

Note: [28 Sep 2009] – Amendments to NI 33-105 arising from NI 45-106. Refer to Appendix H of CSA Notice announcing the repeal and replacement of NI 45-106 dated 17 Jul 2009.

**Amendments to National Instrument 33-105
*Underwriting Conflicts***

1. ***National Instrument 33-105 Underwriting Conflicts is amended by this Instrument.***
2. ***Appendix A is repealed and the following is substituted:***

NATIONAL INSTRUMENT 33-105

APPENDIX A

EXEMPT SECURITIES

Jurisdiction	Section Legislation Reference
All	Sections 2.20, 2.21, 2.35, 2.38 and 2.39 of National Instrument 45-106 <i>Prospectus and Registration Exemptions</i>
All except Ontario	Sections 2.34, 2.36 and 2.37 of National Instrument 45-106 <i>Prospectus and Registration Exemptions</i>
Alberta	Section 87(h), (h.1) and (h.2) of the <i>Securities Act</i> (Alberta)
Manitoba	Subsection 19(2)(g) and (h) of the <i>Securities Act</i> (Manitoba)
Newfoundland and Labrador	Subsections 36(2)(h) and (i) of the <i>Securities Act</i> (Newfoundland and Labrador)
Nova Scotia	Clause 41(2)(i) of the <i>Securities Act</i> (Nova Scotia)
Ontario	Paragraphs 73(1)(a) and (b) of the <i>Securities Act</i> (Ontario)
	Sections 2.4 to 2.6 of OSC Rule 45-501
	Paragraphs 2.34(2)(b),(d.1),(e) and (f) of National Instrument 45-106 <i>Prospectus and Registration Exemptions</i>

Prince Edward Island	Subsection 2(4)(f) and (g) of the <i>Securities Act</i> (Prince Edward Island)
Quebec	Section 41 of the <i>Securities Act</i> (Québec)
Saskatchewan	Subsection 39(2)(i) and (j) of <i>The Securities Act, 1988</i> (Saskatchewan)

3. ***Except in Ontario, this Instrument comes into force on September 28, 2009.***
4. ***In Ontario, this Instrument comes into force on the later of the following:***
 - (a) ***September 28, 2009;***
 - (b) ***the day on which sections 5 and 11, subsection 12(1) and section 13 of Schedule 26 of the Budget Measures Act, 2009 are proclaimed in force.***