Service Contractor

CDS has been appointed by the CSA as the SEDAR filing service contractor. CDS is a wholly owned subsidiary of The Canadian Depository for Securities Limited, the largest depository for securities held in Canada. The filing service contractor will operate the SEDAR system and provide services in respect of the filing and dissemination of documents filed electronically under applicable securities legislation. 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 to identify and implement future enhancements to the SEDAR system.

## 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 by IBM Canada using a client-server design and meeting specifications established by the CSA.

The SEDAR system facilitates the payment of CSA filing fees and 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 have to be assembled and transmitted using the SEDAR Filer Software. Electronic filings will be transmitted either telephonically by modem or by a leased line connection to the SEDAR network and will be received at a server operated by the filing service contractor on behalf of the applicable securities regulatory authorities. Each of the securities regulatory authorities will be able to arrange for automatic or manual downloading of securities filings directed to it. A securities regulatory authority has discretion to decide which documents it will download. Securities regulatory authorities will make electronic filings available for public access, where appropriate, as described in Section 2.5 and Section 2.6 below.

## Changes in the Filing Process for New Electronic Filers

In developing SEDAR, the CSA sought to minimize the extent to which changes would have to be made to the paper document filing processes. Nevertheless, certain changes have been made to the procedures by which issuers, third party filers and filing agents make filings with the securities regulatory authorities. Apart from the obvious change arising from the requirement to file documents in electronic rather than paper format, the most substantial changes relate to the methods by which filings are transmitted and filing fees are paid to the securities regulatory authorities.

The SEDAR system is designed to be as "distance insensitive" as possible while at the same time it provides for "one stop filing". Whether an electronic filing is made with a securities regulatory authority 100 or 1000 miles away will be irrelevant; the filing service charges will remain the same. Filing service charges (those charges paid to the filing

service contractor in connection with electronic filings) were developed with a view to ensuring that on a system wide basis the cost of using SEDAR will not materially exceed the costs that are being displaced by SEDAR. In other words, in most cases, use of the SEDAR system should not cost more than the copying, courier, mailing and other costs that will be eliminated in an electronic environment.

For example, in the case of a national prospectus filing made in paper format, filers must prepare a package of materials including multiple copies of certain documents, for filing in up to 12 jurisdictions across Canada. The packages must be physically assembled and placed into courier packages. It may then take up to 48 hours to have those packages couried to each of the jurisdictions. With SEDAR, one electronic package of materials is prepared and electronically delivered immediately to the SEDAR server, following which the securities regulatory authorities to which the package is addressed may download the documents.

#### When Electronic Filings Become Accessible to the Public

A document that is filed electronically via the SEDAR system is accessible only by the filer and the securities regulatory authorities to which it is directed unless it is made accessible to the public following receipt by at least one such securities regulatory authority.

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. For further information, see Section 8.8.

#### When Filer Profiles Become Accessible to the Public

In general, a filer profile will be made available to the public as soon as any document filed electronically by or on behalf of the electronic filer is made accessible to the public by a securities regulatory authority. However, for the purposes of the transition to electronic filing, all filer profiles filed prior to January 1, 1997 will be made available to the public immediately. After January 1, 1997, an electronic filer (but not a filing agent acting on its behalf) may request that its filer profile be made available to the public immediately by providing notice in writing to CDS in its capacity as SEDAR filing service contractor. This will allow an electronic filer to file (or cause to be filed) a filer profile without having 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).

After a filer profile has been made accessible to the public, it resides in the SEDAR Filer Profile Database where it can be searched and retrieved by the public using the SEDAR system. For further information, see Section 6.5.

#### 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 labelled "SEDAR". In particular, this Manual refers to six modules:

**Filing Management** - This module may be used to assemble and transmit new electronic filings, other than filer profiles or amendments to filer profiles, and to monitor the status of those filings.

**Profile Management** - This module may be used to create and file a new filer profile or to update a filer profile.

**Search Filings** - This module may be used to search the SEDAR Filings Database for public filings, and filings submitted to the SEDAR server by the filer performing the search (even if those filings have not been made public), and to retrieve the filings that are of interest to the filer. The retrieved documents may be downloaded to the filer's computer.

**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 filings were submitted to the SEDAR server by the filer performing the search, by building a search inquiry. Filer profiles matching the search inquiry criteria may be downloaded to the filer's computer in the form of a report.



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 Profile and Defaults - This module is used to record information on the subscriber, its users and its banking authorizations. This module can also be used to change a user's password as well as the default directories, language, screen colours, date format and other parameters under which the software application operates.

## ELECTRONIC FILERS

### Introduction

The National Instrument provides that issuers (other than exempt foreign issuers) and third party filers are required to become electronic filers and to file specified types of documents in electronic format using the SEDAR System. Appendix B to the National Instrument contains a phase-in schedule which provides for the transition of mandated issuers and third party filers to electronic filing.

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 N 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.

### Mandated Electronic Filings

Electronic filers are required to file certain documents with the securities regulatory authorities in electronic format. These documents are described in greater detail below.

#### Documents Listed in Appendix A to the Instrument

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

preliminary and final prospectuses, including long form prospectuses, short form prospectuses filed under the Prompt Offering Qualification System (NPS 47), the Shelf Procedures (NPS 44) or the PREP Procedures (NPS 44), simplified prospectuses filed under the Simplified Prospectus Qualification System for mutual funds (NPS 36), 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;

annual information forms filed by reporting issuers under the Prompt Offering Qualification System, the Simplified Prospectus Qualification System 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;

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, information circulars and forms of proxy relating to proxy solicitation (or annual filings required in lieu thereof) and timely disclosure press releases and material change reports (excluding confidential material change reports);

press releases and securities acquisition ("early warning") reports disclosing changes in beneficial ownership of equity securities of reporting issuers;

take-over bid circulars, issuer bid circulars, directors' circulars and other filings relating to formal or exempt take-over bids and issuer bids; and

applications and requests made pursuant to National Policy Statement No. 39 or any national instrument that replaces it.

### Other Mandated Electronic Filings

The following documents must also be filed in electronic format:

an amendment or supplement to a document filed in electronic format;

a supporting document, written correspondence or other written material relating to a document filed in electronic format;

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; and

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.

#### Permitted Electronic Filings

Electronic filers are permitted 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:

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

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.

#### Documents To Be Filed In Paper Only

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

a document that is required or permitted to be filed on a confidential basis under securities legislation or securities directions;

a document for which confidential treatment is requested under securities legislation or securities directions or is claimed under applicable freedom of information legislation;

an oil and gas report that is prepared and filed as a supporting document (i.e. in accordance with National Policy Statement No. 2-B), except for any part that is a summary of the report; and

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.

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 (eg. 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.

#### Foreign Issuer (SEDAR) Election To Become An Electronic Filer

##### 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 N to this Manual. SEDAR Form 5 must be filed in each jurisdiction where the foreign issuer (SEDAR) is seeking to become an electronic filer.

### 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.

### 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.

### 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".

#### 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 N.

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 filing.

#### Continuing Hardship Exemption

An electronic filer may apply in writing 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.

## FILING SERVICE SUBSCRIBERS

### 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:

become a filing service subscriber in order to make electronic filings directly using the SEDAR system; and/or

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, implementation of the SEDAR system should not result in significant changes in the roles traditionally played by filers and service providers in respect of paper filings.

### 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 (eg. licensing fees) listed in Appendix D are to be paid when a person becomes a filing service subscriber. In addition, there are "per filing" charges which apply and are paid by the filing service subscriber each time a filer makes an electronic filing.

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 the electronic filer at the time of the filing of its initial filer profile and annually thereafter on the anniversary of that filing. Electronic filers will be invoiced for payment of annual filing service charges prior to the applicable payment dates. Electronic filers that are not reporting issuers do not have to pay annual filing service charges.

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 based on the volume of searches for filer profiles and electronic filings and the volume of retrievals of documents ordered by the subscriber.

### Procedures Involved In 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 and software to operate the SEDAR Filer Software and to communicate with the SEDAR server. The subscriber should also have one of the software applications prescribed for the preparation of documents in a format acceptable 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 N to this Manual 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 and its electronic banking arrangements, 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 all access codes on behalf of the subscriber.
3. In order to complete SEDAR Form 1, the subscriber will have to set up an electronic data interchange EDI banking account with a Canadian financial institution. Information relating to the electronic banking facility arranged with the financial institution is required to complete SEDAR Form 1 properly. 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 N to this Manual). An executed copy of this Agreement must be delivered to CDS with the application form.
5. The subscriber must deliver SEDAR Form 1, SEDAR Form 2 and a cheque or other acceptable form of payment covering the subscription and licensing fees disclosed in Appendix D 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 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 the diskettes containing the SEDAR Filer Software and paper copies of the software licence(s), the SEDAR Installation Guide, the SEDAR User Guide and this Manual. 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 licence 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.

## 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 and software to operate the SEDAR Filer Software and to communicate with the SEDAR server using the corporate wide area network designated by the filing service contractor. 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 filing service contractor will provide support to any subscriber using required and/or recommended hardware and software.

The SEDAR Filer Software has been designed to run on Microsoft's Windows 3.1/3.11 and Windows 95. The CSA will monitor the extent of use of other operating systems and consider the need to enhance the SEDAR Filer Software in subsequent stages of SEDAR implementation.

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 applications required to create or reformat documents in electronic formats acceptable for making filings through SEDAR are discussed in Chapter 7.

## 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 N to this Manual.

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

**Number of User IDs** - A subscriber may request any number of user IDs which may be assigned to 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.

**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 copy of the SEDAR Filer Software.

**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. Any changes to access codes or banking authorities must be communicated in writing to CDS by the Principal Contact. 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.

**Authorized Banking Codes** - A subscriber is required to confirm electronic payment instructions each time the subscriber makes an electronic filing requiring payment of CSA filing fees and/or SEDAR service charges. A 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.

**Electronic Banking Information** - A subscriber must provide the filing service contractor with the name of its financial institution, its branch transit number and its EDI banking account number for purposes of electronic banking. See Chapter 5 entitled "Electronic Payment of CSA Filing Fees and SEDAR Filing Service Charges" for details of the electronic banking requirements and procedures.

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.

If any information provided by a subscriber in the application form changes (other than the name of the Principal Contact), or if the subscriber wants to obtain additional copies of the SEDAR Filer Software or obtain access codes for additional users, the Principal Contact must provide written instructions to CDS.

### Filing Service Subscriber's Agreement

Each subscriber must enter into the Filing Service Subscriber's Agreement on SEDAR Form 2 set forth in Schedule N 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.

### 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:

**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.

**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.

**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.

**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 User Guide.

**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.

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

## 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 User Guide.

## User Information Screen and Access and Banking Authorization Screen

### 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.

## 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.

### 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:

User ID - A separate "User Information" record for each user ID requested by the subscriber.

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 number, if any, assigned by Dun & Bradstreet 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 - If a payment limit on the authority of one or more user IDs carrying "banking authority" is applicable, the amount of the payment limit. 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 QST - 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 to QST (indicated by a "yes" or "no").

### 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:

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 by selecting the "Refresh" feature on the screen.

Input the following information in the applicable fields on the "User Information" screen:

the mailing address of the subscriber, including street, city, province/state, postal code/zip code and country;

whether the subscriber is subject to QST (indicated by a "yes" or "no");

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.

Review the information on the "Access and Banking Authorization" screen and advise CDS immediately in writing of any information on this screen (other than the "name" of a user ID) is incorrect. 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.

## 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. The "name" of the user ID on the "Access and Banking Authorization" screen will then automatically change to match the "name" of the user ID on the "User Information" screen.

## 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.

## 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 securities regulatory authority who receives the electronic filing and any other filing service subscriber who seeks and obtains the electronic filing from the SEDAR Filings Database will be able to ascertain the user ID, name and telephone and fax number of the user who made the electronic filing and the mailing address of the responsible subscriber.

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.

## Connecting to the SEDAR Server

Subscribers may arrange to make all connections to the SEDAR server through either (a) a dial-up connection using a modem (modulator/demodulator) that transfers the digital computer information into analog signals for transmission over the telephone line or (b) a dedicated leased line that directly connects the subscriber to the wide area corporate network serving the SEDAR system.

## Dial-up Access

With a dial-up connection, the data transmitted by the user travels from the user's PC (digital information) through a modem (analog information) and telephone line onto the network serving the SEDAR system. The data is received by

the SEDAR server's modem (transfer back to digital) and then passed to the SEDAR server itself. The SEDAR server views the incoming data's addressing information and then tags it for each intended recipient's ID (eg. a securities regulatory authority).

A dial-up connection requires use of an analog line. This prerequisite can be sourced from your telephone service provider.

### Leased Line Access

With a leased line connection, the data transmitted by the user travels a slightly different route. From the user's PC, the data is sent via the user's network adaptor card into a router and onto a leased telecommunications line that is directly connected to the network serving the SEDAR system. The SEDAR server receives and views the incoming data's addressing information and again tags it for each intended recipient's ID.

### Connection Problems

Noisy, low quality lines, incorrect PC settings, incorrect modem initialization strings, network problems, and server problems may all contribute to an unsuccessful dial-up or leased line 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.

### 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.

### 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 to this Manual and in the User Guide.

### 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. A user can send an E-mail message to another user by selecting the "New Note" function in the "Mail Functions" module and typing a message on the screen which appears. When the message is prepared, the user can pull down on the "File" menu bar for that screen and select "Mail to." A dialogue box will then appear. The user ID of a user that is an authorized representative of a filing service subscriber or a securities regulatory authority is used as the E-mail ID to identify the destination of the electronic message. The sender can then enter the user ID of the intended recipient directly onto the dialogue box or select the user ID from the "Address Book" function of the "Mail Functions" module. The "Address Book" function allows users to maintain a directory of contacts and their user IDs. After the message has been addressed, it can be sent by selecting the "Mail Immediately" feature on the dialogue box.

When an E-mail message is received, it can be read immediately using the "Review Mail" function in the "Mail Functions" module. The retrieval of electronic messages occurs on demand by the recipient. The "Review Mail" function contains a log of all the messages that were ever sent or received, including the text of the messages. The format of the messages is ASCII text and the maximum size of each file can be 32 kilobytes.

For purposes of sending document files between filing service subscribers (eg. 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.

### 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. Additional user workspace capacity may be purchased from the filing service contractor at the rate indicated in AppendixD.

A user workspace may be utilized as follows:

**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.

**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.

If a user wants to send a document to its own personalized workspace or to the personalized workspace of another user, the sender must select the "Send Files" function in the "Mail Functions" module and the "Send Files" screen will appear. The sender must then type the user ID of the recipient in the field named "Target User ID." The user ID of a user that is an authorized representative of a filing service subscriber is used to identify the destination of the document file. The sender may also type a short message to the recipient in the "Comment" field. To attach a document file to the "Send Files" screen, the sender must select the "Browse" function, which gives the sender the ability to select a file from a personal computer workspace (which could include a network attached disk drive). After the file has been attached, it can be sent by selecting the "Send" feature on the "Send Files" screen.

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.

## ELECTRONIC PAYMENT OF CSA FILING FEES AND SEDAR FILING SERVICE CHARGES

### 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.

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 and SEDAR filing service charges by requiring 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-capable 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 and CDS, as applicable. This allows processing of electronic payments to proceed contemporaneously with the processing of the 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.

### Required EDI Banking Arrangements

Each filing service subscriber must establish an EDI banking account for electronic filing purposes 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 will be used to make EDI payments to pre-authorized recipients only, namely, one or more of the 12 provinces and territories (or their responsible agencies) and CDS. The EDI banking information for the 12 provinces and territories is set forth in Appendix O. 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 securities regulatory authority 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, the subscriber must provide CDS with the following EDI banking information on SEDAR Form 1 in order to facilitate automated processing of EDI payment instructions issued through SEDAR:

the financial institution, branch and EDI banking account to be used for EDI payments;

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 -- Payment Authorization by Subscriber);

(c) a payment authorization limit, if desired;

(d) the number of individual users who will be entitled to authorize EDI payments through SEDAR 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 is subject to QST.

The EDI banking information provided by the subscriber is entered in the SEDAR system by CDS and 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.

### The Electronic Payment Process

The electronic payment process operates each time that a subscriber makes an electronic filing which involves payment of a CSA filing fee or a SEDAR filing service charge.

## Calculating CSA Filing Fees and SEDAR Filing Service Charges

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

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 prompts the user by displaying a schedule describing the types of filing fees which may be payable in the applicable jurisdiction. The process of completing a cover page and the "Add/Modify Fees" screen is described in greater detail in Chapter 8.

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.

All applicable taxes are also calculated and added to the amounts specified or calculated under (ii) above and will be listed in the "Charge Summary" screen described in (v) below.

Before the filing is transmitted, the SEDAR Filer Software displays a "Summary of Filing Fees" screen indicating the total amount of CSA filing fees and SEDAR filing service charges 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:

"Total Project Fees (to date)" - i.e. the total of all CSA filing fees and SEDAR filing service charges for the project.

"SEDAR (CDS) Fees (to date)" - i.e. the total of all SEDAR filing service charges for the project.

"Agency Fees (to date)" - i.e. the total of all CSA filing fees for the project.

Each of these components is further broken down into the following categories: "WIP", which represents fees and/or charges which have been entered but not yet confirmed by instructions submitted to the SEDAR server; "Submitted", which represents the total of all fees and/or charges submitted to the server for the project; "Paid", which represents the fees and/or charges which have been confirmed as being paid by the financial institution; and "Rejected", which represents the fees and/or charges 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.

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, and the SEDAR filing service charges.

If the information on the "Charge Summary" screen is incorrect, the filer 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 filer would then select the "Authorize" feature on the

"Charge Summary" screen and the "Payment Authorization" screen will appear, at which time the filer would proceed to authorize payment as described in Section 5.3(b) below.

#### Payment Authorization by Subscriber

If the electronic filing is one which is required to be accompanied by payment of CSA filing fees 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.

SEDAR filing service subscribers can set up authorization procedures in order to further their internal controls as follows:

Subscribers can determine whether one or two users will be required to confirm all electronic payment instructions.

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.

#### Payment Instructions Processed by SEDAR

Payment instructions are processed by SEDAR as follows:

The transmission of an electronic filing involving payment of CSA filing fees or SEDAR service charges commences once the appropriate user ID(s) and password(s) has/have been entered. 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 which affixes a date and time entry (which can be viewed on the "Filing Management" screen) whereupon the filing is available to be downloaded by the applicable securities regulatory authorities.

At the same time, the electronic payment instructions received by the SEDAR server are security coded and transmitted to the Canadian financial institution designated by the subscriber. Once sent to the financial institution, the payment instructions become irrevocable if the transmission of the electronic filing is completed.

The payment instructions and transmission details are saved on the SEDAR server so that they may be used later for verification purposes.

If the filing is downloaded by a securities regulatory authority, the securities regulatory authority will be able to review the documents and fee payment information. If the securities regulatory authority detects a problem with the filed documents or fee payment information, it may call the contact name entered for the filing so that the problem can be rectified.

#### Financial Institution Processing of Electronic Payments

Electronic payments are processed by the financial institution as follows:

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 securities regulatory authorities 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, all on behalf of the applicable securities regulatory authorities, are listed in Appendix O under "EDI Banking Information".

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.

Payment instructions received during business hours but after any relevant cut-off time or outside of business hours may not be processed and confirmed by the subscriber's financial institution until the following business day. 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 filer.

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.

## Payment Status

Subscribers and securities regulatory authorities 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 "Payment Status Details" screen is only accessible by the filer or filing agent in question and the applicable securities regulatory authorities.

In the event that the payment was rejected by the financial institution, a three digit error code will explain the cause, ie. insufficient funds or wrong recipient account. The subscriber is responsible for taking any required corrective action. In the event of underpayment or overpayment, the securities regulatory authorities may contact the subscriber directly.

## Multiple Filings

As noted in Section 8.3(n), 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, 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.

## FILER PROFILES

### 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. For purposes of the transition to electronic filing, a reporting issuer that is being phased into electronic filing must file its filer profile by the date that the National Instrument becomes effective in the local jurisdiction or the date that is 30 days prior to its phase-in date, whichever is later.

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 through SEDAR within 10 days following any change in the information contained in the filer profile.

### Payment of Annual Filing Service Charge

As outlined in Chapter 4, an annual SEDAR filing service charge is payable to the filing service contractor by or on behalf of 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 (it does not cover POP system AIF filings). The annual filing service charge must be paid by or on behalf of the electronic filer at the time of the filing of its initial filer profile and annually thereafter on the anniversary of that filing. Electronic filers will be invoiced directly for payment of annual filing service charges prior to the applicable payment dates. Electronic



filers that are not reporting issuers do not file continuous disclosure documents and, therefore, are not subject to annual filing service charges.

## 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 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 or relating to a particular issuer. To ensure that all filings made by or on behalf of a particular issuer are recorded using an accurate and up-to-date filer profile, the issuer or its filing agent should retrieve and check the issuer's filer profile prior to making any new electronic filing.

In general, a filer profile will be made available to the public as soon as any document filed electronically by or on behalf of the electronic filer is made accessible to the public by a securities regulatory authority. However, for purposes of the transition to electronic filing, all filer profiles filed prior to January 1, 1997 will be made available to the public immediately. After January 1, 1997, an electronic filer (but not a filing agent acting on its behalf) may request that its filer profile be made available to the public immediately by providing notice in writing to CDS in its capacity as SEDAR filing service contractor. This will allow an electronic filer to file (or cause to be filed) a filer profile without having to ensure that the subscriber filing the filer profile also files the first electronic filing (ie. the first electronic filing can become an independent event). The above-mentioned notice may be sent to CDS by fax at 416-365-3566.

## 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:

**Mutual Fund Group Profile** - A Mutual Fund Group Profile must be completed and filed for each mutual fund group. A mutual fund group is a group of two or more mutual funds that have a common manager, that otherwise have their affairs conducted in a similar manner and that qualify their securities for distribution by filing a single common prospectus. However, a mutual fund must complete a Mutual Fund Group Profile even if it is not one of a group of mutual funds that meet the foregoing criteria. In this case, the mutual fund will be treated as a "mutual fund group" on its own.

The Mutual Fund Group Profile is an abbreviated filer profile type containing information on the group rather than each fund in the group. In addition to the obligation to create and update its own filer profile, an electronic filer that is a mutual fund must first create or update the filer profile for the mutual fund group to which it belongs.

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

**Mutual Fund Issuer Profile** - A Mutual 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 a Mutual Fund Group Profile before filing a document in electronic format, as outlined above.

The information required to be presented in a Mutual Fund Profile is set out in Appendix G to this Manual. In completing the filer profile, the filer must disclose its French name, if any, and its English name, if any. These two fields are mandated fields in the SEDAR Filer Software and must be completed to be able to submit the profile to the SEDAR server. If a filer does not have a French name, or an English name, the filer should put the same name (English or French) in the two fields.

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 a Mutual Fund Group Profile and a Mutual Fund Issuer Profile even though it is not part of a group of mutual funds filing a common prospectus.

**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.

**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, 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.

### 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 securities regulatory authorities 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.

### Amending A Filer Profile

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

#### 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 on "Searching Filer Profiles"). The "Profile Management" screen in the "Profile Management" module in the SEDAR Filer Software is where filer profiles are stored that were downloaded from the server and added to the filer's database of filer profiles.

To update a filer profile that appears on the "Profile Management" screen, the filer would select the profile that they wanted to update and select "Update" (if the filer selects "Open", they will be able to read the information but will not have the ability to update it). The filer would then amend the information that they want to change and select "Save". They can then select "Submit" and the amended filer profile will be transmitted to the SEDAR server.

#### Effect of Amendments on Profile Number

After an amended filer profile is prepared and filed by a filer, it is filed by default in the SEDAR system with the profile number assigned to the electronic filer upon filing the filer profile originally. However, if the amendment arises because two electronic filers have merged or one electronic filer has been wound up into another, a new filer profile

must be created for the merged or resulting entity and a new profile number will be assigned for that entity. Furthermore, if an electronic filer divests or spins off a division and the division becomes a reporting issuer, the former entity will have the same profile number and the latter entity must create a new filer profile and a new profile number will be assigned to that entity.

Although a change in a filer's name, other than as a result of a merger or winding-up of the type discussed above, will require a filer profile to be amended, it will not ordinarily result in an obligation to create a new filer profile or the assignment of a new profile number.

## Special Requirements for Certain Amendments

### Ceasing to be a Reporting Issuer

If an electronic filer ceases to be a reporting issuer, it will not be required to make further amendments to its then existing Other Issuer Profile if the electronic filer files a new filer profile as a non-reporting issuer (i.e. an Other Filer Profile). The filing of a new filer profile will result in the assignment of a new profile number and 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 can add the previous profile number by selecting it from a list of profiles that have been downloaded to the filer's database. This ensures that a person accessing the Filer Profiles Database will be able to trace the history of the profiles and the fact that the filer had previously been a reporting issuer. (Note: The former reporting issuer's Other Issuer Profile will remain in the SEDAR Filer Profiles Database for search and retrieval purposes.)

### 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 being a reporting issuer, the electronic filer must file a new filer profile as a reporting issuer prior to making the proposed electronic filing (i.e. an Other Issuer Profile) and 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 can add the previous profile number by selecting it from a list of profiles that have been downloaded to the filer's database. This ensures that a user of the Filer Profiles Database will be able to trace the history of the profiles. (Note: The Other Filer Profile will remain in the SEDAR Filer Profiles Database for search and retrieval purposes.)

### Amalgamation or Wind-Up

If two electronic filers have amalgamated or merged or one electronic filer has been wound up to another, the merged or resulting entity must file a new filer profile. A new profile number will be assigned for that entity. The previous profile numbers must be disclosed in the new filer profile. The screen for the new filer profile has a "Previous Issuer Information" field where a filer can add the previous profile numbers by selecting them from a list of profiles that have been downloaded to the filer's database. This ensures that a user of the Filer Profiles Database will be able to trace the history of the profiles and the earlier amalgamation 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.)

### 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. A new profile number will be assigned to the new reporting issuer. However, the original electronic filer will have the same profile number.

### Change of Name

If an electronic filer changes its name (including adopting a French or English version of its name), it must amend its filer profile to reflect the new name. 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.

## Security Concerns

Certain checks and balances exist to ensure against unauthorized changes being made to filer profiles. The filing service contractor will notify the electronic filer as soon as reasonably possible upon the occurrence of any change in its filer profile. The electronic filer will be contacted using the contact information in the filer profile in a manner (E-mail, telephone or fax) which will best ensure that the notification of the change in filer profile reaches the electronic filer. For example, if there is a change in the contact information in the filer profile, the notification will be provided using both the original and the revised contact information. This notification, together with the ability of the filing service contractor to track the particular filing service subscriber and individual user that makes an amendment to a filer profile, should be sufficient to protect the integrity of the filer profile database.

## 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 filer profiles and add them to the list in the user's "Profile Management" screen in order to view or amend them. 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 to search for the filer profile of an electronic filer using a number of different search fields. One of the search fields, the electronic filer's name, can be searched in English or French by selecting "Issuer/Filer Name". A user can also search by category of filer, namely, "Mutual Fund Group", "Mutual Fund Issuer", "Other Issuer" or "Other Filer". Once a filer has created a new inquiry or updated an existing inquiry, submitted the inquiry and received a report from the SEDAR server, the filer can open the report, select the appropriate filer profile and use the "Open Profile" feature to view the filer profile. The filer 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 filer software.

A search conducted on an electronic filer will reveal the filer profiles of any predecessor corporations if the successor was required to file a new filer profile as a result of the succession, provided the "Issuer/Filer Name" and/or "Profile Number" are selected in the search criteria. In such circumstances, a search conducted on an amalgamated corporation will reveal the filer profile of the amalgamated corporation plus the filer profile for each predecessor amalgamating corporation that was an electronic filer.

As explained in Section 6.3, prior to the commencement of the phase-in schedule, all filer profiles will become accessible by the public through SEDAR immediately upon filing. Following commencement of the phase-in schedule, a new filer profile that is filed by or on behalf of an electronic filer will remain confidential to the filer until a further electronic filing is made, unless the electronic filer notifies CDS that its filer profile should be made public immediately. If this notice is not given, once the electronic filing is made, the filer profile and the electronic filing will not be accessible by an intended recipient until at least one securities regulatory authority has made a document filed electronically by or on behalf of that electronic filer a publicly accessible document. Thereafter, that filer profile, and any amended version of it, will be publicly accessible information.

## PREPARATION OF DOCUMENTS FOR ELECTRONIC FILING

### 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 7.6.

### Electronic Formatting Requirements

## Separate Documents

Each document that is being transmitted as part of an electronic filing must be prepared as a separate electronic file. Any material that is an integral part of a document, including wrap-around material, appendices, exhibits and schedules, must be included in the electronic file for that document. The file name assigned to the electronic file by the filer must be no longer than eight (8) 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).

## Acceptable Electronic Formats

A document that forms part of an electronic filing must be transmitted to the securities regulatory authorities in an electronic format acceptable to the CSA ("acceptable electronic format"). A document that is transmitted in the file format created using any of the following software products will be considered to be transmitted in acceptable electronic format:

Corel WordPerfect for DOS or Windows, versions 5.1, 5.2, 6.0 and 6.1;

Microsoft Word for Windows, versions 6.0x1 and 7.0; and

Adobe Acrobat, versions 2.x and 3.0, the resulting format being commonly known as Portable Document Format ("PDF").

These software products have been selected with a view to ensuring that all SEDAR filings are filed and archived in electronic formats that may be retrieved and read or printed by all of the securities regulatory authorities as well as a large percentage of the personal computer user population.

Filers may submit documents comprising a particular filing or project in different acceptable electronic formats.

The CSA will continue to monitor the usage and the operating environment of new versions of the above listed software applications, as well as any other file formats used in electronic publishing and will give consideration to revising the list of acceptable electronic formats in the future.

## General Formatting Requirements

Filers must ensure that documents are formatted electronically in a manner that will reasonably facilitate viewing by the securities regulatory authorities and the public. A securities regulatory authority 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.

## Special Requirements For Word Processing Formats

Filers should comply with the following guidelines when creating or reformatting documents for electronic filing using any of the prescribed word processing products:

### Page Setup, Print Style and Other Specific Formatting Issues

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.

### 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.

There are no specific guidelines with respect to margins or leading.

### 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.

### Special Requirements For Adobe PDF Format

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

#### (i) Restrictions On Enhancement of PDF Documents

PDF documents should be created using the PDF Writer driver included with Adobe's "Acrobat Exchange" application or using Adobe's "Acrobat Distiller" application. Except as provided below, PDF documents should not be enhanced in any way using Adobe's Acrobat Exchange product. In particular, filers creating PDF documents must not do any of the following:

annotate a PDF document;

add web links or cross-document links to any PDF document;

create "article threads" in any PDF document; or

assign any passwords or set any document security controls for any PDF document.

Filers are permitted to add hyper-text links and/or "thumbnails" to PDF documents where appropriate for the purposes of assisting the viewers of these documents.

In many cases, filers will be able to convert documents into PDF using the PDF Writer driver included with Acrobat Exchange. 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" (ie. reduce image resolution and file size); or

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. In particular, 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 reviewability. In the case of documents having a resultant file size in excess of one (1) megabyte, the filer must use Adobe Acrobat Distiller and select a maximum image resolution of 72 dots per inch.

### 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. 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 generally 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. Object linking and embedding (OLE) applications must not be used to incorporate graphic and image material in electronic filings.

It is recommended that documents containing a significant amount of graphic or image material be filed in PDF format wherever possible to ensure that they may be formatted, transmitted and viewed as efficiently as possible.

Filers are reminded again that reasonable efforts must be used to reduce print resolution for PDF documents to ensure that file sizes are as small as possible, thereby ensuring more efficient transmission.

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.

### Document Naming Conventions

In order to ensure that documents filed in electronic format may be easily retrieved and viewed following transmission via SEDAR, filers are required to use file names containing the three (3) character extensions indicated for each of the applicable formats listed below:

#### Product Format Extension

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 versions .doc

Use of the foregoing extensions to identify the accepted electronic format used in creating or reformatting the document will help users of the document select the appropriate software for viewing purposes.

## 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.

It is recommended that, in the electronic format version of a preliminary prospectus, the "red herring" language should appear at the top of the first page of the document and not on the left hand side as is generally the case with paper format versions of this document.

## 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 should not include electronic facsimile signatures in any electronic filing. See Section 9.5 for information concerning the additional requirement to file a Certificate of Authentication in certain circumstances.

## Converting Component Text or Material to Acceptable Electronic Format

If component text or material (including graphic or image material) which was originally created in non-acceptable electronic format is to be included in a document to be filed electronically, the text or material must be converted to acceptable electronic format prior to, or at the time of, insertion into the document.

## 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.

## 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 readily be converted to an acceptable electronic format must be reproduced electronically in 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. This is recommended because scanned documents, particularly those that have not been optically character read into an acceptable electronic format, can be difficult to transmit, store and retrieve on a cost-efficient basis and may be difficult to view upon retrieval.

## 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.

## ASSEMBLY AND TRANSMISSION OF ELECTRONIC FILINGS

### 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 securities regulatory authorities.

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

1. Assuming a filer profile has previously been created for the electronic filer, the "Search Profiles" module of the SEDAR Filer Software is used to download the latest version of the filer profile. If required, the filer profile is amended using the "Profile Management" module.
2. The "Filing Management" module is then used to locate and prepare 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.
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 and/or SEDAR filing service charges.
7. After entry 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. The filer is able to confirm, using the "Filing Management" screen, that the transmission was completed when a permanent filing number is assigned to the filing.

### Hours of SEDAR Operation

#### SEDAR Business Hours

Electronic filings 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 (where the SEDAR server is located) ("SEDAR Business Hours"), and on any other day or at any other time that is provided in this Manual or that the securities regulatory authority announces by press release. Filers will be able to obtain technical support from the staff of the filing service contractor during SEDAR Business Hours.

### Filing Outside SEDAR Business Hours

Electronic filings may also be transmitted to the SEDAR server outside of SEDAR Business Hours provided that the SEDAR server is not shut down for maintenance or for 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 servicing or any other reason. If an electronic filing is interrupted because the transmission is disconnected, that filing 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 it wishes to be certain that the filing is completed on that day.

### 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 Commission des valeurs mobilières du Québec.

### 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 by the proposal to permit filers 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 Commission des valeurs mobilières du Québec.

### Assembling a Submission

#### Obtaining the Filer Profile

Prior to making an electronic filing, a filer must ensure that the appropriate filer profile has previously been created and is listed on the filer's "Profile Management" screen in the "Profile Management" module in the SEDAR Filer Software. In the case of a mutual fund filing, both the mutual fund group profile and the appropriate mutual fund issuer profiles must be listed on the "Profile Management" screen.

If the 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 and add them to the list on the filer's "Profile Management" screen (see Section 6.5).

#### 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 filer profile to ensure that the information disclosed therein is accurate and up-to-date. If necessary, the filer should amend the filer profile to reflect any changes in the information disclosed therein. 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 Section 6.4 headed "Amending A Filer Profile".

### 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. The appropriate cover page 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.

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

- (i) Mutual 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.

Some filing types are listed as "general filings" and others are listed as "local filings" (e.g. "British Columbia Filing", "Quebec Filings" and "Ontario Filings"). The differences between local filings and general filings are discussed in Section 9.4.

### 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 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 between the filer and the securities regulatory authorities during the waiting period.

Any documents issued by the securities regulatory authorities in electronic format in response to an electronic filing will also be identified within the SEDAR system as part of the same project. The "project" concept will permit the securities regulatory authorities and the filer who created the project to track a series of 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 mutual fund securities for another year, the pro forma simplified prospectus must be filed as the start of a new project rather than as part of the project from the previous year.

### Creating a New Project

To create a new project, a filer would pull down on the "File" menu bar in the "Filing Management" module and select "Create a New Filing". The "New Filing Submission" screen will appear. The filer would then select the category of filer, the category of filing and the filing type. The appropriate cover page would then appear. For projects, a list of

filing subtypes will be present and the filer must select the filing subtype that will be the first filing to be filed in the project. A list of supporting documents ("document types") will then appear. "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".

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) 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 and attaching document types and completing the filing is described below.

### Adding to an Existing Project

#### Additions by Same Filer

Before a filer can add 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 sent to the SEDAR server, the project will appear on the filer's "Filing Management" screen.

If a project (i.e. a cover page) has been deleted by the filer, the filer can use the "Refresh List" feature on the "Filing Management" screen to connect to the SEDAR server and obtain the cover page that was previously filed so that it is again listed on the filer's "Filing Management" screen. Prior to using the "Refresh List" feature for this purpose, the filer must ensure that the criteria which the filer has set for inquiries using the "Customize List" feature under the "Options" menu on the "Filing Management" screen will encompass the particular project.

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 obtain the cover page that was previously filed by the first user so that it is listed on the "Filing Management" screen of the second user.

To add another filing (other than formal correspondence) to an existing project, the filer must select the project on the "Filing Management" screen and then pull down on the "File" menu bar and select "Add to a Filing". The cover page for that project will then appear. The filer must then select the filing subtype that will be the next submission in the project. A list of document types for that filing subtype will then appear.

Any number of users representing a 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 "Customize List" 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).

#### Additions by Different Filer

If the next filing in a project is to be made by a filing service subscriber other than the filing service subscriber who created the project (eg. the filing agent who filed a preliminary prospectus on behalf of an electronic filer has ceased to be involved and another filing service subscriber has been retained to file the final prospectus), the new filing service subscriber cannot use the "Add to a Filing" feature to add to the existing project. The new filing service subscriber must create a new project and file a cover letter disclosing that there has been a change in the filing service subscriber.

#### 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.

### Project Number

The project number assigned to an electronic filing identifies the particular project with which the filing is associated. A new project number is assigned each time a "new" electronic filing is made. For this purpose, a "new" electronic filing is one which is unrelated to any previous electronic filing.

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

### Submission Number

The submission number identifies each electronic filing made within the same project. When a filer assembles an electronic filing that is related to a previous electronic filing (eg., a final prospectus filing or a response to a comment letter from a securities regulatory authority relating to a preliminary prospectus filing), a temporary number SUB ##### (for filings within a project) or FOR ##### (for formal correspondence within the project) is automatically generated and assigned by the system to the filing until it is transmitted to the SEDAR server for storage. The temporary number is unique for each additional filing within a project. Once the filing is transmitted to the SEDAR server, a permanent eight digit submission number is assigned.

Note: For each "new" filing, the system automatically assigns a submission number of 00000001. The next filing in the same project would be assigned a submission number of 00000002, and so on.

### 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 filed as part of every electronic filing.

On the SEDAR Filer Software, there are four different types of cover page, as follows:

**Mutual Funds Cover Page** - This cover page is to be used for filing securities offering documents for mutual funds. A Mutual Funds Cover Page must include the information in Appendix J.

**General Mutual 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 Mutual Funds Cover Page must include the information in Appendix K.

**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 annual information forms under National Policy Statement No. 47 for POP issuers. An Issuer Cover Page must include the information in Appendix L.

**General Cover Page** - This cover page is to be used for filing continuous disclosure documents, securities acquisition documents, documents for going private and related party transactions, and exemption and other applications for issuers that are not mutual funds. The General Cover Page is also to be used for all filings by third party filers (i.e. electronic filers that are not mutual funds or issuers). A General Cover Page must include the information in Appendix M.

Certain electronic fields in the cover pages located on the SEDAR Filer Software must be completed before a filer may proceed to select the recipient securities regulatory authorities and fees and "attach" document files to the cover page. Other fields are "optional" from a system perspective. If a 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 filer or the filing as the case may be. All fields that are

"mandatory" are identified in italics in the SEDAR Filer Software. Once the information fields are filled in, the "Agencies" and "Fees" features on the cover page can be selected. 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 "List" Feature

The first step in completing a cover page involves the use of the "List" feature that appears on all cover pages to enter the name of the mutual fund or other issuer that is making the electronic filing or, in the case of third party filings, that is the subject of the electronic filing. The issuer/filer name field on any cover page may only be completed in this manner. If the name of the issuer/filer to be selected cannot be found using the "List" feature, the filer should refer to Section 8.3(a).

## 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 which are stored in the filer's profile database will then be displayed. The filer must select the name of the filer and the selection will be captured on the issuer/filer name field of the cover page.

## Mutual Funds

In the case of mutual funds, a filer must select the "List" feature on the cover page. A list of mutual fund groups which are stored on the filer's profile database will then be displayed. The filer must select the name of the mutual fund group and the selection will be captured in the mutual fund group name field on the cover page. The filer must then select the "Add Fund" feature and a list of mutual fund issuers belonging to that group which are stored on the filer's profile database will then be displayed. The filer must select the name of the mutual fund or mutual funds making the electronic filing and the selection will be captured in the mutual fund issuers name field on the cover page.

## 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 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 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.

## The "Agencies" Feature

To select the securities regulatory authorities to whom an electronic filing is to be directed, a filer must select the "Agencies" feature and the "Add a Recipient Agency" screen will appear. The filer must then select the securities regulatory authorities to whom the filing will be sent. The "Recipient Agencies" screen will then appear listing the securities regulatory authorities which were selected. In order to identify a particular securities regulatory authority as a

"principal jurisdiction" for the purposes of National Policy Statement No. 1 or a "designated jurisdiction" for the purposes of expedited review described in Section 9.12, the filer must select the box in the "Principal" column next to the agency name in the "Recipient Agencies" screen.

### The "Fees" Feature

To indicate the amount of any CSA 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 and the filer must enter the fee amount beside the appropriate fee description for the particular filing. To do so, the filer must select a securities regulatory authority in the "Agency" box and enter the fee amount in the "Amount" column beside the appropriate fee description in the "Filing Fees" box. This process must be completed for each securities regulatory authority to which CSA filing fees are payable, and for each issuer if there is more than one issuer involved in the filing (this will be the case for certain filings on behalf of a mutual 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.

### Accessing Documents Stored On Disk Drives and the SEDAR Workspace

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(m). In effect, the SEDAR workspace is like any other drive in which documents can be stored and from which documents can be retrieved.

### 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 separate electronic file. This is necessary to ensure that individual documents may be 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 either select and attach a file from a computer workspace (which could include a network drive) or from the filer's SEDAR workspace.

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 filer is required to file two or more of a particular document type on the cover page list (eg. it may be necessary to file two auditors' consent letters with a prospectus where the issuer has changed auditors in the last five years), the filer must select the document type on the list and select the "Attach File" feature to attach the first of the documents from their PC workspace or from their SEDAR workspace. 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 (eg. English and French cover letters should each be attached as a "Cover letter").

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 securities regulatory authorities selected as "Recipient Agencies" for purposes of the filing. Filings that are not required by a particular jurisdiction selected as a "Recipient Agency" will ordinarily not be downloaded by that jurisdiction.

Despite the fact that a document may be a supporting document for a filing in the "Securities Offerings" category for "Mutual Fund Issuers" or "Other Issuers", as applicable, if that document has previously been filed under a "Continuous Disclosure" category for "Mutual Fund Issuers" or "Other Issuers", as applicable, it is not necessary to refile the document with the filing in the "Securities Offerings" category. For example, National Policy Statement No. 1 requires annual financial statements to be filed as a supporting document with the filing of a simplified prospectus and annual information form under National Policy Statement No. 36. However, as indicated in Section 9.14(g), the annual financial statements of a mutual fund must be filed using the cover page for "Annual Financial Statements" located under the "Continuous Disclosure" category for "Mutual 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 "Mutual Fund Issuers".

### 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 which are submitted using a cover page. New or amended filer profiles cannot be transmitted as part of a multiple filing.

### 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.

### Payment of CSA Filing Fees and SEDAR Filing Service Charges

If filing fees are payable to a securities regulatory authority in respect of a filing, payment instructions must be transmitted electronically with the electronic filing. 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. The applicable filing service charges are described in Appendix D.

### Transmitting a Submission



The SEDAR system assigns every submission 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 time stamp indicates that the filing has been successfully submitted to SEDAR, regardless of when the payment is approved or the securities regulatory authorities 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 securities regulatory authority. Instead, the applicable securities regulatory authority will route the filing internally to the staff member who will review it.

Filing service subscribers must check for correspondence and status of filing (e.g. whether each securities regulatory authority 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.

## Transmission Problems

### Introduction

Filers are reminded that they are legally obligated to file electronically. 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 time stamp occurs at the end of a successful transmission), and iii) unforeseen mishaps.

During normal operation of the SEDAR system, a number of occurrences (eg. SEDAR network problem) may require the user to call the Help Desk of the filing service contractor for assistance and other occurrences (eg. personal computer problem) might have to be solved by the user.

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).

### 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. The user must identify himself or herself as a SEDAR user 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.

### Test Filings

For purposes of testing and training, a SEDAR filing service subscriber can conduct test filings on the SEDAR system. A test filing will never be viewed or retrieved by a securities regulatory authority 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:

Since the filing will not be sent to a securities regulatory authority, after selecting the "Agencies" feature, the filer must only select "Test Filing" on the "Add a Recipient Agency" screen; and

To test the payment of CSA 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 or the filing. When the test filing is submitted, the test fee amount will actually be processed in the manner set out in Chapter 5.

## Searching Public Filings

After a filing has been created by a filer 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. The "Filing Management" screen is where all of the filings that have been created and submitted by the filer 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 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 "Customize List" feature under the "Options" menu on the "Filing Management" screen).

A document filed in electronic format will become publicly available as soon as one of the securities regulatory authorities to which the filing has been directed changes the access level of the document from "private" to "public." Once the document has been made accessible to the public, any filing service subscriber that submits an appropriate search inquiry may locate and retrieve the document from the SEDAR Filings Database.

## Building Search Inquiries

A user 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) 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.

## Downloading and Retrieving Search Results

Once an inquiry is submitted, a report listing all the filings that were made public and match the search criteria will be available. Once the user opens the report, the user can select those filings that they wish to be downloaded to the user's computer. Furthermore, any filings that remain "private" but that the user is authorized to view (eg. a filing that the user submitted) will also be listed as part of the report. The filings database report will include a list of filings displaying the name of the filer, the filing type and the date and time of the public filing listed. The user can view and print certain project details including the cover page, the list of jurisdictions where filing was made and the list of 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 of the user.

Users should allow sufficient time to receive reports (as there may be a large number of filings meeting the criteria of the inquiry) and retrieve documents (as the document may be a large file).

### (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 should use the applicable software product used to format any retrieved document or an appropriate viewer for the document's format type to view and print the document.

Users who operate with older versions of word processing software products may be unable to view documents created with newer versions of word processing software products.

## SPECIAL REQUIREMENTS FOR CERTAIN ELECTRONIC FILINGS

### Correcting Errors In Electronic Filings

## Refiling Documents with Typographical Errors

In the electronic filing system, a filer seeking to make a correction (eg. a typographical or similar error) to 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. If the relevant document is to be made available to the public and the corrected version is filed on a timely basis before the document has actually been made publicly accessible by a securities regulatory authority, then only the corrected version of the document should be made public.

If a filer proposes to file a corrected version of a document filed previously in electronic format, the filer must select the filing on the "Filing Management" screen that they want to correct and select the "Add to a Filing" feature under the "File" pull-down menu. A cover page for the filing to be corrected will then appear. The filer must then select each of the documents types which is to be included in the corrected filing and select the "Attach File" feature and select the corrected version of the document from their personal computer workspace or SEDAR workspace.

An electronic filing that has been made available to the public in the SEDAR Filings Database may not be altered or removed from the database. Therefore, after a document filed in electronic format has been made publicly accessible by any of the securities regulatory authorities, an error in the document may only be corrected by filing an amended version of (or an amendment to) the document which will also be made public. In this case, both the original document and the amended document will reside in the SEDAR Filings Database. Filers can request that a securities regulatory authority change the status of the original document from "public" to "private" after the amended document has been made available to the public.

## Filing Documents Inadvertently Omitted from Earlier Filing

If a filer has submitted a filing and later discovers that a supporting document was inadvertently omitted from that filing (eg. a filer files a final long form prospectus and forgets to include a certified copy of a resolution of the board of directors authorizing the filing), the filer must file the omitted document type as an additional filing of the same filing subtype within the same project. Using the previous example, in order to file the certified copy of the directors' resolution, the filer must select the existing project on the "Filing Management" screen and then pull down on the "File" menu bar and select "Add to a Filing". The cover page for that project will then appear. The filer must then select the filing subtype (in this case, final long form prospectus) and attach the certified copy of the resolution and a cover letter explaining the omission if necessary. The filer should then submit the filing. The filing will then show up on the SEDAR Filings Database as a second "Final Long Form Prospectus" within the same project, but with a different submission number.

## 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 N.

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 "Copies of other material contract(s)" from the document list on the

applicable cover page and attach the SEDAR Form 4.

## 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 (eg., Annual Information Form ("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 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.

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 10K or Form 20F 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 10K or Form 20F for a previous year.

## 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 under "General Filings" in the lists of filing types 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. These local filing types are listed under the name of a particular local jurisdiction in the lists of filing types which appear in the SEDAR Filer Software and which are reproduced in Part I of Appendix B (eg. British Columbia Filings", "Ontario Filings", "Quebec Filings").

In general, a local filing type should only be used if a filing appropriate to the "local" 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 "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. 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 and selecting the "Add Document" feature and 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 attach the document. The attached document would then appear on 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 3-02. However, the particular supporting documents required to satisfy B.C. Local Policy Statement 3-02 must be filed under the "Long Form Prospectus" cover page in the manner described above.

#### Civil Liability 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. 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 abovementioned 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:

Corporate Office: (416) 365-8400 Office: (514) 848-1010 Toronto Branch:

(416) 365-8451

Fax: (514) 848-9379 Fax: (416) 365-9194

Montreal Branch

Toronto

600, boulevard de Maisonneuve Ouest 85 Richmond Street West Bureau 310

Toronto, Ontario

Montréal, Québec

M5H 2C9

H3A 3J2

Calgary Vancouver

Suite 630 900 West Hastings Street

300 Fifth Avenue South West 6th Floor

Calgary, Alberta Vancouver, B.C.

T2P 3C4 V6C 1E5

Office: (403) 265-7577 Office: (604) 685-3705

Fax: (403) 269-2474 Fax: (604) 685-4557

#### 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 if a different software application is being used to view the document.

#### 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 requires 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.

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" located under the "Securities Offering" category for "Mutual 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)".

### Applications or Requests for Exemptive Relief in Respect of a Prospectus

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

the application or request relates to a prospectus filed or to be filed in electronic format; and

the exemptive relief or approval being sought is reasonably required to facilitate a distribution of securities to which the prospectus relates.

Such applications 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 "Mutual Fund Issuers" or "Other Issuers", as applicable.

### Technical Reports - Oil and Gas Issuers

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. This requirement is intended to deal with oil and gas reports filed in accordance with National Policy Statement No. 2-B which tend to be relatively voluminous and, therefore, are difficult and costly to prepare and transmit in electronic format.

### Simplified Prospectus and Annual Information Form for Several Mutual 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" located under the "Securities Offering" category for "Mutual 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.

### Preliminary Prospectus and Pro forma Prospectus

### Combined Initial Mutual Fund Offering and Continued Mutual Fund Offering

National Policy Statement No. 36 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 NPS 36 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.

#### 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 simplified prospectus or preliminary long form prospectus (in the case of mutual fund) and a preliminary long form prospectus (in the case of a non-mutual fund issuer). In contrast, the continued offering would require the filing of a pro forma simplified prospectus or pro forma long form prospectus (in the case of a mutual fund) and a pro forma long form prospectus (in the case of non-mutual fund issuer).

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 simplified prospectus in respect of the continued offering jurisdiction.

#### Expedited Review Of Short Form Prospectuses And Renewal AIF's

The Canadian securities regulatory authorities have entered into a Memorandum Of Understanding ("MOU") setting out procedures to be followed to obtain expedited review of short form prospectuses and renewal annual information forms filed by POP issuers. All capitalized terms appearing in quotes in this section have the meanings ascribed to those terms in the MOU.

Electronic filers may avail themselves of these expedited review procedures by complying with the MOU, except that electronic filers may file the "Preliminary Materials" and the "Final Filing Materials" with all applicable "Participating Jurisdictions" contemporaneously with the filing of such materials with the "Designated Jurisdiction". In order to identify a particular securities regulatory authority as "Designated Jurisdiction" for the purposes of the MOU, the filer must select the box in the "Principal" column next to the agency name on the "Recipient Agencies" screen. The filer should also request expedited review in its cover letter, if any.

While it will still be necessary to file the "Undertaking" in accordance with the MOU, the electronic filing of the "Final Filing Materials" with the applicable "Participating Jurisdictions" contemporaneously through SEDAR will constitute compliance with the "Undertaking".

It is noted that the definition of "Facsimile" refers to an "other form of electronic communication". Consequently, any document filed by an electronic filer or issued by a securities regulatory authority that is filed or issued in electronic format through SEDAR will constitute a "Facsimile" within the meaning of the MOU.

#### 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 and Related Party Transactions" category for "Other Issuers".

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

## 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 securityholders 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. 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, including the annual report, are located under the "Continuous Disclosure" categories for "Mutual 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:

Annual Information Forms,

MD & A (annual),

Annual and Interim Reports to Securityholders, and

Annual and Interim Financial Statements.

Annual Information Forms

## Mutual Funds

An annual information form ("AIF") for a mutual fund under National Policy Statement No. 36 must be filed using the cover page for "Simplified Prospectus and Annual Information Form" located under the "Securities Offerings" category for "Mutual 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.



## POP Issuers

An AIF that is submitted for filing by a POP issuer under National Policy Statement No. 47 must be filed using the cover page for "Annual Information Form" located under the "Securities Offerings" category for "Other Issuers".

POP issuers that file an SEC Form 10K or Form 20F in lieu of an AIF shall:

in the case of an Initial AIF or a Renewal AIF, use the document types for "Annual report on Form 10-K" or "Annual report on Form 20-F" listed under the "Initial Annual Information Form" and "Renewal Annual Information Form" filing subtypes, respectively, on the cover page for "Annual Information Form (NPS 47)" located under the "Securities Offerings" category for "Other Issuers"; and

in the case of a Revised AIF, use the document type for "Revised annual information form" listed under the "Revised Annual Information Form" filing subtype on the cover page for "Annual Information Form (NPS 47)" located under the "Securities Offerings" category for "Other Issuers".

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

## Non-POP Issuers

An AIF that is required to be filed by a non-POP issuer under the requirements of one or more jurisdictions must be filed using the cover page for "Annual Information Form (Non-POP Issuers)" located under the "Continuous Disclosure" category for "Other Issuers".

## Annual MD&A

All POP issuers and certain non-POP issuers are required to incorporate by reference or reproduce annual MD&A disclosure in an AIF. In many cases, this MD&A disclosure is required to be sent to securityholders with the issuer's annual audited financial statements. If an electronic filer is required to prepare and file annual MD&A disclosure, it must file this disclosure in electronic format through SEDAR as a separate project using the cover page for "MD&A" located under the "Continuous Disclosure" category for "Other Issuers".

## Quarterly MD&A

Although there is no requirement to prepare and file quarterly MD&A, some reporting issuers prepare and send to their securityholders quarterly MD&A disclosure as part of a quarterly report. In such circumstances, the quarterly report, including the quarterly MD&A disclosure, may be required to be filed pursuant to applicable securities legislation. There is no specific filing type for quarterly reports or quarterly MD&A. Accordingly, a quarterly report containing quarterly MD&A disclosure that is required to be filed because it has been sent to securityholders should be filed by selecting the "Other" document type on the cover page for "Interim Financial Statements" located under the "Continuous Disclosure" category for "Mutual Fund Issuers" or "Other Issuers", as applicable.

## Annual Reports

### Mutual Funds

Mutual Funds that have sent an annual report to their securityholders must assemble and transmit the filing, where required, using the cover page for "Annual Report" located under the "Continuous Disclosure" category for "Mutual Fund Issuers".

### Other Issuers

Other reporting issuers that have sent an annual report to their securityholders must assemble and transmit the filing,

where required, using the cover page for "Annual Report" located under the "Continuous Disclosure" category for "Other Issuers".

## Quarterly Reports To Securityholders

### Mutual Funds

Mutual Funds that have sent a quarterly report to their securityholders must assemble and transmit the filing, where required, by selecting the "Other" document type on the cover page for "Interim Financial Statements" located under the "Continuous Disclosure" category for "Mutual Fund Issuers".

### Other Issuers

Other reporting issuers that have sent a quarterly report to their securityholders must assemble and transmit the filing, where required, by selecting the "Other" document type on the cover page for "Interim Financial Statements" located under the "Continuous Disclosure" category for "Other Issuers".

## Financial Statements

### 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 "Mutual Fund Issuers" and "Other Issuers", as applicable.

### Draft Financial Statements

If draft financial statements are being submitted as part of an existing project (eg. 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 (eg. "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)).

## Press Releases and Material Change Reports

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

The material change report (which often has a copy of the press release attached) must be filed as a separate filing using the cover page for "Material Change Filings" located in the "Continuous Disclosure" category for "Mutual Fund Issuers" or "Other Issuers", as applicable. Filers must then select the document type "Material Change Report."

Other press releases that are required to be filed electronically must also be filed using the cover page for "Press Releases" located in the "Continuous Disclosure" category for "Mutual Fund Issuers" or "Other Issuers", as applicable. Other press releases that are subject to these requirements include the following:

press releases issued under National Policy Statement No. 31;

press releases required to be filed in British Columbia and Ontario under National Policy Statement No. 51;

press releases that are required to be issued under Ontario Securities Commission Policy No. 5.2; and

press releases that are required to be issued or filed in connection with related party transactions.

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

(a) press 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) press 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).

#### Documents Previously 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 securityholders, must be filed using the cover page for "Other Filings" located in the "Continuous Disclosure" category for "Mutual Fund Issuers" or "Other Issuers", as applicable.

#### Documents Previously Filed with Foreign Agencies and Stock Exchanges

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 another jurisdiction, must be filed using the cover page for "Other Filings" located in the "Continuous Disclosure" category for "Mutual Fund Issuers" or "Other Issuers", as applicable.

#### Management Proxy Materials

The "Management Proxy Materials" filing type contains document types for "Notice of Meeting" and "Management Proxy 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.

#### Notice of Securityholders' Meeting and Record Date

A notice of meeting and record date under National Policy Statement No. 41 must be filed by selecting the "notice of meeting and record date" document type on the cover page for the "Management Proxy Materials" filing type located under the "Continuous Disclosure" category for "Mutual Fund Issuers" or "Other Issuers", as applicable.

#### Third Party Filings - Take-over Bid Filings - Duplicate Filing Requirement

#### General

All documents that are required to be filed under the filing type named "Take-over Bid Filings" must be filed under two separate cover pages, namely the cover page for "Take-over Bid Filings - Offeree" and the cover page for "Take-over Bid Filings-Offeror". This is required to ensure that the documents are recorded in the SEDAR Filings Database against both the offeree and the offeror. It is anticipated that this requirement will be eliminated when the next major revision to the SEDAR Filer Software is released. Only one set of CSA filing fees and SEDAR filing service charges is required in connection with these filings.

## Filings by Offeror

An 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 - Offeree" and the cover page for "Take-over Bid Filings - Offeror".

If a third party is required to file a press release 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 press release and attach the press release. The attached press release would then appear on the document list with the short description assigned by the filer.

When using the cover page for "Take-over Bid Filings - Offeree", the offeror must select the "List" feature on the cover page and view the "Issuer Name" field to obtain the name of the offeree (i.e. the target of the takeover bid). When using the cover page for "Take-over Bid Filings - Offeror", the offeror must select the "List" feature and view the "Issuer Name" field to obtain the name of the offeror. This process of dual filing will ensure that the filing is recorded both against the target issuer and the offeror issuer 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.

The filing of take-over bid documents in duplicate has the effect of creating two projects in the SEDAR system, one for the offeror and one for the offeree. A notice of change or variation in respect of the take-over bid and any supporting documents would also be filed twice, as part of each project.

## Filings by Directors or Officers of Offeree

### 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 two separate cover pages, namely the cover page for "Take-over Bid Filings - Offeree" and the cover page for "Take-over Bid Filings - Offeror". In both cases, 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 - Offeree", the filer must select the "List" feature on the cover page and view the "Issuer Name" field to obtain the name of the offeree. When using the cover page for "Take-over Bid Filings - Offeror", the filer must select the "List" feature and view the "Issuer Name" field to obtain the name of the offeror. This process of dual filing will ensure that the filing is recorded both against the target issuer and the offeror issuer in the SEDAR Filings Database.

The dual filing of a directors' circular creates two projects in the SEDAR system, one for the offeror and one for the offeree. A follow-up directors' circular, in response to a notice of change or variation filed in respect of the same take-over bid, would also be filed twice, as part of each project.

### 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, such filings shall 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 two separate cover pages, namely the cover page for "Take-over Bid Filings - Offeree" and the cover page for "Take-over Bid Filings - Offeror". In both cases, after selecting the appropriate 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 - Offeree", the filer must select the "List" feature on the cover page and view the "Issuer Name" field to obtain the name of the offeree. When using the cover page for "Take-over Bid Filings - Offeror", the filer must select the "List" feature and view the "Issuer Name" field to obtain the name of the offeror. This process of dual filing will ensure that the filing is recorded both against the target issuer and the offeror issuer in the SEDAR Filings Database.

The dual filing of an individual director's or officer's circular creates two projects in the SEDAR system, one for the offeror and one for the offeree. A follow-up circular of the same individual, in response to a notice of change or variation filed in respect of the same take-over bid, must also be filed twice, as part of each project.

### Official Document and CSA Filing Fees and SEDAR Filing Service Charges

The securities regulatory authorities will recognize the documents in the filing under the cover page for "Take-over Bid Filings - Offeree" as the official version of the documents. No CSA filing fees and SEDAR filing service charges are payable by the filer in connection with the filing made under the cover page for "Take-over Bid Filings - Offeror".

### 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 select the "List" feature on the cover page and view the "Issuer Name" field to obtain the name of the reporting issuer. 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.

### 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)" located in the "Third Party Filers" category and selecting either the filing subtype "Press Release" or "Early Warning Report", respectively. Although the news release and report are filed under separate filing subtypes, they must be filed as part of the same project.

A filer making this type of filing must select the "List" feature on the cover page and view the "Issuer Name" field to obtain the name of the reporting issuer. 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.

### 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 select the "List" feature on the cover page and view the "Issuer Name" field to obtain the name of the reporting issuer. 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.

### Special Transitional Procedures For Shelf Prospectuses and Other Filings

The phase-in schedule in Appendix B to the National Instrument provides, by way of a note to the schedule, that the requirement to commence making electronic filings on and after a particular phase-in date does not apply to documents that are being filed in support, or otherwise in furtherance, of a previous filing made in paper format. The footnote to the phase-in schedule indicates, by way of example, that a final prospectus filed on or after a particular phase-in date in respect of a preliminary prospectus filed in paper format prior to that date, must be filed in paper format as well.

This requirement must be applied on a similar basis to shelf prospectuses filed under National Policy Statement No. 44

and other filings that have continuing effectiveness. Accordingly, in the case of a shelf prospectus, despite the fact that the phase-in date for electronic filing of prospectuses has passed, if the shelf prospectus was filed prior to the particular phase-in date in paper format, any supplement, amendment or other document filed in furtherance of the shelf prospectus must also be filed in paper format.

## MANAGEMENT OF ELECTRONIC FILINGS AFTER TRANSMISSION AND CORRESPONDENCE USING SEDAR

### Introduction

#### General

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

After a filing has been transmitted electronically to the SEDAR server, the securities regulatory authorities which 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 securities regulatory authorities will then review the filing and download any documents that were attached to the cover page and that need to be reviewed by the securities regulatory authority.

#### Formal Correspondence

The securities regulatory authorities will use the SEDAR system to send correspondence to the filer who sent the electronic filing. Filers must respond to this correspondence by using the "Formal Correspondence" screen in the SEDAR Filer Software. Receipts for prospectuses and comment letters will be sent to filers by a securities regulatory authority using this screen. After a receipt of a comment letter, filers must send their response letters to the securities regulatory authority using the "Formal Correspondence" screen.

Existing practices with respect to making formal correspondence public will be maintained. Normally, formal correspondence can only be read by the filer or securities regulatory authority who sent it, the recipient and the other securities regulatory authorities who received the original filing unless the securities regulatory authority makes a formal correspondence document a publicly accessible document.

#### 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 securities regulatory authorities. 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. Users should be aware that, because E-mail does not relate to an existing project, it may be given a lower priority for response by a securities regulatory authority than formal correspondence.

SEDAR E-mail is described in Section 4.12(b).

#### Status Tracking

##### General

The SEDAR system allows the securities regulatory authorities to arrange for automatic downloading of some or all of the documents filed electronically via the SEDAR system. Alternatively, securities regulators may download electronic filings on a manual basis. A filing service subscriber that has submitted the electronic filing is able to monitor both the completion of the transmission to the SEDAR server as well as the downloading of the electronic filing by the securities regulatory authorities to which it has been directed. This is facilitated using a status tracking function which requires the electronic filer to access the SEDAR server for an updated status report.

A filer is also able to determine when its particular filing has been made accessible to the public by using the "Open Issuer Submission", "Open General Mutual Funds Submission", "Open Mutual Funds Submission" or "Open General Submission" screens in the "Filing Management" module of the SEDAR Filer Software, depending on the category of filer and category of filing, and by viewing the "Access" column on those screens.

Given the limited formatting requirements for electronic filings, the SEDAR system does not verify electronically that the filing conforms to the electronic formatting requirements set out in the National Instrument and the SEDAR Filer Manual. In addition, although the SEDAR electronic filing process requires a filing service subscriber to authorize payment of the requisite CSA filing fees at the time of transmission of an electronic filing, the SEDAR system does not verify that the amount of filing fees authorized for payment to any securities regulatory authorities is correct. As a result except for messages relating to transmission errors, the SEDAR system does not issue any electronic error messages or otherwise confirm compliance with electronic formatting requirements or payment of requisite filing fees.

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 securities regulatory authorities will not ordinarily respond orally or in writing to any inquiries as to whether an electronic filing has been received by the SEDAR server or downloaded by the securities regulatory authorities to which it has been addressed. Receipts and other confirmations of acceptance issued by the securities regulatory authorities in respect of electronic filings will generally be transmitted electronically to the SEDAR server and the filer must regularly use the "Refresh List" feature in the "Filing Management" module of the SEDAR Filer Software to ascertain the status of its filings.

In general, a filing service subscriber will be able to determine whether an electronic filing has been received by remaining connected and using the "Refresh List" feature or by reconnecting to the SEDAR server following transmission of an electronic filing and by monitoring its status using the status tracking function. This function provides confirmation that the electronic filing has been received by the securities regulatory authorities and, where appropriate, that the electronic filing has been accepted or that a receipt has been issued. A filer can open the submission and look at the access level of each of the documents that have been filed. As well, a filer may submit a database search request and retrieve the electronic filing to confirm that the documents submitted electronically were in fact properly transmitted and received by the SEDAR system.

#### (b) Status Details

A filing service subscriber can check the status of a project by using the "Filing Status" screen in the "Filing Management" module in the SEDAR Filer Software. To use the project status function, a filer must first either select the "Refresh List" feature on the "Filing Management" screen or pull down on the "File" menu bar and select "Refresh List". The "Refresh List" feature will update the "Filing Management" screen to reflect what is on the SEDAR server, including any recent actions taken by the applicable securities regulatory authorities. The filer should then select the relevant project on the "Filing Management" screen and then select the "Status Details" feature or pull down on the "View" menu and select "Status Details". The "Filing Status" screen will then appear.

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

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

Received by

Commission - The securities regulatory authority has successfully downloaded the filing.

Issued Preliminary

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

Sent Notice of Filing

(NPS 47) - The securities regulatory authority has sent a notice of acceptance for filing of a renewal annual information form under Section 5.2(1) of National Policy Statement No. 47 via formal correspondence.

Sent Notice of

Review (NPS 47) - The securities regulatory authority has sent a notice of review of a renewal annual information form under Section 5.2(6)(a) or (b) of National Policy Statement No. 47 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, Initial Annual Information Forms filed under National Policy Statement No. 47, amendments to prospectuses, rights offering circulars and applications.

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 jurisdiction in the case of National Policy Statement No. 1 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 non-principal jurisdictions in the case of National Policy Statement No. 1 filings) has sent the second comment letter in respect of a particular filing (such as a preliminary prospectus filing) via formal correspondence.

Note: All non-principal jurisdictions will send their initial comments as "Second Comment Letters".

Received Second

Response Letter - The securities regulatory authority has received the filer's second response letter via formal correspondence.

Sent Subsequent

Comment Letters - The securities regulatory authority has sent subsequent comment letters via formal correspondence.

Note: "Subsequent Comment Letter" will be used where the principal jurisdiction has more than one comment letter and where the non-principal jurisdictions have more than one comment letter.

Received Subsequent

Response Letters - The securities regulatory authority has received subsequent response letters from the filer 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 not yet clear for the issuance of a final receipt 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.

Issued Final

Receipt - The securities regulatory authority has issued a final receipt 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 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 sent via formal correspondence.

Sent Refusal Letter - The securities regulatory authority has sent a refusal letter 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 that are filed in connection with a prospectus.)

Issued Exemption

Order - The securities regulatory authority has issued an exemption order via formal correspondence.

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 jurisdiction, then the principal jurisdiction's latest status will be indicated as the "Current General Status" on the "Filing Status" screen in the "Filing Management" module of the SEDAR Filer Software.

Correspondence With The Securities Regulatory Authorities

Correspondence Within A Project - "Formal Correspondence"

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.

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 with a filer using the "Formal Correspondence" screen. Such correspondence will be accessible to all securities regulatory authorities to which the filing was submitted.

The securities regulatory authorities will be issuing formal correspondence using documents formatted in WordPerfect 5.1 or 5.2, the oldest of the accepted word processing software products. Filers who do not operate in a WordPerfect 5.1 or 5.2 format, but who do operate in another acceptable electronic format, should use their current word processing software product or a related viewer to view correspondence from securities regulatory authorities.

To send correspondence to a securities regulatory authority as part of an existing project, the filer must select the project on the "Filing Management" screen and then pull down on the "File" menu bar, select "Add To A Filing" and then select "Formal Correspondence". The "Formal Correspondence" screen will then appear. The screen contains a list of recipients and a list of document types to be attached. The document types are:

**First Response Letter** - This document type is for the filer's response to the first comment letter received from a securities regulatory authority 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 securities regulatory authority 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 securities regulatory authority 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 securities regulatory authority within a project.

#### 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 (eg. "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 filer is required to file an attachment with a letter (eg. 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 (eg. "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.

#### 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:

**Preliminary Receipt** - a receipt for a preliminary prospectus;

Notice of Filing (NPS 47) - a notice of acceptance for filing of a renewal annual information form under Section 5.2(1) of National Policy Statement No. 47;

Notice of Review (NPS 47) - a notice of review of a renewal annual information form under Section 5.2(6)(a) or (b) of National Policy Statement No. 47;

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 jurisdiction in the case of a filing under National Policy Statement No.1);

Second Comment Letter - the second comment letter regarding a particular filing (such as a preliminary prospectus filing) from a securities regulatory authority (the non-principal jurisdictions in the case of a filing under National Policy Statement No. 1). All non-principal jurisdictions will send their initial comments as "Second Comment Letters";

Subsequent Comment Letter - subsequent comment letters regarding a particular filing (such as a preliminary prospectus filing) from a securities regulatory authority. "Subsequent Comment Letter" will be used where the principal jurisdiction has more than one comment letter and where the non-principal jurisdictions have more than one comment letter;

Final Receipt - a receipt for a final prospectus;

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

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);

Refusal Letter - a letter indicating that the securities regulatory authority has refused to receipt or accept the filing; and

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

#### Checking for Formal Correspondence from Securities Regulatory Authorities

To check for new formal correspondence from the securities regulatory authorities, a filer must either select the "Refresh List" on the "Filing Management" screen or pull down on the "File" menu bar and select "Refresh List". The "Refresh List" feature will update the "Filing Management" screen to reflect what is on the SEDAR server, including any new formal correspondence submitted by the securities regulatory authorities. The new formal correspondence (eg. "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 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)".

#### Correspondence outside a Project

If no project exists and no document needs to be electronically submitted, a filer may correspond informally with a securities regulatory authority by using E-mail. Limitations on E-mail with securities regulatory authorities are discussed in Section 10.1(c).

## 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 that a prospectus only have to include three years of historical financial statements (rather than the five years required in most jurisdictions) 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 (eg., a request to have a listing statement in a preliminary prospectus) are more properly the subject of an application or request for exemptive relief in respect of a prospectus (discussed in Section 9.8).

## 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 word processing 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.

## 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 Commission des valeurs mobilières du Québec.

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 securities regulatory authority.

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 the certificate of authentication to the Commission des valeurs mobilières du Québec.

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.

## 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 word processing products 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;

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 or securities directions, as applicable;

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 SEDAR filing service charges to CDS;

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

electronic filing - 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;

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;

filers - electronic filers and filing agents and their respective representatives;

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

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

filing service 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,

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

the majority of the senior officers or directors of the issuer are citizens or residents of Canada, or

assets of the issuer representing more than 50 percent of the total of all assets of the issuer are located in Canada, or

the business of the issuer is administered principally in Canada; or

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;

foreign jurisdiction - a country other than Canada or a political subdivision of a country other than Canada;

formal correspondence - correspondence between a filer and a securities regulatory authority 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 in a number of jurisdictions;

informal correspondence - correspondence between a filer and a securities regulatory authority using E-mail;

jurisdiction - a province or territory of Canada except when used in the term foreign jurisdiction;

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;

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

local jurisdiction - means the jurisdiction in which the securities regulatory authority adopting or making the National Instrument is situated;

Manual - the SEDAR Filer Manual;

modem - a device which sends and receives data from one computer to another via telephone lines;

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 two 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 National Policy Statement No. 36 or that otherwise file one prospectus;

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

NPS - a national policy statement, including any successor national instrument or national policy;

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;

phase-in date - the date specified in Appendix B to the National Instrument on and after which an electronic filer in a specified category is required or permitted to file specified documents in electronic format through SEDAR;

POP issuer - an issuer that participates in the Prompt Offering Qualification System and files an annual information form pursuant to National Policy Statement No. 47;

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

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 new filing;

regulator - for a local jurisdiction, a person referred to opposite the name of the local jurisdiction in Appendix C to the National Instrument;

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;

securities directions - for the local jurisdiction, the instruments listed in Appendix D to the National Instrument opposite the name of the local jurisdiction;

securities legislation - for the local jurisdiction, the statute and other instruments listed in Appendix E to the National Instrument opposite the name of the local jurisdiction;

securities regulatory authority - for the local jurisdiction, the securities commission or similar regulatory authority listed in Appendix F to the National Instrument opposite the name of the local jurisdiction;

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 - 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 under section 4.1;

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 to provide services in respect of electronic filings;

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

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

subscriber - a filing service subscriber;

subscriber ID - an ID which identifies the person or company that has entered into the SEDAR uniform subscriber's agreement and that is responsible for payment of all service charges incurred by its users;

submission number - the number which identifies each filing made within the same project;

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 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

#### Other Terms

EDI - Electronic Data Interchange

LPS - Local Policy Statement

NPS - National Policy Statement

PDF - Portable Document Format

#### Appendix B: Categories and Types of Electronic Filings

##### Part I: Categories of Filings, Filing Types and Filing Subtypes

###### Category of Filer Categories of Filings Filing Types/ Filing Subtypes

Mutual Fund Issuers Securities Offerings 1. Simplified Prospectus and Annual Information Form (NPS36)



- Preliminary Simplified Prospectus and AIF
- Pro Forma Simplified Prospectus and AIF
- Amendment to Preliminary Simplified Prospectus and AIF
- Final Simplified Prospectus and AIF
- Amendment to Final Simplified Prospectus and AIF

## 2. Long Form Prospectus

- Preliminary Long Form Prospectus
- Pro Forma Long Form Prospectus
- Amendment to Preliminary Long Form Prospectus
- Final Long Form Prospectus
- Amendment to Final Long Form Prospectus

## 3. Other Filings

Continuous 1. Material Change Filings

Disclosure 2. Press Releases

3. Interim Financial Statements

4. Annual Financial Statements

5. Annual Report

6. Management Proxy Materials

7. Compliance Reports (NP 39)

8. Change of Auditor Filings (NPS 31)

9. Change in Year End Filings (NPS 51)

10. Other Filings

Exemptions and 1. Applications (NPS 39)

Other Applications 2. Exemptions and Other Applications - in connection with a Prospectus Filing

Category of Filer Categories of Filings Filing Types/ Filing Subtypes

Other Issuers Securities Offerings General Filings

1 Annual Information Form (NPS 47)

- Initial AIF
- Renewal AIF
- Revised AIF

## 2 Short Form Prospectus (NPS 47)

- Preliminary Short Form Prospectus
- Amendment to Preliminary Short Form Prospectus
- Final Short Form Prospectus
- Amendment to Final Short Form Prospectus
- Supplemented Short Form PREP Prospectus (NPS 44)

## 3 Short Form Prospectus-Shelf (NPS 44)

- Preliminary Short Form Prospectus - Shelf
- Amendment to Preliminary Short Form Prospectus - Shelf
- Final Short Form Prospectus - Shelf
- Amendment to Final Short Form Prospectus - Shelf
- Prospectus Supplement

## 4 Prospectus - MJDS (NPS 45)

- Preliminary Prospectus
- Amendment to Preliminary Prospectus
- Final Prospectus
- Amendment to Final Prospectus
- Prospectus Supplement

## 5 Long Form Prospectus

- Preliminary Long Form Prospectus
- Pro Forma Long Form Prospectus
- Amendment to Preliminary Long Form Prospectus
- Final Long Form Prospectus

- Amendment to Final Long Form Prospectus
- Supplemented Long Form PREP Prospectus (NPS 44)

## 6 Rights Offering Material

- Initial Filing
- Final Filing

## 7 Other Filings

### British Columbia Filings:

#### 1 Prospectus (BC LPS 3-02 - No Summary Prospectus)

- Preliminary Prospectus
- Amendment to Preliminary Prospectus
- Final Prospectus
- Amendment to Final Prospectus
- Certificate and Undertaking

#### 2 Prospectus (BC LPS 3-02

- Summary Prospectus System)
- Preliminary Prospectus
- Amendment to Preliminary Prospectus
- Final Prospectus
- Amendment to Final Prospectus
- Certificate and Undertaking

#### 3 Exchange Offering Prospectus (BC LPS 3-02- No Summary Prospectus)

- Preliminary Exchange Offering Prospectus
- Amendment to Preliminary Exchange Offering Prospectus
- Final Exchange Offering Prospectus
- Amendment to Final Exchange Offering Prospectus - Certificate and Undertaking

#### 4 Exchange Offering Prospectus (BC LPS 3-02-Summary Prospectus System)

- Preliminary Exchange Offering Prospectus

- Amendment to Preliminary Exchange Offering Prospectus
- Final Exchange Offering Prospectus
- Amendment to Final Exchange Offering Prospectus
- Certificate and Undertaking

5 Rights Offering (BC LPS 3-05)

- Initial Filing
- Final Filing

Category of Filer Categories of Filings Filing Types/Filing Subtypes

Other Issuers Securities Offerings Quebec Filings:

1. Prospectus -Distribution outside Quebec (QC sec. 12 Act)
2. Exchange of Securities - Merger or Reorganization (QC sec. 50 Act)

Continuous General Filings:

Disclosure 1. Material Change Filings

2. Press Releases
3. Interim Financial Statements
4. Annual Financial Statements
5. Annual Report
6. Annual Information Form (Non-POP Issuers)
7. MD&A
8. Annual Filing
9. Management Proxy Materials
10. Finance Company Filings
11. Change of Auditor Filings (NPS 31)
12. Report of Producer (NPS 33)
13. Future-Oriented Financial Information ("FOFI") Filings (NPS 48)
14. Change in Year End Filings (NPS 51)
15. Other Filings

## Ontario Filings:

1. Labour Sponsored Investment Fund Corporation Filings
2. Junior Natural Resource Issuer Filings

## Exemptions and General Filings:

Other Applications 1. Exemptions and Other Applications - in connection with a Prospectus Filing

## British Columbia filings:

1. Reactivation Application (BC LPS 3-35)

Going Private/ 1. Going Private Transaction Filings

Related Party 2. Related Party Transaction Filings

Transactions 3. Other Filings

Securities 1. Formal Issuer Bid Filings

Acquisitions - Issuer Bid Circular

- Notice of Change or Variation

2. Exempt Issuer Bid Filings

3. Other Filings

Category of Filer Categories of Filings Filing Types/Filing Subtypes

Third Party Filers 1. Take-over Bid Filings - Offeree

- Take-over Bid Circular

- Directors' Circular

- Director's or Officer's Circular (Individual)

- Notice of Change or Variation

2. Take-over Bid Filings - Offeror

- Take-over Bid Circular

- Directors' Circular

- Director's or Officer's Circular (Individual)

- Notice of Change or Variation

3. Exempt Take-over Bid Filings

#### 4. Securities Acquisition Filings (Early Warning)

- Press Release

- Early Warning Report

#### 5. Proxy Solicitation Materials

### Part II: Filing Subtypes and Document Types

Category of Filer: MUTUAL FUND ISSUERS

Category of Filing: SECURITIES OFFERINGS

Filing Type: SIMPLIFIED PROSPECTUS AND ANNUAL INFORMATION FORM (NPS-36)

Filing Subtype: Preliminary

Document Types: Cover letter

Preliminary simplified prospectus - English

Preliminary simplified prospectus - French

Preliminary annual information form - English

Preliminary annual information form - 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

Auditors' consent letter

Resolutions approving offering documents and financial statements

Statement of investment restrictions and practices - English

Statement of investment restrictions and practices - French

Memorandum re deviations from NPS 39

Cross-reference sheet - preliminary simplified prospectus

Cross-reference sheet - preliminary annual information form

Copy or draft of declaration of trust

Copy or draft of management agreement

Copy or draft of portfolio advisory agreement

Copy or draft of custodianship agreement

Copy or draft of sub-custodianship agreement

Copy or draft of other material contracts

Notice/consent forms under FOI legislation (ON)

Personal information (AB)

Copy or draft of "green sheet" (ON, QC)

Other

Filing Type: SIMPLIFIED PROSPECTUS AND ANNUAL INFORMATION FORM (NPS-36) (continued)

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

NPS 30 certificate - English

NPS 30 certificate - 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

Statement of investment restrictions and practices - English

Statement of investment restrictions and practices - French

Memorandum re deviations from NPS 39

Cross-reference sheet - pro forma simplified prospectus

Cross-reference sheet - pro forma annual information form

Compliance report - section 7.01(4) (NPS 39)

Copy or draft of declaration of trust

Copy or draft of management agreement

Copy or draft of portfolio advisory agreement

Copy or draft of custodianship agreement

Copy or draft of sub-custodianship agreement

Copy or draft of other material contracts

Notice/consent forms under FOI legislation (ON)

Copy or draft of "green sheet" (ON, QC)

Certificate/notice(s) re proceeds of distribution

Other

Filing Subtype: Amendment to Preliminary

Document Types: Cover letter

Amendment to (or amended) preliminary simplified prospectus - English

Amendment to (or amended) preliminary simplified prospectus - French

Amendment to (or amended) preliminary annual information form - English

Amendment to (or amended) preliminary annual information form - 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

Other

Filing Type: SIMPLIFIED PROSPECTUS AND ANNUAL INFORMATION FORM (NPS-36) (continued)

Filing Subtype: Final



Document Types: Cover letter

Final simplified prospectus - English

Final simplified prospectus - French

Final annual information form - English

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)

Resolutions approving offering documents and financial statements

Cross-reference sheet - final simplified prospectus

Cross-reference sheet - final annual information form

Compliance report - section 7.01(4) (NPS 39)

Copy of declaration of trust

Copy of management agreement

Copy of portfolio advisory agreement

Copy of custodianship agreement

Copy of sub-custodianship agreement

Copy of other material contracts

Undertaking to deliver permanent information record

Copy or draft of "green sheet" (ON, QC)

Certificate/notice(s) re proceeds of distribution

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

Amendment to (or amended) final annual information form - English

Amendment to (or 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)

Certified resolutions approving offering documents

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

Auditors' consent letter

Resolutions approving preliminary prospectus and financial statements

Statement of investment restrictions and practices - English

Statement of investment restrictions and practices - French

Memorandum re deviations from NPS 39

Cross-reference sheet

Copy or draft of declaration of trust

Copy or draft of management agreement

Copy or draft of portfolio advisory agreement

Copy or draft of custodianship agreement

Copy or draft of sub-custodianship agreement

Copy or draft of other material contracts

Copies of appraisal reports and certificates of qualification

Notice/consent forms under FOI legislation (ON)

Personal information (AB)

Copy or draft of "green sheet" (ON, 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

NPS 30 certificate - English

NPS 30 certificate - French

Memorandum re deviations from NPS 39

Cross-reference sheet

Compliance report - section 7.01(4) (NPS 39)

Copy or draft of declaration of trust

Copy or draft of management agreement

Copy or draft of portfolio advisory agreement

Copy or draft of custodianship agreement

Copy or draft of sub-custodianship agreement

Copy or draft of other material contracts

Copies of appraisal reports and certificates of qualification

Notice/consent forms under FOI legislation (ON)

Copy or draft of "green sheet" (ON, QC)

Certificate/notice(s) re proceeds of distribution

Other

Filing Type: LONG FORM PROSPECTUS (continued)

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

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

Other

Filing Subtype: Final

Document Types: Cover letter

Final long form prospectus - English

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)

Resolutions approving final prospectus and financial statements

Cross-reference sheet

Compliance report - section 7.01(4) (NPS 39)

Copy of declaration of trust

Copy of management agreement

Copy of portfolio advisory agreement

Copy of custodianship agreement

Copy of sub-custodianship agreement

Copy of other material contracts

Copy or draft of "green sheet" (ON, QC)

Certificate/notice(s) re proceeds of distribution

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

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

Other

Filing Type: OTHER FILINGS

Document Types: Other

Filing Type: MATERIAL CHANGE FILINGS

Document Types: Cover letter

Material change report - English

Material change report - French

Other

Filing Type: PRESS RELEASES

Document Types: Cover letter

Press release - English

Press release - French

Other

Filing Type: INTERIM FINANCIAL STATEMENTS

Document Types: Cover letter

Interim financial statements - English

Interim financial statements - French

Confirmation of mailing

Certified statement of portfolio transactions - English

Certified statement of portfolio transactions - French

Certificate regarding statement of portfolio transactions

Other

Filing Type: ANNUAL FINANCIAL STATEMENTS

Document Types: Cover Letter

Audited annual financial statements - English

Audited annual financial statements - French

Confirmation of mailing

Certified annual statement of portfolio transactions - English

Certified annual statement of portfolio transactions - French

Certificate regarding statement of portfolio transactions

Other

Filing Type: ANNUAL REPORT

Document Types: Cover letter

Annual report - English

Annual report - French

Confirmation of mailing

Other

Filing Type: MANAGEMENT PROXY MATERIALS

Document Types: Cover letter

Notice of the meeting and record date - English

Notice of the meeting and record date - French

Notice of meeting - English

Notice of meeting - French

Management proxy circular/information circular - English

Management proxy circular/information circular - French

Form of proxy - English

Form of proxy - French

Certificate re dissemination

Other

Filing Type: COMPLIANCE REPORTS (NPS 39)

Document Types: Cover letter

Compliance report(s) - sections 11.08 and 12.04

Auditors' letter(s) - sections 11.08 and 12.04

Other

Filing Type: CHANGE OF AUDITOR FILINGS (NPS 31)

Document Types: Cover letter

Notice

Letter from former auditor

Letter from successor auditor

Confirmation re review by audit committee or board of directors

Letter from auditor if NPS 31 not complied with

Other

Filing Type: CHANGE IN YEAR END FILINGS (NPS 51)

Document Types: Cover letter

Notice

Supplement to the notice

Other

Filing Type: OTHER FILINGS

Document Type: Other

Filing Type: APPLICATIONS (NPS 39)

Document Types: Cover letter

Application letter

Exhibits and other supporting material

Statement of verification

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

Filing Type: ANNUAL INFORMATION FORM (NPS 47)

Filing Subtype: Initial Annual Information Form

Document Types: Cover letter

Annual information form - English

Annual information form - French

M D & A - English

M D & A - French

Documents incorporated by reference - English

Documents incorporated by reference - French

Resolutions approving initial annual information form

Certificate of POP eligibility

Notice of intention to file preliminary prospectus (QC)



Annual report on Form 10-K - English

Annual report on Form 10-K - French

Annual report on Form 20-F - English

Annual report on Form 20-F - French

Cross-reference document

Undertaking to provide disclosure documents

Other

Filing Subtype: Renewal Annual Information Form

Document Types: Cover letter

Annual information form - English

Annual information form - French

M D & A - English

M D & A - French

Resolutions approving renewal annual information form

Certificate of POP eligibility

Annual report on Form 10-K - English

Annual report on Form 10-K - French

Annual report on Form 20-F - English

Annual report on Form 20-F- French

Cross-reference document

Undertaking to provide disclosure documents

Other

Filing Subtype: Revised Annual Information Form

Document Types: Cover letter

Revised annual information form - English

Revised annual information form - French

Revised M D & A - English

Revised M D & A - French

Other

Filing Type: SHORT FORM PROSPECTUS (NPS 47)

Filing Subtype: Preliminary

Document Types: Cover letter

Preliminary short form prospectus - English

Preliminary short form prospectus - French

Resolutions approving preliminary prospectus and financial statements

Asset and earnings coverage calculations

Submission to jurisdiction and appointment of agent (BC, ON)

Technical reports and certificates of qualification (QC)

Copy or draft of "green sheet" (ON, QC)

Other

Filing Subtype: Amendment to Preliminary

Document Types: Cover letter

Amendment to (or amended) preliminary short form prospectus - English

Amendment to (or amended) preliminary short form prospectus - French

Auditors' negative assurance letter

Auditors' consent letter

Consent letter of issuer's legal counsel

Consent letter of underwriter' legal counsel

Consent letter(s) of other legal counsel

Consent letter(s) of other expert(s)

Certified resolutions approving offering documents

Other

Filing Subtype: Final

Document Types: Cover letter

Final short form prospectus - English

Final short form 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)

Resolutions approving final prospectus and financial statements

Underwriters' certificate

Copy of underwriting or agency agreement

Copies of other material contract(s)

Form IV (NF)

Evidence of approvals from other regulatory authorities (AB, ON)

Undertaking re breakdown of sales and payment of fees (BC)

Certificate/notice(s) re proceeds of distribution

Other

Filing Type: SHORT FORM PROSPECTUS (NPS 47) (continued)

Filing Subtype: Amendment to Final

Document Types: Cover letter

Amendment to (or amended) final short form prospectus - English

Amendment to (or amended) final short form 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

Other

Filing Subtype: Supplemented Short Form PREP Prospectus (NPS 44)

Document Types: Cover letter

Supplemented short form PREP prospectus - English

Supplemented short form PREP 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)

Resolutions approving supplemented PREP prospectus

Underwriters' certificate

Copy of underwriting or agency agreement

Copy or draft of "green sheet" (ON, QC)

Other

Filing Type: SHORT FORM PROSPECTUS - SHELF (NPS 44)

Filing Subtype: Preliminary

Document Types: Cover letter

Preliminary short form prospectus - English

Preliminary short form prospectus - French

Resolutions approving preliminary prospectus and financial statements

Asset and earnings coverage calculations

Dilution calculation

Submission to jurisdiction and appointment of agent (BC, ON)

Technical reports and certificates of qualification (QC)

Copy or draft of "green sheet" (ON, QC)

Other

Filing Type: SHORT FORM PROSPECTUS - SHELF (NPS 44) (continued)

Filing Subtype: Amendment to Preliminary

Document Types: Cover letter

Amendment to (or amended) preliminary short form prospectus - English

Amendment to (or amended) preliminary short form 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

Other

Filing Subtype: Final

Document Types: Cover letter

Final short form prospectus - English

Final short form 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)

Resolutions approving final prospectus and financial statements

Underwriters' certificate

Copy of underwriting or agency agreement

Copies of other material contract(s)

Form IV (NF)

Evidence of approvals from other regulatory authorities (AB, ON)

Undertaking re breakdown of sales and payment of fees (BC)

Certificate/notices(s) re proceeds of distribution

Other

Filing Subtype: Amendment to Final

Document Types: Cover letter

Amendment to (or amended) final short form prospectus - English

Amendment to (or amended) final short form 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

Other

Filing Type: SHORT FORM PROSPECTUS - SHELF (NPS 44) (continued)

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)

Certified resolutions approving supplement

Underwriters' certificate

Copy of underwriting or agency agreement

Copies of other material contract(s)

Undertaking re breakdown of sales and payment of fees (BC)

Copy or draft of "green sheet" (ON, QC)

Other

Filing Type: PROSPECTUS - MJDS (NPS 45)

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

Submission to jurisdiction and appointment of agent

Technical reports and certificates of qualification (QC)

Copy or draft of "green sheet" (ON, QC)

Other

Filing Type: PROSPECTUS - MJDS (NPS 45) (continued)

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

Powers of attorney

Other

Filing Subtype: Final

Document Types: Cover letter

Final prospectus - English

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

Powers of attorney

Underwriters' certificate



Certificate re effective use of U.S. registration statement

Copy of underwriting or agency agreement

Copies of other material contract(s)

Undertaking re breakdown of sales and payment of fees (BC)

Undertaking to pay fee (NS)

Certificate/notice(s) re proceeds of distribution

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

Powers of attorney

Other

Filing Type: PROSPECTUS - MJDS (NPS 45) (continued)

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

Powers of attorney

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

Auditors' consent letter

Resolutions approving preliminary prospectus and financial statements

Asset and earnings coverage calculations

Dilution calculation

Cross-reference sheet

Draft escrow agreement

Technical reports and certificates of qualification

Notice/consent forms under FOI legislation (ON)

Personal information (AB)

Submission to jurisdiction and appointment of agent (BC, ON)

Risk disclosure statement - English (ON)

Risk disclosure statement - French (ON)

Form 4 (QC)

Copy or draft of "green sheet" (ON, 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

NPS 30 certificate - English

NPS 30 certificate - French

Filing Type: LONG FORM PROSPECTUS (continued)

(continued)

Document Types: Asset and earnings coverage calculations

Dilution calculation

Cross-reference sheet

Technical reports and certificates of qualification

Notice/consent forms under FOI legislation (ON)

Risk disclosure statement - English (ON)

Risk disclosure statement - French (ON)

Copy or draft of "green sheet" (ON, QC)

Certificate/notice(s) re proceeds of distribution

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

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

Other

Filing Subtype: Final

Document Types: Cover letter

Final long form prospectus - English

Final long form 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)

Resolutions approving final prospectus and financial statements

Cross-reference sheet

Underwriters' certificate

Copy of underwriting or agency agreement

Copy of escrow agreement

Copies of other material contract(s)

Evidence of approvals from other regulatory authorities (AB, ON)

Risk disclosure statement - English (ON)

Filing Type: LONG FORM PROSPECTUS (continued)

(continued)

Document Types: Risk disclosure statement - French (ON)

Ruling on QSSP eligibility (QC)

Undertaking re breakdown of sales and payment of fees (BC)

Certificate/notice(s) re proceeds of distribution

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

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

Other

Filing Subtype: Supplemented Long Form PREP Prospectus (NPS 44)

Document Types: Cover letter

Supplemented long form PREP prospectus - English

Supplemented long form PREP 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)

Resolutions approving supplemented PREP prospectus

Underwriters' certificate

Copy of underwriting or agency agreement

Undertaking re breakdown of sales and payment of fees (BC)

Copy or draft of "green sheet" (ON, QC)

Other

Filing Type: RIGHTS OFFERING MATERIAL

Filing Subtype: Initial Filing

Document Types: Cover letter

Rights offering circular - English

Rights offering circular - French

Notice of last annual meeting of shareholders

Copy of minutes of last annual meeting of shareholders

Filing Type: RIGHTS OFFERING MATERIAL (continued)

(continued)

Document Types: Copy of last annual report - English

Copy of last annual report - French

Summary of any changes in directors and officers since last AGM

Summary of any changes in control

Statement of officer re no material changes

Certificate re exempt rights offering (AB)

Copy of 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: PROSPECTUS (BC LPS 3-02 - NO SUMMARY PROSPECTUS)

Filing Subtype: Preliminary

Document Types: Cover letter

Preliminary prospectus

Cross-reference sheet

Financial statements

Future-oriented financial information

Audited statement of costs

Auditor's comfort letter

Directors' resolutions

Consultant's/specialist's certificate (Section 6.5 of LPS 3-17)

Engineering report and certificate of qualification

Valuation or appraisal opinion/report

Confirmation of status or good standing

Title opinion

Patent and trademark opinion

Material contracts

Statutory declaration

Securityholders list

Escrow agreement

Pooling agreement

Letter from trust company

Underwriting or agency agreement

Schedule of calculations

Confirmation of name reservation

Pre-listing review letter

Other

Filing Subtype: Amendment to Preliminary

Document Types: Cover letter

Amendment to (or amended) preliminary prospectus

Auditor's consent letter

Auditor's comfort letter

Directors' resolutions

Consent of author to use of report

Consent of other professional person (named)

Material contracts

Statutory declaration

Underwriting or agency agreement

Other

Filing Type: PROSPECTUS (BC LPS 3-02 - NO SUMMARY PROSPECTUS) (continued)

Filing Subtype: Final

Document Types: Cover letter

Final prospectus

Cross-reference sheet

Underwriter's undertaking (Section 4.1 of LPS 3-17)

Financial statements

Future-oriented financial information

Audited statement of costs

Auditor's consent letter

Directors' resolutions

Engineering report and certificate of qualification



Valuation or appraisal opinion/report

Consent of author to use of report

Consent of other professional person (named)

Solicitor's certificate (LPS-3-41)

Estimate of proceeds and undertaking to pay fees

Underwriting or agency agreement

Other

Filing Subtype: Amendment to Final

Document Types: Cover letter

Amendment to (or amended) prospectus

Financial Statements

Auditor's consent letter

Directors' resolutions

Consent of author to use of report

Consent of other professional person (named)

Material contracts

Statutory declaration

Underwriting or agency agreement

Other

Filing Subtype: Certificate and Undertaking

Document Type: Underwriter's certificate and undertaking (Section 4.3 of LPS 3-17)

Filing Type: PROSPECTUS (BC LPS 3-02 - SUMMARY PROSPECTUS SYSTEM)

Filing Subtype: Preliminary

Document Types: Cover letter

Preliminary summary prospectus

Preliminary base disclosure document

Cross-reference sheet

Financial statements

Future-oriented financial information

Audited statement of costs

Auditor's comfort letter

Directors' resolutions

Consultant's/specialist's certificate (Section 6.5 of LPS 3-17)

Solicitor's certificate (Section 11.4 of LPS 3-02)

Engineering report and certificate of qualification

Valuation or appraisal opinion/report

Confirmation of status or good standing

Title opinion

Patent and trademark opinion

Material contracts

Statutory declaration

Securityholders list

Escrow Agreement

Pooling Agreement

Letter from trust company

Underwriting or agency agreement

Schedule of calculations

Confirmation of name reservation

Pre-listing review letter

Company's undertaking re delivery (Section 11.5 of LPS 3-02)

Other

Filing Subtype: Amendment to Preliminary

Document Types: Cover letter

Amendment to (or amended) preliminary summary prospectus

Amendment to (or amended) preliminary base disclosure document

Auditor's consent letter

Auditor's comfort letter

Directors' resolutions

Consent of author to use of report

Consent of other professional person (named)

Solicitor's certificate (Section 11.4 of LPS 3-02)

Material contracts

Statutory declaration

Underwriting or agency agreement

Company's undertaking re delivery (Section 11.5 of LPS 3-02)

Other

Filing Type: PROSPECTUS (BC LPS 3-02 - SUMMARY PROSPECTUS SYSTEM) (continued)

Filing Subtype: Final

Document Types: Cover letter

Final summary prospectus

Final base disclosure document

Cross-reference sheet

Underwriter's undertaking (Section 4.1 of LPS 3-17)

Financial statements

Future-oriented financial information

Audited statement of costs

Auditor's consent letter

Directors' resolutions

Engineering report and certificate of qualification

Valuation or appraisal opinion/report

Consent of author to use of report

Consent of other professional person (named)

Solicitor's certificate (LPS 3-41)

Estimate of proceeds and undertaking to pay fees

Underwriting or agency agreement

Solicitor's certificate (Section 11.4 of LPS 3-02)

Company's undertaking re delivery (Section 11.5 of LPS 3-02)

Other

Filing Subtype: Amendment to Final

Document Types: Cover letter

Amendment to (or amended) summary prospectus

Amendment to (or amended) base disclosure document

Financial statements

Auditor's consent letter

Directors' resolutions

Consent of author to use of report

Consent of other professional person (named)

Material contracts

Statutory declaration

Underwriting or agency agreement

Solicitor's certificate (Section 11.4 of LPS 3-02)

Company's undertaking re delivery (Section 11.5 of LPS 3-02)

Other

Filing Subtype: Certificate and Undertaking

Document Type: Underwriter's certificate and undertaking (Section 4.3 of LPS 3-17)

Filing Type: EXCHANGE OFFERING PROSPECTUS

(BC LPS 3-02 - NO SUMMARY PROSPECTUS)

Filing Subtype: Preliminary

Document Types: Cover letter

Preliminary exchange offering prospectus

Cross-reference sheet

Financial statements

Future-oriented financial information

Audited statement of costs

Auditor's comfort letter

Directors' resolutions

Consultant's/specialist's certificate (Section 6.5 of LPS 3-17)

Engineering report and certificate of qualification

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 exchange offering prospectus

Auditor's consent letter

Auditor's comfort letter

Directors' resolutions

Consent of author to use of report

Consent of other professional person (named)

Material contracts

Statutory declaration

Underwriting or agency agreement

Other

Filing Type: EXCHANGE OFFERING PROSPECTUS

(BC LPS 3-02 - NO SUMMARY PROSPECTUS) (continued)

Filing Subtype: Final

Document Types: Cover letter

Final exchange offering prospectus

Cross-reference sheet

Underwriter's undertaking (Section 4.1 of LPS 3-17)

Financial statements

Future-oriented financial information

Audited statement of costs

Auditor's consent letter

Directors' resolution

Engineering report and certificate of qualification

Valuation or appraisal opinion/report

Consent of author to use of report

Consent of other professional person (named)

Underwriting or agency agreement

Estimate of proceeds and undertaking to pay fees

Other

Filing Subtype: Amendment to Final

Document Types: Cover letter

Amendment to (or amended) exchange offering prospectus

Auditor's consent letter

Directors' resolutions

Consent of author to use of report

Consent of other professional person (named)

Material contracts

Statutory declaration

Underwriting or agency agreement

Other

Filing Subtype: Certificate and Undertaking

Document Type: Underwriter's certificate and undertaking (Section 4.3 of LPS 3-17)

Filing Type: EXCHANGE OFFERING PROSPECTUS

(BC LPS 3-02 - SUMMARY PROSPECTUS SYSTEM)

Filing Subtype: Preliminary

Document Type: Cover letter

Preliminary summary exchange offering prospectus

Preliminary base disclosure document

Cross-reference sheet

Financial statements

Future-oriented financial information

Audited statement of costs

Auditor's comfort letter

Directors' resolutions

Consultant's/specialist's certificate (Section 6.5 of LPS 3-17)

Solicitor's certificate (Section 11.4 of LPS 3-02)

Engineering report and certificate of qualification

Valuation or appraisal opinion/report

Material contracts

Statutory declaration

Escrow agreement

Underwriting or agency agreement

Company's undertaking re delivery (Section 11.5 of LPS 3-02)

Other

Filing Subtype: Amendment to Preliminary

Document Types: Cover letter

Amendment to (or amended) preliminary summary exchange offering

Amendment to (or amended) preliminary base disclosure document

Auditor's consent letter

Auditor's comfort letter

Directors' resolutions

Consent of author to use of report

Consent of other professional person (named)

Solicitor's certificate (Section 11.4 of LPS 3-02)

Material contracts

Statutory declaration

Underwriting or agency agreement

Other

Filing Type: EXCHANGE OFFERING PROSPECTUS

(BC LPS 3-02 - SUMMARY PROSPECTUS SYSTEM) (continued)

Filing Subtype: Final

Document Types: Cover letter

Final summary exchange offering prospectus

Final base disclosure document

Cross-reference sheet

Underwriters undertaking (Section 4.1 of LPS 3-17)

Financial statements

Future-oriented financial information

Audited statement of costs

Auditor's consent letter



Directors' resolutions

Engineering report and certificate of qualification

Valuation or appraisal opinion/report

Consent of author to use of report

Consent of other professional person (named)

Underwriting or agency agreement

Solicitor's certificate (Section 11.4 or LPS 3-02)

Company's undertaking re delivery (Section 11.5 of LPS 3-02)

Estimate of proceeds and undertaking to pay fees

Other

Filing Subtype: Amendment to Final

Document Types: Cover letter

Amendment to (or amended) summary exchange offering prospectus

Amendment to (or amended) base disclosure document

Auditor's consent letter

Directors' resolutions

Consent of author to use of report

Consent of other professional person (named)

Material contracts

Statutory declaration

Underwriting or agency agreement

Solicitor's certificate (Section 11.4 of LPS 3-02)

Company's undertaking re delivery (Section 11.5 of LPS 3-02)

Other

Filing Subtype: Certificate and Undertaking

Document Type: Underwriter's certificate and undertaking (Section 4.3 of LPS 3-17)

Filing Type: RIGHTS OFFERING (BC LPS 3-05)

Filing Subtype: Initial Filing

Document Types: Cover Letter

Rights Offering Memorandum

Notice to the Superintendent

Request for exclusion from LPS 3-05

Most recent annual report and information circular

Most recent financial statements

Minutes of most recent AGM and Extraordinary General Meeting

Evidence of ability to carry out guarantee

Engineering Report

Statement re no material changes since date of last audited financial statements

Statement re no undisclosed material transactions under negotiation

Subscription form where principal trading area is B.C.

Other

Filing Subtype: Final Filing

Document Types: Cover letter

Rights Offering Memorandum

Statement re no material changes since date of last audited financial statements

Statement re no undisclosed material transactions under negotiation

Subscription form where principal trading area is B.C.

Other

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 report

Previous valuation report

Other

Filing Type: MATERIAL CHANGE FILINGS

Document Types: Cover letter

Material change report - English

Material change report - French

Other

Filing Type: PRESS RELEASES

Document Types: Cover letter

Press release - English

Press release - French

Other

Filing Type: INTERIM FINANCIAL STATEMENTS

Document Types: Cover letter

Interim financial statements - English

Interim financial statements - French

Confirmation of mailing

Form 61 (BC)

Other

Filing Type: ANNUAL FINANCIAL STATEMENTS

Document Types: Cover letter

Audited annual financial statements - English

Audited annual financial statements - French

Confirmation of mailing

Form 61 (BC)

Report on number and value of securities distributed in Quebec (QC)

Other

Filing Type: ANNUAL REPORT

Document Types: Cover letter

Annual report - English

Annual report - French

Confirmation of mailing

Other

Filing Type: ANNUAL INFORMATION FORM (NON-POP ISSUERS)

Document Types: Cover letter

Annual information form - English

Annual information form - French

Other

Filing Type: M D & A

Document Types: Cover letter

MD & A - English

MD & A - French

Other

Filing Type: ANNUAL FILING

Document Types: Cover letter

Form (BC, AB, SK-Form 26, ON-Form 28, NS)

Other

Filing Type: MANAGEMENT PROXY MATERIALS

Document Types: Cover letter

Notice of the meeting and record date - English

Notice of the meeting and record date - French

Notice of meeting - English

Notice of meeting - French

Management proxy/information circular - English (BC, ON - Form 30, QC)

Management proxy/information circular - French (BC, ON - Form 30, QC)

Form of proxy - English

Form of proxy - French

Certificate re dissemination to shareholders

Other

Filing Type: FINANCE COMPANY FILINGS

Document Types: Cover letter

Audited annual financial statements (BC, SK, ON)

Interim financial statements (BC, SK, ON)

Report of finance company (BC, AB, SK-Form 27, ON-Form 29)

Report of auditor re report of finance company (BC, SK, ON)

Reports required by ACFC (BC, SK, ON)

Other forms (BC, SK, ON)

Other

Filing Type: CHANGE OF AUDITOR FILINGS (NPS 31)

Document Types: Cover letter

Notice

Letter from former auditor

Letter from successor auditor

Confirmation re review by audit committee or board of directors

Letter from auditor if NPS 31 not complied with

Other

Filing Type: REPORT OF PRODUCER (NPS 33)

Document Types: Cover letter

Report re compliance with sections 7 and 14 (NPS 33)

Audited financial statements of guarantor

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 (NPS 51)

Document Types: Cover letter

Notice

Supplement to the notice

Other

Filing Type: OTHER FILINGS

Document Type: Other

Filing Type: LABOUR SPONSORED INVESTMENT FUND CORPORATION FILINGS (ON)

Document Types: Cover letter

Share valuation provided to shareholders

Reports prepared about the valuation

Other

Filing Type: JUNIOR NATURAL RESOURCE ISSUER FILINGS (ON)

Document Types: Cover letter

Statutory declaration when property of indeterminate value acquired

Notice re purchase of other reporting issuer securities

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

Filing Type: REACTIVATION APPLICATION (BC LPS 3-35)

Document Types: Cover Letter

Title opinion (with an EOP filing)

Confirmation of status or good standing

Letter from transfer agent

Confirmation of listed status

Directors' resolution

Draft order

Other

Filing Type: GOING PRIVATE TRANSACTION FILINGS

Document Types: Cover letter

Consent letter(s) of expert(s)

Formal valuation

Prior valuation

Report of going private transaction (ON-Form 44, QC-s.106 Reg., 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

Consent letter(s) of expert(s)

Formal valuation

Prior valuation

Letter outlining exemptions relied upon (ON, QC)

Other

Filing Type: OTHER FILINGS

Document Type: Other

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

Consent letter(s) of expert(s)

Formal valuation

Prior valuation



Report of issuer bid (ON-Form 42, 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

Foreign issuer bid material

Other

Filing Subtype: Notice of Change or Variation

Document Types: Cover letter

Notice of change or variation - English

Notice of change or variation - French

Consent letter(s) of expert(s)

Formal valuation material

Report of notice of variation (ON-Form 43)

Other

Filing Type: EXEMPT ISSUER BID FILINGS

Document Types: Cover letter

Notice of intention

Exempt issuer bid material

Report of exempt issuer bid (ON-Form 42, QC-s. 189.1.2 Reg.)

Other

Filing Type: OTHER FILINGS

Document Types: Other

Filing Type: TAKE-OVER BID FILINGS-OFFEREE

Filing Subtype: Take-over Bid Circular

Document Types: Cover letter

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

Consent letter(s) of expert(s)

Formal valuation

Prior valuation

Report of take-over bid (ON-Form 42, QC-s.189.1. 1 Reg., NT)

Letter outlining exemptions relied upon (ON, QC)

Copy of 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

Foreign take-over bid material

Other

Filing Subtype: Directors' Circular

Document Types: Cover letter

Directors' circular - English

Directors' circular - French

Consent letter(s) of 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

Consent letter(s) of 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

Consent letter(s) of expert(s)

Formal valuation material

Report of notice of variation (ON-Form 43)

Other

Filing Type: TAKE-OVER BID FILINGS-OFFEROR

Filing Subtype: Take-over Bid Circular

Document Types: Cover letter

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

Consent Letter(s) of expert(s)

Formal valuation

Prior valuation

Report of take-over bid (ON-Form 42, QC-s.189.1.1 Reg., NT)

Letter outlining exemptions relied upon (ON, QC)

Copy of 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

Foreign take-over bid material

Other

Filing Subtype: Directors' Circular

Document Types: Cover letter

Directors' circular - English

Directors' circular - French

Consent letter(s) of 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

Consent letter(s) of 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

Consent letter(s) of expert(s)

Formal valuation material

Report of notice of variation (ON-Form 43)

Other

Filing Type: EXEMPT TAKE-OVER BID FILINGS

Document Types: Cover letter

Exempt take-over bid material

Report of exempt take-over bid (ON-Form 42, 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 Type: PROXY SOLICITATION MATERIALS

Document Types: Cover letter

Proxy/information circular - English

Proxy/information circular - French

Form of proxy - English

Form of proxy - French

Other

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 Intel 80486 DX33 or compatible personal computer

- 8 MB RAM (16 MB RAM is recommended if the subscriber is using Windows 95)
- 25 MB free space on the hard drive
- VGA monitor (colour VGA 640 x 480 is recommended)
- mouse or compatible pointing device

(1) For Dial-Up (Modem) Access:

- an outside analog phone line, or 500 type analog jack through a PBX
- modem for data transmission capable of transmitting data at 9600 bps. The SEDAR Network can support dial-up communications of speeds up to 28,800 bps.
- The following modems may be used to access the SEDAR Server:

US Robotics 28.8 kbps Sportster

US Robotics 14.4 kbps Sportster

US Robotics 14.4 kbps Courier HST Dual Standard

US Robotics 9600 bps Sportster

MegaHertz 14.4 kbps XJ1144 PCM/CIA

IBM 14.4 kbps PCM/CIA

GVC 14.4 kbps

This list will be expanded to include new modems as they are tested and verified to be compatible with the SEDAR Network.

(2) For Leased Line (Router) Access:

- the following routers are currently supported:
- IBM - 2210, 6611
- Cisco - 2502, 2503
- Well fleet - AN

Software Requirements:

(1) Operating System - MS DOS 5.0 (6.0 or later version is recommended) or PC DOS 6.3

- MS Windows 3.1 (enhanced mode), MS Windows 3.11 and MS Windows 95, each with small fonts installed for 8514a

(2) Word Processing/

Document

## Publishing

Applications - Any one of the following software products is required in order to prepare documents in acceptable electronic format for SEDAR filings:

1. Corel WordPerfect for DOS or Windows, versions 5.1/5.2/6.0/6.1
2. Microsoft Word for Windows, versions 6.0x1 and 7.0
3. Adobe Acrobat, versions 2.x and 3.0, the resulting format being commonly known as Portable Document Format ("PDF")

Note: Filers should note that securities regulatory authorities will be issuing correspondence using documents formatted in WordPerfect 5.1 or 5.2, the oldest of the accepted word processing software products. This will allow filers using other acceptable versions of WordPerfect or Microsoft Word to view these documents without difficulty.

## Appendix D: SEDAR Filing Service Charges

### Filing Service Subscriber Fees

Licensing Fee (includes one copy of SEDAR Filer \$ 300.00

Software plus SEDAR set-up)

Charge for additional SEDAR Filer Software licence \$ 200.00

Annual Subscription Fee (includes access to SEDAR system for one year) \$ 300.00

### Electronic Mail Charges

First 1,000 characters in message \$ 1.00

Subsequent characters (per 1,000 characters) \$ 0.50

### SEDAR Workspace Charges

First 5 mb No charge

Subsequent space (per 5 mb) \$ 15/day

### Electronic Filing Service Charges

#### A. Annual Filing Service Charge for Continuous Disclosure<sup>2</sup>

POP Issuer<sup>3</sup> \$ 650.00

Non-POP Issuer With AIF<sup>4</sup> \$1,000.00

Single Jurisdiction Issuer (No AIF)<sup>5</sup> \$ 350.00

Multi-Jurisdiction Issuer (No AIF)<sup>6</sup> \$ 650.00

Mutual Fund Issuer \$ 425.00

#### B. Other Filings

Category of Filer/ Type of Filing Filing Charges per Jurisdiction

Category of Filing

First Additional Maximum

Mutual Fund Issuers Simplified Prospectus and Annual

Securities Offerings<sup>1</sup> Information Form (NPS-36) \$450 \$250 \$1,950

Long Form Prospectus \$550 \$325 \$2,500

Mutual Fund Issuers Applications (NPS 39) \$150 \$60 \$460

Exemption and Other

Applications Exemptions and Other Applications -

In Connection with a Prospectus Filing \$150 \$125 \$900

Other Issuers Initial Annual Information Form (NPS-47) \$500 \$325 \$2,450

Securities Offerings Renewal Annual Information Form (NPS-47) \$350 \$200 \$1,550

Short Form Prospectus (NPS-47) \$300 \$175 \$1,350

Short Form Prospectus - Shelf (NPS-44) \$300 \$175 \$1,350

Prospectus MJDS (NPS-45) \$300 \$175 \$1,350

Long Form Prospectus \$550 \$325 \$2,500

Rights Offering Material \$250 \$175 \$1,300

Prospectus (BC LPS 3-02) \$550 - -

Exchange Offering Prospectus (BC) \$550 - -

Rights Offering (BC LPS 3-05) \$250 - -

Prospectus for Distribution Outside Quebec \$400 - -

Exchange of Securities Merger and

Reorganization (QC sec. 50 Act) \$100 - -

Other Issuers Exemptions and Other Applications - In

Exemption and Other Connection with a Prospectus Filing \$150 \$125 \$900

Applications Reactivation Application (BC LPS 3-35) \$100 - -

Other Issuers Going Going Private Transaction Filings \$250 \$175 \$1,350



Private and Related Related Party Transaction Filings \$250 \$175 \$1,300

## Party Transactions

Other Issuers Formal Issuer Bid Filings \$150 \$125 \$900

## Securities

### Acquisitions

Third Party Filers Take-over Bid Filings (Offeree) \$150 \$125 \$900

1 Where one annual information form and one simplified prospectus are used to qualify the mutual fund securities of more than one mutual fund for distribution, SEDAR filing service charges are only payable in respect of the combined filing and not in respect of each mutual fund.

## Appendix E: Database Retrieval Service Charges

### Filer Profiles

Filing service subscriber Nil

Non-filing service subscriber \$ 8.00

Note: Non-filing service subscribers are persons or companies that subscribe only for database retrieval services.

### Public Filings

Filing search inquiry \$ 5.00

Document retrieval \$ TBA

Note: Pricing for the retrieval of publicly-accessible documents contained in the SEDAR Filings Database will be based on the size of the particular filing type or filing subtype that is the subject of the retrieval. A list of filing types and filing subtypes will be published by CDS from time to time classifying each filing type or filing subtype as "small", "medium" or "large". Charges for document retrieval based upon these sizes are expected to be as follows:

### Size of Filing Type Charge

or Filing Subtype

Small \$ 5.00

Medium \$10.00

Large \$15.00

These charges will cover the cost of retrieving or downloading all publicly-accessible documents within the particular filing type or filing subtype that is the subject of the retrieval.

## Appendix F: Mutual Fund Group Profile

A Mutual Fund Group Profile must include the following information:

group number

Note: This information is generated automatically by the SEDAR system.

name of mutual fund group in English and French

name of manager of mutual fund group in English and French

mailing address, telephone and fax number of manager of mutual fund group

head office address, telephone and fax number of manager of mutual fund group

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.

#### Appendix G: Mutual Fund Issuer Profile

A Mutual Fund Issuer Profile must include the following information:

profile number

Note: This information is generated automatically by the SEDAR system.

name of mutual fund in English and French

mailing address, telephone and fax number of mutual fund issuer

head office address, telephone and fax number of mutual fund issuer

manner of formation

Note: There is a list of options in the SEDAR Filer Software.

date of formation

Note: If date is not yet known, subscribers should enter "01/01/1500".

jurisdiction where formed

group number of mutual fund group

name of mutual fund group in English and French

sales compensation

Note: There is a list of options in the SEDAR Filer Software.

mutual fund type

Note: There is a list of options in the SEDAR Filer Software.

financial year end date

RRSP eligibility

Note: Indicate "yes" or "no".

jurisdictions where reporting issuer

Note: There is a list of options in the SEDAR Filer Software.

name in English and French, mailing address, telephone and fax number of:

auditor

custodian (principal)

distributor (principal)

investment portfolio manager

trustee

Note: Where a mutual 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.

Previous mutual fund issuer information:

previous name of mutual fund in English and French

previous profile number of mutual fund

Note: Previous mutual fund issuer information is only required for a mutual 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:

profile number

Note: This information is generated automatically by the SEDAR system.

name of issuer in English and French

mailing address, telephone and fax number of other issuer

head office address, telephone and fax number of other issuer

manner of formation

Note: There is a list of options in the SEDAR Filer Software.

date of formation

Note: If date is not yet known, subscribers should enter "01/01/1500".

jurisdiction where formed

name, telephone and fax number 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.

industry classification

Note: There is a list of options in the SEDAR Filer Software.

size of issuer

Note: There is a list of options in the SEDAR Filer Software.

CUSIP number

Note: Disclose the issuer's CUSIP number only, excluding any suffix for a class of securities.

financial year-end date

jurisdictions where reporting issuer

Note: There is a list of options in the SEDAR Filer Software.

stock exchanges where securities are listed

Note: There is a list of options in the SEDAR Filer Software.

name (in English and French), mailing address, telephone and fax number of:

auditor

Note: As Canadian chartered banks are required to have two auditors, banks must disclose the name of both auditors in the name field and indicate with a # sign the name of the auditor whose mailing address, telephone and fax number is being provided.

general partner or limited partner, if applicable

transfer agent, as well as name of contact person of transfer agent

previous issuer information:

previous name of issuer in English and French

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:

profile number

Note: This information is generated automatically by the SEDAR system.

name of filer in English and French

address, telephone and fax number of filer

Note: Enter the mailing address of the filer.

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.

previous issuer information:

previous name of filer in English and French

previous profile number of filer

Note: Previous filer information is only required for a filer that previously filed in a filer profile in the SEDAR system under a different name and profile number.

## Appendix J: Mutual Funds Cover Page

A mutual funds cover page is used for securities offering filings and must include the following information:

name of mutual fund group

profile number of mutual fund group

list of mutual fund issuers

Note: Where one simplified prospectus and annual information form is used to qualify the mutual fund securities of more than one mutual fund, the names and profile numbers of all of the mutual funds whose securities are qualified by the filing should be listed on the cover page.

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.

application for exemption order

Note: Select jurisdictions in which these applications have been filed.

application for registration

Note: Select jurisdictions in which these applications have been filed.

NPS elections

Note: Select the National Policy Statements, if any, which relate(s) to the filing. If National Policy Statement No. 1 is selected, the filer must select a principal jurisdiction in the "Recipient Agencies" screen.

documents to be attached to cover page for the filing

recipient agencies

Note: Select the recipient agencies and a principal jurisdiction, if applicable.

secondary filer E-mail ID for each jurisdiction

Note: List the E-mail ID of any local agent, if desired.

filing fees.

#### Appendix K: General Mutual Funds Cover Page

A general mutual funds cover page is used for continuous disclosure filings and exemptions and other applications filings. It must include the following information:

name of mutual fund group

profile number of mutual fund group

list of mutual fund issuers

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.

documents to be attached to cover page for the filing

recipient agencies

Note: Select the recipient agencies.

secondary filer E-mail ID for each jurisdiction

Note: List the E-mail ID of any local agent, if desired.

filing fees.

#### Appendix L: Issuer Cover Page

This cover page is for securities offering filings. A cover page for an Annual Information Form (NPS 47) filing type or a filing under the Exemptions and Other Applications category of filing will not include items (e) and (h).

An issuer cover page must include the following information:

name of issuer

profile number of issuer

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.

application for exemption order

Note: Select jurisdictions in which these applications have been filed.

application for registration

Note: Select jurisdictions in which these applications have been filed.

NPS elections

Note: Select the National Policy Statement(s), if any, which relate(s) to the filing. If National Policy Statement No. 1 is selected, the filer must select a principal jurisdiction in the "recipient agencies" screen.

documents to be attached to cover page for the filing

if the filing is for an offering of securities, then the filer must disclose:

type of securities

aggregate gross proceeds (Cdn. \$)

type of offering (initial public offering, primary offering or secondary offering)

whether future-oriented financial information is included

whether MJDS offering in United States

whether National Policy No. 1 receipt required

whether pre-filing submission on file

Note: Select jurisdictions where a pre-filing submission has been made.

name in English and French of underwriter

Note: If there is more than one underwriter, list the name of the lead underwriter.

name, address, telephone and fax number and contact person for underwriter's counsel

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.

recipient agencies

Note: Select the recipient agencies and a principal jurisdiction, if applicable.

secondary filer E-mail ID for each jurisdiction

Note: List the E-mail ID of any local agent, if desired.

filing fees.

## Appendix M: General Cover Page

A general cover page must include the following:

name of issuer

Note: In the case of a third party filing, 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.

profile number of issuer

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 some familiar with the filing to whom any questions could be directed from the securities regulatory authority.

documents to be attached to cover page for the filing

recipient agencies

Note: Select the recipient agencies.

secondary filer E-mail ID for each jurisdiction

Note: List of E-mail ID of any local agent, if desired.

filing fees.

## Appendix N: SEDAR Forms

### SEDAR FORM 1

Application for SEDAR Filing Services

To: CDS INC. (SEDAR)

85 Richmond Street West

Toronto, Ontario M5H 2C9

The Subscriber below hereby applies for access to the SEDAR Filing Services offered by CDS INC. as the SEDAR Filing Service Contractor for each of the Canadian Securities Administrators.

### Section 1 Subscriber Information

Section 2 Subscriber's Contacts (Please provide 2 contacts of each type, if possible. Primary Principle Contact will receive all assigned identification numbers and passwords).

### Section 3 Filing Service Options

### Section 4 Electronic Payment Information

### 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 Subscribers'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 Subscribers's authorized users for access to SEDAR Filing Services shall be deemed acceptance of the terms of the Agreement.

CDS750 Front (10/96)

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 in the National Instrument that is required to comply with the requirements of the National Instrument, 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 "National Instrument" means the National Instrument - 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;
- 1.9 "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) 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;
- 1.10 "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;
- 1.11 "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;
- 1.12 "Securities Directions" means, for the jurisdiction in which the Securities Regulatory Authority is situate, the instruments listed in Appendix D to the National Instrument, opposite the name of such jurisdiction;
- 1.13 "Securities Legislation" means, for the jurisdiction in which the Securities Regulatory Authority is situate, the statute and other instruments listed in Appendix E to the National Instrument, opposite the name of such jurisdiction;
- 1.14 "Securities Regulatory Authority" means, for the local jurisdiction, the securities commission or similar regulatory authority listed in Appendix F to the National Instrument, opposite the name of the local jurisdiction;
- 1.15 "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;
- 1.16 "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;
- 1.17 "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 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 and Securities Regulatory Authorities and access server workspaces for storage of electronic information; and

1.18 "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 and Securities Regulatory Authorities 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, agrees to supply the SEDAR Filing Services to the Subscriber in accordance with this agreement and the National Instrument.

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 and CDS, as set forth in this agreement and the National Instrument.

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, 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 at the time such Electronic Filing is transmitted or 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 supplying or having use of all the computer equipment, supporting equipment, hardware, software and related services including communication services, that it requires in order to prepare, send or receive Documents and Payments as contemplated by this agreement, the National Instrument and the SEDAR Filer Manual. 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. 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, communication and exportation of technical or personal data. 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 as soon as possible of any changes in the information contained in Subscriber's Application For SEDAR Filing Services (SEDAR Form 1), or subsequent information.

#### 4.0 Payment Authorizations

4.1 The Subscriber shall furnish to CDS all required information concerning its electronic data interchange ("EDI") compatible account with an EDI compatible financial institution 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 preauthorized 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 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 which will be given to 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. 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, together with the computer network and support, to enable the Subscriber to access and use the SEDAR Filing Services. CDS is not an agent of the Subscriber 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 licences granted to the Subscriber.

5.5 SEDAR is a 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 licence 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. Except as provided below, Subscriber agrees that it will only use Documents retrieved from the Database for its own internal use and for its own purposes and that it will not directly or indirectly, sell, copy, assign, provide access to, transmit (collectively "Provide"), to any third party, or publish, repackage, retransmit, resell or otherwise disseminate, the Database, or any portion thereof, in any medium in any manner whatsoever, nor will Subscriber use the Database, or any portion thereof, in any manner that may infringe any proprietary or intellectual property interests that CDS or any third party may have in the Database. Notwithstanding the foregoing, Subscriber may Provide copies of Documents retrieved from the Database to bona fide clients who comply with the above restrictions on use of the Database. A "bona fide client" is a client of Subscriber principally for the purpose of receiving goods or services from the Subscriber, other than Documents or other similar information, such that Providing Documents is only incidental to the primary business relationship between the Subscriber and such client. 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 The Subscriber agrees that misappropriation or unauthorized use of the Database 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, whether Subscriber is acting on its own behalf or as a Filing Agent. When retrieving or making use of any information, the Subscriber should 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 represent or warrant 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.

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 and the National Instrument. 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 ID's 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

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. 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.

## 9.0 Amendments and Changes

9.1 Subject to the approval of the CSA, 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, 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 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.

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 licences, constitute 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.

## 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 licence(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, licencing 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 Events Following Termination

12.1 Following termination of this agreement, the Subscriber shall 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.

## 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 or to the successor SEDAR filing service contractor appointed by the CSA, in each case on the written consent of the CSA 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 Agreement, or its replacement, by Subscriber's assignee. Subject to the foregoing, this agreement shall enure to the benefit of and be binding upon the parties hereto and their respective successors and assigns.

## 15.0 Notices

15.1 Notices as required by this agreement shall be sent in writing by the parties by personal delivery, telecopier or prepaid first class mail addressed (a) to the Subscriber at the address set out in this agreement, and where sent by telecopier, to the telecopier number completed by the Subscriber on SEDAR Form 1; or (b) to "CDS INC. (SEDAR) Attention: General Manager" at the address above given, and where sent by telecopier at (416) 365-9194; or to such other address as may be designated by notice given by a party to the other. Notices sent by personal delivery or telecopier shall be deemed received on the business day delivered or sent and notices sent by mail shall be deemed received on the third business day following posting.

## 16.0 Language

[Note: The following provision will be inserted in the English version of this agreement if the Subscriber executing the agreement is subject to the application of the Charter of the French Language of the Province of Quebec.]

16.1 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 le présent contrat ainsi que tous les documents qui s'y rattachent soient rédigés en anglais seulement.

## 17.0 Waiver

17.1 The failure by CDS to enforce at any time any of the provisions of this agreement, to exercise any right or option provided herein, or to require at any time the performance by the Subscriber of any of the provisions herein will not in any way be construed as a waiver of such provisions or rights.

This agreement constitutes an offer by CDS, which once accepted without changes by the Subscriber, whether by signing the agreement and returning it to CDS, or otherwise, shall become binding upon CDS.

Executed at the City/Municipality of \_\_\_\_\_, Province/Territory of \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_ (month), 199\_\_\_\_, by the Subscriber or the duly authorized and appointed officer(s) or partner(s) acting on the Subscriber's behalf.

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Full Legal Name of Subscriber (Type or Print)

---

per (Signature) Print Name/Title

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per (Signature) Print Name/Title

## 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 five (5) 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 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 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

Name of electronic filer:

Profile number of electronic filer:

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

Name of filing service subscriber filing the document(s) (if other than the electronic filer):

#### Part : Issuer Information

Name of issuer (if different than name of electronic filer above):

Address of principal office of issuer (including street and number, city, province or territory and postal code):

#### Part : Information Relating to the Temporary Hardship

Furnish the following information (attach list if necessary):

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.

A 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.

Any other reasons why reliance upon the temporary hardship exemption is warranted in the circumstances.

**Part : 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 : Contact Person**

Name and telephone number of person to contact with respect to this notification:

( )

Name Area Code Telephone No.

DATED this day of , 199\_\_.

(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**

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.

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.

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.

Each document filed under cover of this notice must contain the legend prescribed by subsection 3.1(2) of National Instrument 13-101.

**SEDAR FORM 4**

**Notice of Reliance on Exemption for Pre-Existing Documents**

Name of electronic filer:

Profile number of electronic filer:

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

Date and description of electronic filing to which the exemption for pre-existing documents relates:

Name of filing service subscriber filing the pre-existing document(s) (if other than the electronic filer):

Part : Issuer Information

Name of issuer (if different than name of electronic filer above):

Address of principal office of issuer (including street and number, city, province or territory and postal code):

Part : Representation of Confirming Electronic Copy

The undersigned hereby represents that a confirming electronic copy of this notification has been filed.

Part : Contact Person

Name and telephone number of person to contact in regard to this notification:

()

Name Area Code Telephone No.

DATED this day of , 199\_\_.

(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

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.

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.

Pursuant to Section 9.2 of the SEDAR Filer Manual, a confirming electronic copy of SEDAR Form 4 must be filed.

All of the requirements under securities legislation relating to paper format filings apply to a filing under the exemption for pre-existing documents.

SEDAR FORM 5

Notice of Election by Foreign Issuer (SEDAR)

Part I: Issuer Information

Name of Foreign Issuer (SEDAR) (the "Issuer"):

Jurisdiction of Incorporation of Issuer:

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

2. Date on which the undersigned shall become subject to the electronic filing requirements of the Instrument:

Part III: Contact Person

Name and telephone number of person to contact in regard to this notification:

( )

Name area code telephone no.

DATED this day of , 199\_\_.

(Name of Issuer - please print)

(Signature)

(Official Capacity - please print)

(Please print here name of individual whose signature appears above, if different from name of issuer printed above)

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 Branch Toronto

600, boulevard de Maisonneuve Ouest 85 Richmond Street West

Bureau 310 Toronto, Ontario

Montréal, Québec M5H 2C9

H3A 3J2 Corporate Office: (416) 365-8400

Office: (514) 848-1010 Toronto Branch: (416) 365-8451

Fax: (514) 848-9379 Fax: (416) 365-9194

Calgary Vancouver

Suite 630 900 West Hastings Street

300 Fifth Avenue South West 6th Floor

Calgary, Alberta Vancouver, B.C.

T2P 3C4 V6C 1E5

Office: (403) 265-7577 Office: (604) 685-3705

Fax: (403) 269-2474 Fax: (604) 685-4557

## Appendix O: Canadian Securities Regulatory Authorities - E-Mail and EDI Banking Information

### E-Mail Information:

Securities Regulatory Authority	E-Mail Address
Alberta Securities Commission	ascc0010
British Columbia Securities Commission	bcsc0010
The Manitoba Securities Commission	manc0010
Office of the Administrator, New Brunswick	nbcc0010
Securities Commission of Newfoundland	nfdc0010
Securities Registry, Government of the Northwest Territories	nwtc0010
Nova Scotia Securities Commission	nssc0010
Ontario Securities Commission	oscc0010
Registrar of Securities, Prince Edward Island	peic0010
Commission des valeurs mobilières du Québec	cvmc0020
Saskatchewan Securities Commission	sasc0010
Registrar of Securities, Government of the Yukon Territory	yukc0010

### EDI Banking Information:

Jurisdiction	Financial Institution #	Transit #	Account #
Alberta	0010	00059	1002015
British Columbia	0010	00100	7500017
Manitoba	0003	00007	1001080
New Brunswick	0004	52404	01400665447
Newfoundland	0010	00063	0111317
Northwest Territories	0010	02099	4109813
Nova Scotia	0002	70003	93211
Ontario	0010	00002	7212313
Prince Edward Island	0001	00373	1058682



Quebec	0006	10751	0000625
Saskatchewan	0003	00008	1506062
Yukon Territories	0004	99960	09330305532