

## **NOTICE OF PROPOSED NATIONAL INSTRUMENT**

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

#### **Substance and Purpose of Proposed National Instrument**

The System for Electronic Document Analysis and Retrieval known as SEDAR is an initiative of the Canadian Securities Administrators (the "CSA") that will facilitate electronic filing and public dissemination of certain disclosure documents required to be filed under the securities legislation of the provinces and territories of Canada. It will also facilitate electronic payment of required filing fees.

The proposed rules governing electronic filings are set forth in a proposed National Instrument (the "National Instrument"), the text of which accompanies this Notice. The National Instrument mandates that certain prescribed filings made under the securities legislation of the provinces and territories of Canada be transmitted to the securities regulatory authorities in electronic format using a computer-based system operated by CDS INC., a subsidiary of The Canadian Depository for Securities Limited. The National Instrument prescribes, among other things, the categories of filers that are required to make electronic filings, the specific types of filings that are required or permitted to be transmitted in electronic format, the requirements for persons seeking to access the SEDAR system to make filings on their own behalf or on behalf of other filers, and the manner in which electronic filings are to be prepared and transmitted.

The National Instrument is being proposed for implementation as a rule, regulation or other appropriate instrument in each of the CSA jurisdictions. In certain cases, the implementing jurisdiction is proposing one or more changes to the provisions of the National Instrument that would create exceptions to the application of the National Instrument in that jurisdiction. Exceptions of this type that have general application to filers are discussed in the document entitled "Summary of the Structure and Operation of the SEDAR System and the Electronic Filing Requirements Under the National Instrument and the SEDAR Filer Manual", a copy of which accompanies this Notice.

#### **Alberta Local Implementing Instrument**

The Alberta Securities Commission proposes to adopt a rule implementing the National Instrument and modifying the implementation date for all Electronic Filers that are required to file only in Alberta or that are reporting issuers only in Alberta.

#### **Summary of Proposed National Instrument and SEDAR Filer Manual**

The National Instrument sets forth the requirements and procedures relating to electronic filings. The National Instrument incorporates by reference the SEDAR Filer Manual which contains certain standards, procedures and guidelines for the preparation and transmission of electronic filings. The current version of the SEDAR Filer Manual is Version 1.0 dated April 1, 1996. A

copy of the SEDAR Filer Manual accompanies this Notice.

### *Implementation of Mandated Electronic Filing*

In the first stage of SEDAR implementation, it is proposed that all issuers, other than certain foreign issuers that are exempt, and all third parties filing documents relating to non-exempt issuers will be required to file continuous disclosure documents as well as prospectuses and other public offering documents using the SEDAR system. Other securities filings may be included as required electronic filings in one or more subsequent stages of SEDAR implementation.

It is proposed that reporting issuers, including mutual fund issuers, will be phased into electronic filing in a series of discrete groups pursuant to a phase-in schedule. Phase-in is currently scheduled to begin in October 1996 and to be completed by the end of 1996. Issuers that are not reporting issuers and non-exempt third party filers will become subject to electronic filing requirements at year end once all reporting issuers have been phased in.

While certain foreign issuers (and third parties filing in relation to such issuers) will initially be exempt from mandated electronic filing, those foreign issuers will be permitted to elect to make filings in electronic format in which case they (and their third party filers) will be required to continue to make filings electronically for a minimum two year period.

### *Preparation and Transmission of Electronic Filings*

Under the National Instrument, documents will be required to be prepared in or converted to an acceptable electronic format prior to filing. Various recent versions of WordPerfect and Microsoft Word, the most popular wordprocessing software products on the market, have been prescribed. Requiring the use of one of these two commonly used wordprocessing software products will limit the amount of reformatting required prior to transmitting electronic filings while at the same time facilitating access to and retrieval of securities filings by the public and the staff of the securities regulatory authorities.

Under the proposed rules, electronic filings will be required to be assembled and transmitted using a proprietary software package that will be licensed to electronic filers by CDS INC. ("CDS"), the subsidiary of The Canadian Depository for Securities Limited that has been approved by the CSA to act as the SEDAR filing service contractor. Electronic filings will be transmitted telephonically through a corporate wide area network operated by CDS using a dial-up or leased line connection and will be received at a server operated by CDS on behalf of the securities regulatory authorities. Electronic filers or their filing agents will be required to pay subscription and licensing fees to CDS as well as service charges covering the cost of the electronic filings. CSA filing fees and certain filing service charges will have to be paid using electronic means.

Each of the securities regulatory authorities will be able to download securities filings directed to it. Securities filings that are downloaded may be reviewed or otherwise processed

electronically by the securities regulatory authorities and, where appropriate, will be made accessible to the public in the SEDAR database of public filings and possibly through other public dissemination channels. Filing fees payable to the securities regulatory authorities will be transmitted electronically to their respective financial institutions using electronic data interchange protocol and receipt of these payments by the securities regulatory authorities will be confirmed electronically by the SEDAR system.

The National Instrument provides that filers will be able to transmit electronic filings (with the benefit of technical support by staff of CDS) between the hours of 7:00 a.m. and 11:00 p.m. Eastern Time on any day other than a Saturday, Sunday or national holiday. The CSA may give consideration to extending the time periods during which filers may transmit filings electronically subject to constraints imposed by system maintenance and backup requirements as well as cost constraints relating to the provision of technical support by CDS. Under the National Instrument, electronic filings will be considered filed with applicable securities regulatory authorities at the time on the day that the transmission to the SEDAR server is completed, except in Québec where the filing will be deemed completed only when it has been downloaded by the securities commission. In circumstances where the filing of a document marks the beginning of a time period during which a securities regulatory authority is required by applicable securities legislation to take certain action, that time period will only commence if the transmission is completed by 5:00 p.m. local time on a business day in the jurisdiction where that securities regulatory authority is located. If the transmission is not completed by 5:00 p.m. local time on a business day in the relevant jurisdiction, the time period will begin on the next business day.

#### *Signatures To Electronic Filings*

Under SEDAR, signatures to documents filed electronically will be presented in typed form rather than in manual format. However, in the case of certain filings (such as prospectuses) in respect of which designated signatories are subject to civil liability for a misrepresentation under the applicable securities legislation, individual signatories will be required to sign manually a certificate of authentication before the electronic filing is made. This certificate will have to be filed in paper format with CDS within three business days after the electronic filing is made. The requirement for the certificate of authentication is intended to ensure that civil rights of action provided to investors under the securities legislation of the provinces and territories of Canada are not affected adversely by the requirement for typed signatures on electronic filings.

#### *Hardship Exemptions*

The National Instrument contains two hardship exemptions that will permit an electronic filer to make a filing in paper format rather than electronic format. First, a temporary exemption will be available to electronic filers, generally for short term technical difficulties in filing an electronic format document. Under this exemption, a paper format filing will constitute the official filing but it will be required to be followed by the filing of an electronic copy in order to ensure that the electronic database of public filings is complete. Second, a continuing exemption will be available to electronic filers under limited circumstances for a specific

document or group of documents. Unlike the temporary hardship exemption, in this case the electronic filer must file a written application with the applicable securities regulatory authorities. If the continuing hardship exemption is granted, the relevant document or group of documents may be filed in paper format with the applicable securities regulatory authorities and there would be no requirement to file an electronic format copy in these circumstances.

The National Instrument also contains an exemption from electronic filing requirements for certain documents existing prior to October 1, 1996 when the SEDAR system is scheduled to become operational. Documents created after the implementation of the SEDAR system will be more likely to conform to the SEDAR formatting requirements or will be easier to convert if they do not conform.

#### *Graphic and Image Material*

Due to the technical difficulties and potential costs that can be associated with the transmission and display of graphic and image material in electronic filings, the proposed rules prohibit the inclusion of maps and large photographs in any electronically filed copy of a securities document and provide filers with an option to omit any or all photographs from electronic filings. If a map or photograph appearing in a paper format document or distributed as a supplement thereto is omitted from an electronic filing, a reference to the omission of the map or photograph must be made in the electronic format version. The electronic filer will be required to retain a paper format copy of any omitted map or photograph for at least six years and must provide a paper format copy to any securities regulatory authority where the filing was made upon request.

#### *Filer Profiles*

The National Instrument also creates a new filing for electronic filers in the form of a requirement to file a "filer profile" using electronic means. A filer profile is a discrete set of information concerning an electronic filer that is generally disclosed publicly in various documents filed under applicable securities legislation. The filing of the filer profile in electronic format will facilitate the recording of electronic filings against profiled issuers and third party filers for purposes of database searching and retrieval and will serve to make key information pertaining to electronic filers more readily available to the public and the securities regulatory authorities.

#### *Other Exemptive Relief*

The National Instrument also contains a general provision authorizing a designated representative of the securities regulatory authority or, except in Ontario, the securities regulatory itself, to grant exemptive relief from any requirement in the National Instrument, in whole or in part, subject to such conditions or restrictions as may be imposed if it is appropriate in the circumstances to do so.

A more detailed summary of the National Instrument and the technical procedures and formatting

requirements contained in the SEDAR Filer Manual is included in the accompanying document entitled "Summary of the Structure and Operation of the SEDAR System and the Electronic Filing Requirements Under the National Instrument and the SEDAR Filer Manual".

### **Background and Alternatives Considered**

In the Spring of 1990, the CSA began developing an electronic filing system for all required securities filings. The CSA decided to pursue electronic filing for a number of reasons. On a practical level, electronic filing would eliminate bulky paper records and allow for much faster and better access by market participants to more information. On the regulatory side, the CSA decided that an electronic filing system was needed to improve the efficiency and continued competitiveness of the Canadian capital markets. The Securities and Exchange Commission of the United States was implementing the Electronic Data Gathering And Retrieval system known as "EDGAR". In addition, securities markets in North America were becoming increasingly interdependent through such developments as the Multi-Jurisdictional Disclosure System. The CSA concluded that the use of technology would facilitate regulatory harmony at the North American level and make compliance easier and more efficient.

In June 1994, the CSA published a notice to provide the securities community with the opportunity to comment on SEDAR. The notice included preliminary information with respect to systems requirements, certain legal and procedural issues and implementation. The CSA noted that WordPerfect had been selected as the software for electronic formatting of documents, and that IBM Canada would develop the proprietary computer-based filing and retrieval system. The notice also invited comments as to whether electronic filing of documents using the SEDAR system should be mandated. Comments in response to the first notice were generally favourable and supportive. Some commenters made submissions in support of the addition of Microsoft Word as an acceptable wordprocessing format.

In April 1995, the CSA published a second notice in order to update the filing community on the progress of the development of SEDAR. The major development in the SEDAR project was that CDS had assumed responsibility for the operation and management of SEDAR. In addition, the CSA, in consultation with IBM and CDS, concluded that recent versions of Microsoft Word should be added as a second acceptable wordprocessing format. Finally, the CSA determined that each jurisdiction would seek to mandate filers to make electronic filings using the SEDAR system, at least for "national" filings. Public comment in response to the CSA's second notice was favourable and has led the CSA to develop the SEDAR system and publish the National Instrument as described in this Notice.

### **Unpublished Materials**

In proposing the National Instrument, the CSA has not relied on any significant unpublished study, report or other material.

### Anticipated Benefits and Costs

It is expected that the adoption of the National Instrument would provide significant benefits to filers as well as to investors and the Canadian securities regulatory authorities. The proposed implementation of electronic filing through SEDAR would make the process more efficient for: filers, in preparing and filing documents with the securities regulatory authorities; the securities regulatory authorities, in retrieving, storing, processing and disseminating such documents; and investors, in gaining access to and reviewing the filed documents.

Electronic filing of documents through SEDAR would result in a number of benefits to filers. First, filers would have access to one-stop filing since they would be able to make a filing in all CSA jurisdictions with a single electronic transmission. Electronic filing of documents would avoid the uncertainty and delay associated with alternate forms of delivery such as courier and first class mail. With SEDAR, filers would be able to make filings during extended business hours, namely, from 7:00 a.m. until 11:00 p.m. Eastern Time. Finally, electronic filing would eliminate the need to submit multiple copies of public filings, which should reduce the time and certain costs associated with preparing public filings.

Electronic filing of documents would also facilitate review and response to filings by staff of the securities regulatory authorities because of the added ease with which filings being examined and other information would be accessible. When the SEDAR system is operational, it is anticipated that the securities regulatory authorities would be able to receive, store, process, and disseminate electronic information more efficiently. The physical volume of information received and requiring storing would be reduced. Automatic routing could be implemented to help ensure that filings are directed to the proper office or branch.

Electronic filing is expected to enable investors to access and review public filings and related information more efficiently. The filing of documents and related information through SEDAR would provide investors with ready access to a comprehensive database of current information regarding public companies. Investors would have access to filed documents and related information through direct access to the SEDAR database of public filings. Access would also likely be available through the Internet and, possibly, third party information service providers. In particular, information regarding smaller issuers would be more readily available to investors, thereby enhancing the market exposure of those companies. Investor selected search criteria could be used to identify vital documents containing financial and other information.

The implementation of mandated electronic filing of documents with the securities regulatory authorities may result in some cost to filers in excess of that which would be incurred under a paper based system. Filers will need to train their staffs to prepare documents for electronic filing or hire agents to file the documents electronically on their behalf. In either case, filers will have to pay SEDAR filing service charges that are directly related to their electronic filing requirements. Some of these costs relate primarily to initial implementation and, therefore, will diminish over time as filers become familiar with electronic filing. The Canadian securities regulatory authorities believe that the net increase in the cost to filers of compliance with the new

rules is outweighed by the benefit to filers of the increased efficiency in the electronic filing process and by the value to securityholders and to the market of readily accessible information relating to public issuers of securities.

#### Comments

Interested parties are invited to make written submissions with respect to the National Instrument. The CSA invites specific comments on the technical procedures and document formatting requirements set forth in the SEDAR Filer Manual which is incorporated by reference in the National Instrument. Submissions received by September 6, 1996 will be considered.

Submissions should be sent to all of the Canadian securities regulatory authorities listed below in care of the Ontario Securities Commission, in duplicate, as indicated below. A diskette containing an electronic copy of the submission (in DOS or Windows format - preferably WordPerfect) should also be provided if possible.

British Columbia Securities Commission  
Alberta Securities Commission  
Saskatchewan Securities Commission  
The Manitoba Securities Commission  
Ontario Securities Commission  
Office of the Administrator, New Brunswick  
Registrar of Securities, Prince Edward Island  
Nova Scotia Securities Commission  
Securities Commission of Newfoundland  
Securities Registry, Government of the Northwest Territories  
Registrar of Securities, Government of the Yukon Territory  
c/o Daniel P. Iggers, Secretary  
Ontario Securities Commission  
20 Queen Street West  
Suite 800, Box 55  
Toronto ON M5H 3S8

As securities legislation in certain provinces requires that a summary of written comments received during the comment period be published, confidentiality of submissions received cannot be maintained.

Questions may be referred to any of the following:

Sandy MacDonald  
British Columbia  
Securities Commission  
(604) 660-4800

Wade D. Nesmith  
Lang Michener Lawrence & Shaw  
Barristers and Solicitors  
(604) 691-7415

Kenneth Parker  
Alberta Securities Commission  
(403) 427-5201

Karen Eby  
Ontario Securities Commission  
(416) 593-8242

Mark DesLauriers  
Osler, Hoskin & Harcourt  
Barristers and Solicitors  
(416) 862-6709

Richard Proulx  
Commission des valeurs  
mobilières du Québec  
(514) 873-5326

Jacques LaBelle  
Commission des valeurs  
mobilières du Québec  
(514) 873-5326

#### **Proposed National Instrument**

The text of the proposed National Instrument follows, together with footnotes that are not part of the proposed National Instrument but have been included to provide background and explanation.

#### **Detailed Summary of the SEDAR System and Related Electronic Filing Requirements**

Following is the CSA publication entitled "*Summary of the Structure and Operation of the SEDAR System and the Electronic Filing Requirements under the National Instrument and the SEDAR Filer Manual*".



**CANADIAN SECURITIES ADMINISTRATORS**

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

**SUMMARY OF THE STRUCTURE AND OPERATION OF THE SEDAR SYSTEM  
AND THE ELECTRONIC FILING REQUIREMENTS UNDER  
THE NATIONAL INSTRUMENT AND THE SEDAR FILER MANUAL**

**SUMMARY OF THE STRUCTURE AND OPERATION OF THE SEDAR SYSTEM  
AND THE ELECTRONIC FILING REQUIREMENTS UNDER  
THE NATIONAL INSTRUMENT AND THE SEDAR FILER MANUAL**

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**CANADIAN SECURITIES ADMINISTRATORS**  
**SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS AND RETRIEVAL (SEDAR)**

**Summary of the Structure and Operation of the  
SEDAR System and the Electronic Filing Requirements  
Under the National Instrument and the SEDAR Filer Manual**

**1. STRUCTURE AND OPERATION OF THE SEDAR SYSTEM**

**(a) Overview of The System**

The SEDAR system is a computerized system which has been developed for the Canadian Securities Administrators (the "CSA")<sup>1</sup> 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. CDS INC. ("CDS"), a subsidiary of The Canadian Depository for Securities Limited, has been appointed by the CSA to operate the SEDAR system and to provide services in respect of the filing and dissemination of documents filed electronically under applicable securities legislation. CDS has acquired the rights to the client-server system developed by IBM Canada and will be 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.

**(b) SEDAR Filing Services**

Under the SEDAR system, electronic filers will have the option to become licensed by CDS to file directly using the SEDAR filer software on their own personal computer or to file indirectly through one or more filing agents that have been licensed by CDS to use the SEDAR filer software. Electronic filers and filing agents licensed to use the SEDAR system to make electronic filings are referred to as "filing service subscribers". Filing service subscribers will be required to pay an annual subscription fee to CDS to access the SEDAR system as well as a one-time licensing fee for the use of the filer software. As well, filing service charges will be payable by the electronic filers in respect of their electronic filings. Initially, it is proposed that reporting issuers will pay an annual service charge covering most of their continuous disclosure filings. Filing service charges for other electronic filings, including prospectuses and POP-system annual information forms, will be payable on a per filing basis. All subscription and licensing fees and filing service charges set by CDS will be subject to non-disapproval by the CSA. A schedule of the fees and

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<sup>1</sup> This term refers to the securities commission or similar regulatory authority in each of the provinces and territories of Canada acting collectively but each in its own right and jurisdiction.

charges proposed to be in effect during the first year of SEDAR operations is attached as Appendix A.

Electronic filers and filing agents wishing to become filing service subscribers will be required to submit an application in prescribed form to CDS and to enter into a uniform subscriber's agreement with CDS prior to commencing any electronic filing. Upon receipt of a completed application form and signed uniform subscriber's agreement, CDS will send to the filing service subscriber the current version of the SEDAR filer software, a licence to operate the software, the SEDAR Filer Manual, an Installation Guide, a User Guide and the necessary SEDAR identification codes and passwords.

(c) SEDAR Filer Software

The SEDAR filer software which will facilitate preparation and transmission of electronic filings is designed to be operated using an IBM-compatible personal computer running on the Microsoft Windows 3.1 or 3.11 operating system.<sup>2</sup> The SEDAR filer software was specifically designed to permit its use with personal computer systems used by a majority of the business community. Although the SEDAR filer software is not compatible with the Macintosh operating system used by a smaller percentage of the business community, it is possible that recent technology advances may allow the SEDAR filer software to be operated on certain newer Macintosh personal computers which are capable of supporting Microsoft Windows based applications. As well, if there is sufficient demand in the filing community, CDS or a third party could develop or fund development of a filer software application that is compatible with the Macintosh operating system or any other computer operating system. The use of any new filer software would require CSA approval and would be subject to compatibility, testing and support requirements.

In addition to facilitating preparation and transmission of electronic filings, the SEDAR filer software will assist filers in managing and tracking the status of filings requiring ongoing interaction with securities regulatory authorities. As well, the SEDAR system and the SEDAR filer software will contain a key word search and retrieval function which will permit filing service subscribers to submit detailed search queries in order to locate or identify and, if desired, download documents from the public filings database. Finally, the filing service subscribers will also be able to subscribe to electronic mail services which will link filers with the securities regulatory authorities and other filers.

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<sup>2</sup> Although the SEDAR filer software has not been designed to run on the recently released upgrade to Microsoft Windows 3.1/3.11 known as "Windows 95", the CSA will monitor the extent of use of Windows 95 and consider the need to enhance the SEDAR filer software to facilitate its use with Windows 95 in subsequent stages of SEDAR implementation.

**(d) Preparation and Transmission of SEDAR Filings**

All electronic filings made under the SEDAR system must be prepared in an acceptable electronic format as prescribed in the SEDAR Filer Manual. It is currently proposed that electronically filed documents will have to be prepared using an approved version of WordPerfect or Microsoft Word, the two most widely used brands of personal computer based word processing software. Use of these widely accepted word processing software products will ensure the greatest possible scope for retrieval and display of electronic filings by staff of the securities regulatory authorities as well as members of the public.

In SEDAR, electronic format documents must be transmitted directly between the filing service subscriber's personal computer and the SEDAR server via the IBM Global Network which is a secure high speed network. Filing service subscribers will be able to access this network on a dial-up basis using a modem, a telephone line and communications software licensed by CDS. It is expected that the dial-up service will permit transmission at rates up to 28.8 kilobytes per second. Leased line service will be available to filing service subscribers seeking faster transmission rates to support a higher volume of electronic filing activity.

A listing of minimum hardware and software requirements is attached as Appendix B.

**(e) Electronic Payment of Filing Fees and Service Charges**

In its capacity as filing service contractor, CDS will also facilitate electronic payment of filing fees required to be paid to the securities regulatory authorities in connection with electronic filings. Subscribers to the filing services will be required to establish an electronic data interchange ("EDI") compatible banking account with an EDI compatible financial institution to facilitate electronic payments. Filing service charges payable to CDS in connection with electronic filings will also have to be paid electronically using this EDI account. See "Electronic Payment of CSA Filing Fees and SEDAR Filing Service Charges" at page 23.

**(f) Processing of Electronic Filings**

Electronic filings received at the SEDAR server will initially be accessible only by the securities regulatory authorities to which they are directed by the filing service subscriber. Each securities regulatory authority will be able to check the SEDAR server for electronic filings directed to it and to download these filings for processing. After an electronic filing has been downloaded, the securities regulatory authority will be able to review the filing in electronic format on screen or to print the filing for review in paper format. Interactive filings which require an exchange of documentation between filers and securities regulatory authorities will require the securities regulatory authorities to prepare and transmit documents to filers

electronically via SEDAR. Initially, it is proposed that the securities regulatory authorities will prepare all documents for transmission to filers in WordPerfect 5.1 or 5.2 format so as to ensure that filers using any of the prescribed versions of word processing software will be able to view these documents<sup>3</sup>.

**(g) Public Dissemination of SEDAR Filings**

Public dissemination of electronic filings will be managed by CDS under its arrangement with the CSA. It is currently anticipated that publicly available electronic filings will be accessible through various electronic channels. Members of the public that become filing service subscribers will be able to access the client-server search and retrieval capability that forms part of the SEDAR filer software. This software will allow its users to submit sophisticated search queries to facilitate intelligent access to the SEDAR database of public filings. As well, it is expected that members of the public will be able to access and download electronic filings through an Internet site operated by CDS or a third party licensee. Non-public filings, such as certain correspondence and supporting documents, will be available only to the filing service subscriber making these filings and the securities regulatory authorities to which these filings are directed, subject to requests under freedom of information legislation. Finally, it is possible that one or more private information providers will provide access to the SEDAR database of public filings or to information derived from this database.

A proposed plan for public dissemination of electronic filings is attached as Appendix C.

**2. ELECTRONIC FILING REQUIREMENTS**

**(a) Electronic Filers**

**(i) Phase-In of Mandated Filers**

In CSA jurisdictions where the National Instrument is implemented as a rule or regulation<sup>4</sup>, issuers incorporated or organized under Canadian laws and certain foreign issuers having a substantial connection with Canadian capital markets will be required to comply with the electronic filing requirements of the National

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<sup>3</sup> WordPerfect 5.x and 6.x and Microsoft Word 6.x all permit users to view documents prepared in WordPerfect 5.1 and 5.2 format.

<sup>4</sup> It is currently anticipated that the National Instrument will be implemented as a rule or regulation in each of the provinces.

Instrument.<sup>5</sup> A foreign issuer will be mandated for electronic filing if more than 50% of its voting shares are held by Canadian residents and either a majority of its directors or senior officers are resident in Canada, a majority of its assets are in Canada or its business is principally administered in Canada. A foreign issuer will also be mandated if its securities are listed only on a Canadian stock exchange.

It is proposed that mandated reporting issuers will be phased into electronic filing in groups commencing with reporting issuers eligible to use the POP system and public mutual funds, followed by all other reporting issuers. Initially, phased-in reporting issuers will only be required to file continuous disclosure documents in electronic format. During the phase-in period, payment of CSA filing fees, if any, will continue to be transmitted directly to the securities regulatory authorities in accordance with existing requirements. Once all of the relevant reporting issuers have been phased in for continuous disclosure documents, these reporting issuers will commence filing prospectuses and certain other securities offering documents electronically and will commence making electronic payment of CSA filing fees and SEDAR filing service charges. The proposal to phase in continuous disclosure documents in advance of securities offering documents reflects a desire on the part of the CSA to introduce filers to electronic filing on a gradual basis, commencing with filings that are generally less time-sensitive and that are usually planned and prepared in advance of scheduled filing dates. A schedule of the proposed phase-in of electronic filers is set forth in Appendix B to the National Instrument.

It is proposed that non-reporting issuers will only be subject to certain limited electronic filing requirements in the first stage of SEDAR implementation. For example, non-reporting issuers making an initial public offering will be required to file a preliminary prospectus in electronic format. Additionally, exempt rights offering materials and both formal and exempt issuer bid materials are examples of filings which non-reporting issuers will have to file electronically. However, most filings in respect of exempt securities distributions will continue to be filed in paper format. To the extent that non-reporting issuers will be required to make electronic filings, this group will be phased in only when the previously phased-in reporting issuers are required to commence filing prospectuses and other public securities offering documents electronically.

Certain filings made by third parties relating to mandated issuers, such as "early warning" share ownership reports and take-over bid materials will also be required to be filed electronically. These third party filers will be phased into electronic filing

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<sup>5</sup> In certain CSA jurisdictions, "local" issuers that are not subject to mandated electronic filing as reporting issuers in any other CSA jurisdiction will initially be permitted but not required to comply with the electronic filing requirements of the National Instrument. As a substantial majority of filers in Canada are subject to the securities laws of several (and in many cases all) CSA jurisdictions, it is expected that a substantial majority of filers in Canada will be subject to mandated electronic filing.



at the same time as non-reporting issuers, that is, when the previously phased-in reporting issuers are first required to file prospectuses and other public offering documents in electronic format.

(ii) Foreign Filers

Initially, it is proposed that foreign issuers which do not have a substantial connection with the Canadian capital markets on the basis described above will not be subject to mandated electronic filing requirements. These foreign issuers are being exempted during the initial stage of SEDAR implementation to permit the CSA to assess the extent to which mandated electronic filing would be an impediment to foreign issuers seeking to access the Canadian capital markets. All foreign issuers may be required to file electronically at some future date; however, at the present time it is proposed to permit exempt foreign issuers to become electronic filers voluntarily by electing to comply with the electronic filing requirements of the National Instrument. An exempt foreign issuer that elects to become an electronic filer must comply with the electronic filing requirements for a minimum of two years from the date of making its first electronic filing. Following the minimum two year period, a foreign issuer which has elected to file electronically may cease to do so by filing a notice with each of the applicable securities regulatory authorities at least 30 days prior to making a filing in paper format.

Third party filers that are required to file documents relating to exempt foreign issuers will also be exempt from electronic filing unless the foreign issuer has elected to become an electronic filer. Third party filers that have filing obligations relating to issuers which are mandated electronic filers will have to file documents in electronic format whether or not they are domiciled or resident in Canada.

(iii) Paper Filers

Issuers and third party filers that have not yet been phased in as electronic filers or that are not required or permitted to elect to file electronically will be required to continue to file documents with the Canadian securities regulatory authorities in paper format. This requirement is intended to ensure as much as possible that there will be a clear understanding among filers, securities regulatory authorities and users of the public database as to the types of filers and types of filings that will be filed electronically and in paper, respectively.

(b) Mandated Electronic Filings

(i) Issuers

During the first stage of SEDAR implementation, it is proposed that phased-in issuers will be required to file substantially all continuous disclosure documents and substantially all documents relating to public securities offerings in electronic

format, absent an exemption. In addition, certain documents filed by issuers in connection with special transactions such as issuer bids and securities exchange take-over bids will also have to be filed electronically. Limited exemptions will be available for certain documents produced prior to implementation of SEDAR, for certain graphic or image material and for certain hardship situations. All other documents required or permitted to be filed by reporting and non-reporting issuers under applicable securities legislation will continue to be filed in paper, except for documents required to be filed electronically by issuers that are filing documents as third party filers, as discussed below. A list of the filings which will be required to be filed in electronic format is set forth in Appendix A to the National Instrument. It is contemplated that the list of mandated electronic filings would be expanded in a subsequent stage of SEDAR implementation when filings such as those relating to exempt securities distributions and applications for exemptive relief would be considered for inclusion.

Under the National Instrument, in addition to the specific documents listed in Appendix A, phased-in issuers will be required to file electronically any correspondence, supporting documents or other written material relating to an electronic filing as well as any amendment or supplement to an electronic filing. In the context of a prospectus filing, for example, this will include all supporting documents filed with the preliminary or final prospectus as well as all correspondence relating to comments and information requests received from the securities regulatory authorities in respect of the prospectus. These requirements are intended to ensure that staff of the securities regulatory authorities have access to all documentation relating to a prospectus review in electronic format where the prospectus has been filed electronically.

In order to facilitate full electronic communication with the filer of a document being reviewed, the securities regulatory authorities will issue comment letters and other written correspondence in electronic format via SEDAR. Any documents transmitted electronically by a filer or issued in electronic format by a securities regulatory authority will remain private as between the originating party and the intended recipients until a securities regulatory authority takes action to make the document accessible to the public as part of the SEDAR database of public filings. Documents filed or issued in electronic format as described above will only be made available to the public on a basis consistent with securities law requirements and general regulatory policies and practices in existence from time to time in the relevant jurisdictions.

Finally, documents to be filed with the securities regulatory authorities by virtue of having been sent by an issuer to its security holders or by virtue of having been filed with a governmental agency or stock exchange in another jurisdiction must be filed electronically. This is appropriate because the principal purpose of requiring these filings is to ensure that they are available to the public as part of the continuous disclosure record of the issuer.

(ii) Third Party Filers

As discussed previously, under the National Instrument certain filings made by third parties in respect of issuers will be required to be filed electronically if the issuer is subject to electronic filing requirements. Specifically, "early warning" securities acquisition reports and take-over bid materials will all be required to be filed electronically by a third party if the issuer is subject to electronic filing requirements. Insider reports will not be filed in electronic format in the first stage of SEDAR implementation but will be considered for mandated electronic filing in a subsequent stage.

Documents filed by or relating to an issuer that is required to file documents in paper generally will not be permitted to be filed electronically. An exception will be provided for documents that are being submitted jointly by an electronic filer and a paper filer, such as a joint proxy circular. In these circumstances, the status of the electronic filer will control, requiring the paper filer to submit the filing relating to the particular transaction in electronic format. Take-over bid filings made by an offeror will generally be considered third party filings such that the status of the offeree issuer will generally determine whether or not an offeror's filings must be made electronically.

(iii) Sanctions For Non-Compliance

The securities regulatory authorities have a wide range of powers which may be used to sanction issuers and other filers that fail to comply with electronic filing requirements. In particular, Canadian securities regulatory authorities may place reporting issuers on a list of defaulting reporting issuers, remove trading privileges from responsible persons or cease trade the securities of an issuer upon failure to comply with electronic filing requirements. The CSA is also considering changes to various other National Instruments to provide additional sanctions where electronic filers submit filings in paper in violation of the mandated electronic filing requirements. For example, it is proposed that any reporting issuer that failed to comply with the electronic filing requirements would be denied the privilege of using the various streamlined securities distribution procedures such as the POP System, Shelf Rules, PREP Rules, and Simplified Prospectus Qualification System. Furthermore, an electronic filer submitting a continuous disclosure document in paper format in violation of the National Instrument would not be allowed to incorporate the paper filing by reference in a subsequent filing. Other sanctions are being considered in other areas of the securities laws to ensure compliance with electronic filing requirements.

(c) Permitted Electronic Filings

In general, if a particular document is not required to be filed in electronic format then it must be filed in paper format. This rule is intended to ensure that filers, the

securities regulatory authorities and the public all have a clear understanding and expectation as to the format in which documents are to be filed, maintained and accessed for retrieval. One exception to this rule will permit an electronic filer to choose between electronic format and paper format in filing an application for exemptive relief or approval in connection with a distribution of securities pursuant to a prospectus filed in electronic format.

**(d) Filer Profiles**

The proposed National Instrument creates a new disclosure obligation for electronic filers in the form of a requirement to file a filer profile in electronic format. A filer profile is a discrete set of information concerning the electronic filer which in most cases is already publicly available in various documents filed under applicable securities legislation. The filing of a filer profile in electronic format will facilitate the recording of electronic filings against profiled issuers and third party filers for purposes of database searching and will serve to make key information pertaining to electronic filers more readily available to the securities regulatory authorities and the public. In the case of a reporting issuer, including an issuer proposing to make a filing which will result in it becoming a reporting issuer, the information required in a filer profile is more detailed than is the case for a non-reporting issuer or a non-issuing third party filer. In these latter cases, the information required in a filer profile is primarily that which will permit the securities regulatory authorities to contact the filers.

As a general rule, an electronic filer will be required to file its filer profile in electronic format through SEDAR with the applicable securities regulatory authorities before making any other electronic filing. In the case of a reporting issuer that is being phased into electronic filing under the phase-in schedule, the filer profile must be filed at least 15 days prior to the reporting issuer's phase-in date. This will ensure that all reporting issuers that are required to file electronically will be recorded in the SEDAR database well in advance of their first electronic filing.

Filer profiles will be made public shortly after electronic transmission to the SEDAR server. In the case of an electronic filer that is not an existing reporting issuer, the filer profile will only be made public at the time that the filer's first electronic filing is made public by a securities regulatory authority. This will ensure that the filing of a filer profile by a non-reporting issuer will not prematurely disclose the fact that the filer has made or will be making a filing with the securities regulatory authorities.

There are several forms of filer profile depending upon the type of electronic filer that is filing the filer profile. Electronic filers will be required to prepare filer profiles by inputting the required information into specific fields in an electronic form contained within the SEDAR filer software. Details of the information required to be disclosed in the various filer profile forms is set forth in various appendices to the SEDAR Filer Manual.

Electronic filers will be required to ensure that the information contained in their filer profiles remains correct in all material respects. An electronic filer will be required to file an amended filer profile with the applicable securities regulatory authorities as soon as practicable following any change in the information contained in its filer profile.

The National Instrument specifically provides that filer profiles are not considered to be incorporated by reference in or to otherwise form part of any document which is subject to the civil liability provisions under applicable securities legislation.

(e) Documents to be Filed in Paper Only

(i) General

As a general matter, under the proposed National Instrument an electronic filer will have very little latitude in determining whether or not to file a particular document in electronic format or paper format. As discussed above, certain designated filings and related documents will be required to be filed electronically in the first stage of SEDAR implementation. All other filings and related documents, with the limited exceptions discussed under "Permitted Electronic Filings" above, will be required to be filed in paper only. In addition, certain filings which would otherwise be required to be filed electronically must be submitted in paper form only. Filings falling into this category are filings such as confidential material change reports and documents or portions of documents in respect of which confidential treatment is requested pursuant to applicable securities legislation or applicable freedom of information legislation.

(ii) Confidential Filings – Material Change Reports

In view of the fact that certain filings such as confidential material change reports are required to be filed in a manner which is intended to restrict the number of individuals at the securities regulatory authority who are privy to the information contained in the filing, it is proposed to require that filings of this type be made in paper only. Once a confidential filing is no longer confidential, it must be filed in electronic format.

(iii) Confidential Treatment Requests

Similarly, in order to control access within the securities regulatory authorities, it is proposed that material in respect of which an electronic filer is requesting confidential treatment under applicable securities legislation will not have to be filed electronically via SEDAR. An electronic filer will be required to submit any document, or any relevant part thereof, that is the subject of a confidential treatment request in paper. If the confidential treatment request relates to a portion of a filing or other document to be filed electronically, the portion of the document

which is not the subject of the confidential treatment request must still be filed electronically. If a confidential treatment request is rejected, the material for which confidential treatment has been requested must then be filed electronically within 10 days following the rejection.

(f) **Filing Procedures and Related Rules**

(i) **Hours of Operation**

Under the SEDAR system, all electronic filings will be transmitted directly by a filing service subscriber to the SEDAR server operated by CDS using the SEDAR filer software and a dial-up or leased line connection. It is currently proposed that, as a minimum, electronic filings may be made 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 currently in effect in Toronto, Ontario where the SEDAR server is located. These minimum hours of operation have been proposed to accommodate the different time zones across Canada in which domestic electronic filers and their filing agents reside and the increased internationalization of the securities markets resulting in a greater number of filers and investors residing overseas in other time zones.

It is currently proposed that CDS will make its filer support staff available between 7:00 a.m. and 11:00 p.m. Eastern Time on business days in order to assist filers with issues that may arise in accessing the system. Subject to cost constraints which limit the feasibility of making filer support staff available beyond these time periods and subject to requirements to shut down the SEDAR server for system maintenance and the performance of back-up procedures, the time periods for transmission of electronic filings could be extended by the securities regulatory authorities to allow for transmission of electronic filings on a virtual 24-hours, 7 days a week basis.

If the hours of operation are not extended, 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 would have to be resubmitted in its entirety. Accordingly, a filer that is making an electronic filing late in the day should ensure that it has sufficient time to transmit the complete submission before 11:00 p.m. Eastern Time.

(ii) **Receipt and Acceptance**

(A) *Date of Filing*

Documents transmitted electronically via SEDAR will be received initially by the SEDAR server operated by CDS. The SEDAR system will record the receipt of the document when the electronic transmission is completed and will permit the filer

to confirm the time that the transmission was completed and the number of bytes transmitted by the filer. This should allow a filer to determine that the entire filing package has been received by the SEDAR server. In this context, the proposed National Instrument provides that, for purposes of applicable securities legislation, the date of filing of a document transmitted in electronic format will be the day on which the transmission of the filing to the SEDAR server is completed. This will allow 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 implementing the foregoing provision, Québec intends to provide that an electronic filing is deemed to be completed only when it is downloaded by the Commission des valeurs mobilières du Québec.

As a corollary, the proposed National Instrument also provides that, for purposes of any time period in the securities legislation of a particular province which is calculated by reference to the date on which a filing is made, the date of filing for this purpose would be the day on which the electronic transmission is completed only if it is completed on a business day by 5:00 p.m. local time in the province where the document is required to be filed. If the transmission of the electronic filing is not completed by 5:00 p.m. local time on a business day in the particular province, the date of filing for purposes of determining the commencement of any time period under the securities legislation of that jurisdiction will be the next business day. This exception will ensure 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 implementing this provision, Québec intends to provide that, 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 in Québec.

(B) *Downloading and Acceptance by Securities Regulatory Authorities*

Since there are minimal formatting requirements for documents filed electronically via SEDAR, it was not considered necessary to provide for automated acceptance processing of electronic filings. Therefore, the SEDAR system will not attempt to verify electronically that the filing conforms to the electronic formatting requirements set out in the National Instrument and the SEDAR Filer Manual. As well, although the SEDAR electronic filing process will require a filing service subscriber to authorize payment of any requisite CSA filing fees at the time of transmission of an electronic filing, the SEDAR system will not attempt to verify that the amount of filing fees authorized for payment to any securities regulatory authority is correct. As a result, except for messages relating to access or transmission errors, the SEDAR system will not issue any electronic error messages

or otherwise confirm compliance with formatting and other electronic filing requirements.

Upon the completion of transmission of an electronic filing to the SEDAR server, the SEDAR system records certain information relating to the transaction and stores the filed material for retrieval by the securities regulatory authorities to which the filing has been addressed. Although the SEDAR system will not notify a securities regulatory authority when an electronic filing addressed to it has been received by the SEDAR server, the securities regulatory authority will be able to check periodically for electronic filings addressed to it. Upon confirming receipt of an electronic filing, the securities regulatory authority will be able to download the electronic filing for processing if required.

The securities regulatory authorities will continue to follow existing practices with respect to the review of filings governed by the SEDAR system and payment of filing fees in connection with those filings. In most cases, the securities regulatory authorities will continue to conduct a minimal review of continuous disclosure documents and other filings which do not require specific review and approval on their part. Following receipt and any review of these documents, subject to confidentiality requirements, it is expected that the securities regulatory authorities will immediately make these documents accessible to the public via the SEDAR database retrieval service and other proposed channels for electronic dissemination.

If the transmission of an electronic filing is interrupted for any reason, it will be necessary to retransmit the electronic filing in full. For any electronic filing, the date of filing will be based upon the date and time of completion of a successful transmission. If transmission of an electronic filing cannot be completed on a timely basis due to unanticipated technical difficulties beyond the filer's control, the filer may submit the filing in paper format in reliance upon the temporary hardship exemption discussed below.

Although CDS will have technical support staff available to assist filers with technical questions and to address any electronic transmission problems, it is not anticipated that staff of CDS or any securities regulatory authority will respond orally or in writing to any inquiries as to whether an electronic filing has been received by the SEDAR server or downloaded by any securities regulatory authority to which it has been addressed. Receipts and other confirmations of acceptance issued by the securities regulatory authorities in respect of electronic filings will be transmitted electronically to the SEDAR server where the filers will be able to retrieve these documents in electronic format. Filers will also be able to use the status tracking function described below to monitor the status of filings.

A filing service subscriber that transmits an electronic filing will be able to monitor both the completion of the transmission to the SEDAR server and the downloading of the electronic filing by the securities regulatory authorities to which it has been



directed. Confirmation of receipt and acceptance processing of electronic filings will be facilitated using a "status tracking" function in the SEDAR filer software which will permit the filing service subscriber to link with the SEDAR server for an updated status report.

This function will also enable the filing service subscriber to determine that formal correspondence has been issued by the securities regulatory authorities in relation to a filing and, where appropriate, that the electronic filing has been approved or that a receipt has been issued. The SEDAR filer software may also be used by the responsible filer to determine whether a particular filing or document has been made available to the public. Finally, the responsible filer may submit a database search request and retrieve the electronic filing to confirm that the documents filed electronically were in fact properly transmitted and received by SEDAR.

(C) *Timing of Public Dissemination of Electronic Filings*

As a general matter, electronic filings which are ordinarily made available to the public and which are not first reviewed in detail by securities regulatory authorities, will be made available to the public in electronic format shortly after receipt. Non-public filings which are intended solely for review by applicable securities regulatory authorities will not be placed in the public database or be disseminated publicly in any way.

An electronic filing will become publicly available as soon as one of the securities regulatory authorities to which the filing has been directed changes the status of the filing from "private" to "public". Once the electronic filing has been made accessible to the public, it will be immediately available to any filing service subscriber or any subscriber to the database retrieval service that transmits a request to search the SEDAR database of public filings. It is also anticipated that electronic filings will be made publicly available through channels not involving direct access to the SEDAR server, such as the Internet.

For purposes of the applicable securities legislation, the official copy of any document forming part of an electronic filing or issued by a securities regulatory authority in electronic format will be the electronic copy residing on the SEDAR server, except in Québec where the official copy of an electronic filing will be the electronic format version downloaded from the SEDAR server and stored by the Commission des valeurs mobilières du Québec.

(iii) *Identification and Log-In Procedures*

In order to transmit documents electronically, SEDAR identification codes and passwords are required. Any issuer, third party filer or filing agent wishing to transmit documents electronically to the securities regulatory authorities via SEDAR will be required to submit a Uniform Application to become a filing service

subscriber using SEDAR Form 1. An application to become a filing service subscriber should be made between 45 and 60 days in advance of the date of the filer's initial electronic filing. The Uniform Application must be submitted to CDS at its Toronto office. Upon receipt of the completed Uniform Application, CDS will provide the filer with the SEDAR identification codes and passwords together with a copy of the SEDAR Filer Manual, a set of computer diskettes containing the current version of the SEDAR filer software and the related installation and user guides.

CDS is aware that in some cases it may be requested to provide access codes on relatively short notice. This could be the case in the early stages of the SEDAR phase-in schedule where filing agents used by filers have not made a timely application to become filing service subscribers. If necessary, the Uniform Application may be sent to CDS by facsimile. Staff of CDS will process the Uniform Application as expeditiously as is practicable in such circumstances.

An electronic filer or a filing agent that submits an application to become a filing service subscriber will receive the following SEDAR access codes:

- (1) a subscriber ID which identifies the electronic filer or filing agent that is registered to use the SEDAR filer services to make electronic filings;
- (2) one or more user ID's which may be allocated to employees or other individuals ("users") authorized to make electronic filings on behalf of the "subscriber" (each user will be licensed to operate the subscriber's SEDAR filer software on a single computer); and
- (3) a password for each user allowing the user to make the initial connection to the SEDAR server.

In order to fully operate the SEDAR filer application, the filing service subscriber must make an initial connection with the SEDAR server using the subscriber ID. Once a connection has been made with the SEDAR server, any individual who has been assigned a user ID and password may use the filer software to access the SEDAR server. The first time that an individual user attempts to make access to the SEDAR server, the user will be prompted to change the password for security purposes.

The filing service subscription process has been designed to avoid disrupting existing procedures and practices regarding the role played by filers and filing agents in the securities document filing process. In particular, the filing service subscription process permits both filers and filing agents to become authorized to make electronic filings on a uniform basis. In the result, issuers and third party filers with electronic filing obligations may become filing service subscribers in order to make some or all of their own electronic filings without the use of a filing agent. Alternatively, an issuer or a third party filer with electronic filing obligations may choose to rely exclusively on filing agents who are filing service subscribers, in

which case the issuer or third party filer need not become a filing service subscriber. It is anticipated that most filing agents currently assisting filers in making filings with securities regulatory authorities will become filing service subscribers under the SEDAR system. This will provide most electronic filers with the flexibility either to become subscribers so as to make some or all of their own filings or to rely exclusively on filing agents to make required electronic filings.

**(g) Hardship Exemptions**

The proposed National Instrument includes 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".

**(i) Temporary Hardship Exemption**

The proposed temporary hardship exemption will be available when a filer experiences unanticipated technical difficulties preventing the timely assembly and transmission of an electronic filing. Examples of such technical problems might include a storm that interrupts power to the filer's area or problems with the filer's computer equipment that has been used previously to assemble and transmit filings successfully.

In recognition of the fact that requiring the securities regulatory authorities to consider requests for temporary hardship exemptions could present practical difficulties for both staff of the securities regulatory authorities and filers, particularly with respect to filing problems encountered in non-business hours, the proposed National Instrument provides that an electronic filer may rely upon the exemption if it files the relevant document or set of documents in paper format under cover of SEDAR Form 3 with each of the applicable securities regulatory authorities no later than two business days after the filing was to have been made. Although the exemption would therefore be available to electronic filers automatically, the CSA intends to monitor use of the exemption and, if it is being abused, will take action to change the basis on which the exemption is available.

SEDAR Form 3 must include the following information:

- (1) the specific reasons for reliance upon the temporary hardship exemption, including a description of the nature and extent of the temporary technical difficulties experienced by the filer in attempting to prepare and transmit the document(s) in electronic format;
- (2) details of the extent to which the filer has previously filed documents in electronic format with the same or similar hardware and software; and

- (3) an explanation as to why the filer was unable to use alternative means to make the electronic filing, including details of the burden and expense that would have been involved.

If the paper documents filed in reliance on the temporary hardship exemption are made public by the applicable securities regulatory authorities, the SEDAR Form 3 will also be made public at the same time.

The paper filing must contain the following legend in capital letters at the top of the first page:

"IN ACCORDANCE WITH SECTION 3.1 OF NATIONAL INSTRUMENT •, [SEDAR] THIS (SPECIFY DOCUMENT) IS BEING FILED IN PAPER FORMAT UNDER A TEMPORARY HARDSHIP EXEMPTION."

In cases where reliance is placed on a temporary hardship exemption, the official filing for purposes of applicable securities laws will be the paper format document filed with the applicable securities regulatory authorities. If the paper filing is made on a timely basis in accordance with the requirements for use of the temporary hardship exemption, the date by which the filing is required under applicable securities legislation, if any, is extended to the date of the actual filing in paper.

To assure the completeness of the SEDAR database of public filings, the proposed exemption will require the electronic filer to file an electronic format copy of the paper filing through SEDAR within three business days of making the paper filing. The electronic format version of each document included in the filing must contain the following statement in capital letters at the top of the first page 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 • [SEDAR]."

As discussed previously, the CSA is proposing to make appropriate amendments to other legislative or regulatory provisions to impose sanctions on issuers that fail to comply with electronic filing requirements, including the requirement to file the conforming electronic copy of any paper filing made in reliance on the temporary hardship exemption.

#### (ii) Continuing Hardship Exemption

The National Instrument, as proposed, provides that an electronic filer may apply in writing for a continuing hardship exemption from the electronic filing provisions 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 and 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 will 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 database of public filings.

An electronic filer seeking to rely on the continuing hardship exemption will be required to submit an application in paper format to 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 prior to the required due date of the filing or the proposed filing date, as appropriate, or within such other shorter period as may be permitted by the applicable securities regulatory authorities. The application should be submitted contemporaneously to each of the applicable securities regulatory authorities and must include the following:

- (1) a list of the jurisdiction(s) 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; and
- (3) the reasons for requesting the exemption from filing the documents in electronic format, as well as the justification for the length of time for which the exemption is being requested.

Under the provisions of the exemption, each applicable securities regulatory authority will provide the applicant with written notice of its decision to grant or deny the application. If the applicant has been notified that the exemption is granted, the relevant documents must be filed in paper format with each of the applicable securities regulatory authorities on the required or the proposed filing date, as appropriate. The paper filing must contain the following legend in capital letters at the top of the cover page:

"IN ACCORDANCE WITH SECTION 3.2 OF NATIONAL INSTRUMENT • [SEDAR], THIS (SPECIFY DOCUMENT OR RELEVANT PORTION THEREOF) IS BEING FILED IN PAPER FORMAT UNDER A CONTINUING HARDSHIP EXEMPTION."

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, or such other date as is permitted by the applicable securities regulatory authorities.

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.

**(h) Exemption for Pre-existing Documents**

The proposed National Instrument also contains an exemption from electronic filing requirements for supporting documents created prior to October 1, 1996 when the transition to electronic filing is scheduled to commence. Specifically, any supporting document, written correspondence or other written material relating to a document that is required or permitted to be filed with the Canadian securities regulatory authorities in electronic format may be filed in paper format if the document, correspondence or other material was prepared and issued, published, distributed or otherwise made effective prior to the SEDAR implementation date. This exemption is intended to reduce the extent to which electronic filers may have to convert older documents in paper format or non-acceptable electronic format to an acceptable electronic format. In general, it is more likely that documents created after SEDAR implementation will have been prepared in an electronic format that is acceptable for SEDAR filing purposes, particularly if the document is being prepared by or on behalf of an electronic filer.

Pre-existing documents filed with the securities regulatory authorities under this exemption must be submitted in paper format under cover of SEDAR Form 4 no later than two business days after the date of the filing of the electronic format document to which the pre-existing documents relate. All of the requirements under applicable securities legislation relating to paper format filings will apply to the pre-existing documents filed in paper format under the exemption. Since the principal public disclosure documents required to be filed under applicable securities legislation generally tend to be created and issued at the time of filing, the availability and anticipated periodic use of the pre-existing document exemption should not affect the ability of the public to access these public disclosure documents in electronic format in the SEDAR database.

**(i) Signatures**

The proposed National Instrument provides that a signature to or within any electronic filing must be presented in typed form rather than in manual form. The rules further provide that, when used in connection with a document included in an electronic filing, the term "signature" means an electronic entry of the name of the person or company required to sign or certify the electronic filing that is executed or adopted or authorized as a signature. By requiring that the electronic "signature" be entered physically by or on behalf of the signatory, the intention of the signatory or the signatory's authorized agent to authenticate the document will be demonstrated.

As an additional requirement in the case of certain filings, including the principal filings in relation to which certain signatories are subject to statutory civil liability under applicable securities legislation where the filing contains a misrepresentation, it is proposed to require the filing of a manually signed authenticating certificate signed by the individual signatories, whether they have signed in their own capacity or as representatives of another person. This authenticating certificate will be required to be filed in relation to a prospectus, take-over bid circular, issuer bid circular, directors' circular, officer's circular, mutual fund, annual information form, or any amendment or supplement to any of the foregoing, which is filed in electronic format via SEDAR. The prescribed form of the manually signed Certificate of Authentication is SEDAR Form 6 which provides that the individual signatory thereto has authenticated the electronic filing and adopted his or her signature that appears in typed form within the document. The manually signed Certificate of Authentication must be executed before or at the time the electronic filing is made and must be filed within three business days with one of the designated offices of CDS.

### 3. PRESENTATION OF INFORMATION AND FORMAT OF ELECTRONIC FILINGS

#### (a) SEDAR Filer Manual

The proposed National Instrument provides that electronic filings must be prepared and transmitted in accordance with the standards, procedures and guidelines set out in the SEDAR Filer Manual. The current version of the SEDAR Filer Manual is Version 1.0 which is being published contemporaneously with the publication of the proposed National Instrument. It is expected that an updated version will be issued in 1996 in connection with the final release of the SEDAR filer software prior to commencement of the first stage of SEDAR implementation. Compliance with the requirements in the SEDAR Filer Manual relating to formatting of electronic filings and related matters will be required to ensure that an electronic filing complies with the National Instrument.

#### (b) Incorporation by Reference

With a view to ensuring that the SEDAR database of public filings is as complete as possible, the National Instrument will contain certain specific requirements relating to documents incorporated by reference in electronic filings. First, the proposed rules will prohibit electronic filers from incorporating by reference any document filed in paper format with the securities regulatory authorities in violation of electronic filing requirements, or any document filed in paper pursuant to a temporary hardship exemption for which a confirming electronic copy has not been filed with the securities regulatory authorities via SEDAR. Second, subject to the exception for new electronic filers discussed below, if an electronic filing incorporates by reference all or part of a document filed originally in paper format,

the document or the portion thereof incorporated by reference must be filed in electronic format as a supporting document to the electronic filing. The latter requirement ensures that the securities regulatory authorities and users of the SEDAR database of public filings will be able to access the entire disclosure record in relation to a particular transaction in electronic format via SEDAR. It is proposed that this requirement will not apply to new electronic filers during a one-year period following their first electronic filing. This will permit POP System issuers to avoid having to refile continuous disclosure documents electronically if they file a short form prospectus during their first year as an electronic filer.

(c) **Graphic and Image Material**

Although most information filed with the securities regulatory authorities is textual information that is presented in narrative or tabular format, a limited amount of graphic and image material, such as charts, graphs, logos, maps and photographs ("graphic material"), is contained in paper format documents filed with the securities regulatory authorities and disseminated to securityholders and the investing public. In most cases, the inclusion of this graphic material in electronic filings made using the SEDAR system should not present a problem for filers, the securities regulatory authorities or members of the public seeking to retrieve and view electronic filings. However, in certain cases, the inclusion of graphic material such as maps and certain photographs would require significant transmission time and storage space as well as give rise to difficulties for persons seeking to retrieve electronic format documents containing such graphic material. As a result, it is proposed that all maps and, in addition, all photographs larger than 8 1/2 x 11 inches or 21.5 x 28 centimetres, must be omitted from electronic filings and that any other photographs may be omitted from electronic filings at the option of the filer. If a map or photograph appearing in a paper format document or distributed as a supplement thereto is omitted from an electronic filing, a reference to the omission of the map or photograph must be included in the electronic format version of the document. This will ensure that the omission of the map or photograph is brought to the attention of the person viewing the electronic format version of the document.

In order to ensure that the securities regulatory authorities have access to omitted maps or photographs which appear in or accompany paper format versions of electronically filed documents, an electronic filer will be required to retain a paper format copy of each such omitted map or photograph for a period of six years after the filing date of the document and to deliver such paper format copy of the omitted map or photograph to any securities regulatory authority that received the electronic filing if requested by the securities regulatory authority within the six year retention period.



**(d) Cover Page Information**

The proposed National Instrument provides that certain prescribed information must be included in an electronic "cover page" that is transmitted with every electronic filing made via SEDAR. In most situations, the electronic cover page will contain key information about the specific electronic filing so as to facilitate timely processing of the electronic filing by the securities regulatory authorities. The information provided in the cover page will also facilitate retrieval of the electronic filing using the key word searching function which is available to filing service subscribers and subscribers to the public database retrieval service.

Initially, there will be four different types of cover pages incorporated in the SEDAR filer software that will capture key information relating to specific types of electronic filings. The SEDAR filer software will present the appropriate type of cover page automatically for completion by the filer based on the particular type of filing which is being assembled and transmitted using the software. The discrete set of information required to be included in the various forms of electronic cover pages is set forth in various appendices to the SEDAR Filer Manual. The cover page information is provided by completing various electronic fields presented in the cover page which appears on the filer's computer screen when a particular type of filing is selected. Cover page information will be stored in the SEDAR database and may be retrieved and reviewed by the securities regulatory authorities or, in the case of public filings, members of the public with access to the SEDAR database of public filings.

**(e) Document Formatting Requirements**

The SEDAR Filer Manual contains specific requirements relating to the formatting of documents which are included in an electronic filing under SEDAR. In particular, all documents which are to be filed electronically via SEDAR must be prepared in or converted to a prescribed word processing file format. Initially, the prescribed word processing file formats will be WordPerfect for DOS or Windows, versions 5.1 to 6.1 and Microsoft Word for Windows, versions 6.0 and 6.0x. Use of these widely accepted word processing software formats will ensure the greatest possible scope for retrieval and display of electronic filings by staff of the securities regulatory authorities, as well as members of the public. In order to ensure that filers will readily be able to view any document transmitted to it by a securities regulatory authority, the securities regulatory authorities are proposing to issue all documents using the earliest of the accepted word processing software products, WordPerfect versions 5.1 or 5.2. This will allow filers using other accepted versions of WordPerfect or Microsoft Word to view these documents without difficulty.

In addition to requiring use of a prescribed word processor in preparing documents for electronic filing, there are a number of additional formatting requirements or recommendations which filers must observe or consider in preparing electronic

format documents and assembling an electronic filing. For example, information presented in tabular or columnar format must be entered or formatted using the tables functions (not the columns functions) of the prescribed word processing software products. As well, certain fonts and type sizes are being recommended or required. These formatting requirements and recommendations are set forth in the section of the SEDAR Filer Manual dealing with the preparation of documents for electronic filing.

It should be noted that the existing securities legislation in various jurisdictions contains provisions which are designed to ensure that the printed format of a paper document filed or disseminated under the legislation meets appropriate standards for ease of reading by the securities regulatory authorities and members of the public. Examples of these requirements include font, page setup and type size specifications. These requirements will not be applicable to documents prepared in electronic format for filing through SEDAR but they will continue to apply to the paper format versions of these documents disseminated to securityholders and public investors.

In addition to requirements relating to formatting electronic filings, there will be certain minimal requirements relating to the manner in which electronic filings may be transmitted via SEDAR. In particular, each document which is being transmitted as part of an electronic filing must be prepared as a separate word processing file. This is necessary to ensure that individual documents may be retrieved separately from other documents comprising an electronic filing. However, with the exception of a filer profile which must be filed in a separate transmission, any number of separate filings for the same or different electronic filers may be transmitted together in a single communication session.

As a general matter, the SEDAR system has been designed with a view to minimizing formatting and transmission restrictions.

#### **4. ELECTRONIC PAYMENT OF CSA FILING FEES AND SEDAR FILING SERVICE CHARGES**

##### **(a) Overview**

The proposed National Instrument provides that any filing fees payable to the securities regulatory authorities in connection with an electronic filing must be paid electronically at the same time that the electronic filing is made. If any SEDAR filing service charges are payable in respect of a particular filing, these must also be paid electronically at the same time. These electronic payment requirements will become effective after the phase-in of all issuers has been completed.

The SEDAR system will facilitate the payment of CSA filing fees and SEDAR filing service charges by requiring a subscriber to issue electronic payment instructions at

the time that an electronic filing is transmitted. The electronic payment instructions will initially be created on screen and transmitted to the SEDAR server using the SEDAR filer software. The instructions will then be processed by the SEDAR system and transmitted to the subscriber's Canadian financial institution instructing the financial institution to electronically transfer funds to the financial institutions designated to receive funds payments for the accounts of the securities regulatory authorities and CDS. This will allow processing of electronic payments to proceed contemporaneously with the processing of the electronic filing.

The electronic payment procedures which will be 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. The proposed electronic payment procedures have been reviewed and approved in general terms by most of the major financial institutions in Canada.

**(b) Required EDI Banking Arrangements**

To facilitate electronic payment of CSA fees and SEDAR charges, each subscriber will be required to establish an electronic data interchange or EDI banking account for SEDAR purposes with an EDI-compliant financial institution in Canada. A subscriber may choose to use an existing EDI banking account for this purpose or may create a new EDI banking account dedicated to SEDAR payment requirements. Subscribers should generally be able to make EDI banking arrangements with their existing financial institutions, as most Canadian financial institutions offer EDI facilities.

To allow CDS to set up the electronic banking arrangements for a subscriber on the SEDAR system, the subscriber will be required to provide CDS with EDI banking information, including details of the EDI financial institution and account to be used. To allow subscribers to put in place internal controls with respect to the issuance of electronic payment instructions, subscribers will be able to specify (1) the number of individual users who will have authority to confirm payment instructions "on screen" and (2) whether one or two authorized users will be required to confirm each electronic payment instruction issued on behalf of the subscriber. It is also anticipated that filers will be able to place limits on the amount which an authorized user may confirm in respect of any one filing. The electronic banking information received by CDS from the subscriber will be entered in the SEDAR system to facilitate automated processing of payment instructions at the time of each transaction.

It is currently proposed that subscribers will be able to view an EDI banking information screen which will display certain details of the subscriber's electronic banking arrangements, including the financial institution and bank account designated by the subscriber, a list of users authorized to confirm on-screen payment

instructions, whether one or two authorized users will be required to confirm payment instructions and the existence of any authorization limits which have been imposed on users. This should assist subscribers in administering their EDI banking business.

**(c) The Electronic Payment Process**

The electronic payment process will operate each time that a subscriber makes an electronic filing which involves payment of a CSA filing fee or a SEDAR filing service charge. In the course of assembling an electronic filing, the SEDAR Filer software will prompt the user 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 will assist in this process by providing the user with access to the fee schedule applicable to each jurisdiction. The filer software will also automatically calculate and display the amount of filing service charges, if any, that are payable to the filing service contractor in connection with the electronic filing. All applicable taxes will also be calculated and included with the electronic payments.

After the electronic filing has been properly assembled using the filer software, the user may proceed to establish a connection with the SEDAR server for purposes of making the filing at which time the user will be required to provide his or her user ID and password. If the electronic filing is one which is required to be accompanied by payment of CSA filing fees and/or SEDAR filing service charges, the user will be prompted to provide confirmation of issuance of electronic payment instructions through SEDAR by having either one or two authorized users, as required, enter their passwords to confirm the electronic payment instructions. If the passwords entered are correct, the transmission of the electronic filing to the SEDAR server commences and the electronic payment instructions are released and are irrevocable.

Electronic payment instructions received by the SEDAR server are processed and sent automatically to the financial institution designated by the subscriber. Electronic payment instructions will be coded by SEDAR in accordance with recognized international EDI standards used and approved by all Canadian financial institutions. Instructions sent to each subscriber's financial institution will be given security coding in accordance with security standards adopted by the Canadian financial institutions.

Upon receipt of the subscriber's electronic payment instruction, the subscriber's financial institution will debit the subscriber's account and transmit payment to the financial institutions appointed by the securities regulatory authorities and CDS. In the case of payment instructions received during electronic banking hours, a financial institution will generally process the payment instructions within two hours of receipt. In general, payment instructions will only be honoured if there are

sufficient funds in the designated EDI bank account, although back-up credit lines and overdraft protection may be arranged by the subscriber. Payment instructions received outside of banking hours will not be processed and confirmed until the following business day. However, in accordance with existing practice, the securities regulatory authorities will generally review and act upon filings whether or not receipt of payment has been confirmed by their financial institutions.

Information regarding electronic payments made by subscribers for their accounts will be available to the applicable securities regulatory authorities or their provincial treasuries on the business day that the financial institutions confirm acceptance. This information may be transmitted electronically to the applicable securities regulatory authorities to address their reconciliation needs. A record of all electronic payment instructions will be archived on the SEDAR system to assist in settling any disputes over electronic payments.

It is currently contemplated that users will be able to monitor the status of their electronic payments on screen by connecting to the SEDAR server and viewing a screen which will show the time the electronic payment instruction was sent by the SEDAR server to the subscriber's EDI financial institution and the time of payment acceptance or rejection by the subscriber's EDI financial institution.

Subscribers will be 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. Based on discussions conducted by CDS with most of the major Canadian financial institutions, it is not expected that these charges will exceed the current costs of administering filing fee payments using a non-EDI banking account.

## APPENDIX A

### SEDAR FILING SERVICE CHARGES

#### Filing Service Subscriber Fees

Licensing Fee (includes one copy of SEDAR Filer Software plus SEDAR set-up)	\$ 300.00
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>1</sup>

POP Issuer <sup>2</sup>	\$ 650.00
Non-POP Issuer With AIF <sup>3</sup>	\$1,000.00
Single Jurisdiction Issuer (No AIF) <sup>4</sup>	\$ 350.00
Multi-Jurisdiction Issuer (No AIF) <sup>5</sup>	\$ 650.00
Mutual Fund	\$ 425.00

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<sup>1</sup> Includes all continuous disclosure filings permitted to be filed electronically via SEDAR and excludes those indicated in Part B (Other Filings) on the next page.

<sup>2</sup> A "POP Issuer" is an issuer that participates in the Prompt Offering Qualification System and files an annual information form ("AIF") pursuant to National Policy Statement No. 47. POP Issuers must also pay single filing charges associated with the filing of their AIFs as indicated in Part B (Other Filings) on the next page.

<sup>3</sup> A "Non-POP Issuer With AIF" is an issuer that is required to file an AIF under the securities legislation or securities directions of a jurisdiction, but does not participate in the Prompt Offering Qualification System pursuant to National Policy Statement No. 47.

<sup>4</sup> A "Single Jurisdiction Issuer (No AIF)" is an issuer that is a reporting issuer in only one jurisdiction and is not required to file an AIF under the securities legislation or securities directions of a jurisdiction or under National Policy Statement No. 47.

<sup>5</sup> A "Multi-Jurisdiction Issuer (No AIF)" is an issuer that is a reporting issuer in more than one jurisdiction and is not required to file an AIF under the securities legislation or securities directions of a jurisdiction or under National Policy Statement No. 47.

B. Other Filings

Category of Filer/ Category of Filing	Type of Filing	Filing Charges per Jurisdiction		
		First	Additional	Maximum
Mutual Fund Issuers Securities Offerings <sup>1</sup>	Simplified Prospectus and Annual Information Form (NPS-36)	\$450	\$250	\$1,950
	Long Form Prospectus	\$550	\$325	\$2,500
Mutual Fund Issuers Exemption and Other Applications	Applications (NPS 39)	\$150	\$60	\$460
	Exemptions and Other Applications - In Connection with a Prospectus Filing	\$150	\$125	\$900
Other Issuers Securities Offerings	Initial Annual Information Form (NPS-47)	\$500	\$325	\$2,450
	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	-	-
Other Issuers Securities Offerings	Exchange of Securities Merger and Reorganization (QC sec. 50 Act)	\$100	-	-
Other Issuers Securities Acquisitions	Formal Issuer Bid Filings	\$150	\$125	\$900
Other Issuers Going Private and Related Party Transactions	Going Private Transaction Filings	\$250	\$175	\$1,350
	Related Party Transaction Filings	\$250	\$175	\$1,300
Other Issuers Exemption and Other Applications	Exemptions and Other Applications - In Connection with a Prospectus Filing	\$150	\$125	\$900
	Reactivation Application (BC LPS 3-35)	\$100	-	-
Third Party Filers	Take-over Bid Filings (Offeree)	\$150	\$125	\$900

<sup>1</sup> 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 B

### 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
- 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 TN 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 28,000 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 with small fonts installed for 8514a)
- (2) Word Processing Application
  - Any one of the following word processing software products is required in order to prepare documents in acceptable electronic format for SEDAR filings:
    1. WordPerfect for DOS or Windows, versions 5.1 to 6.1
    2. Microsoft Word for Windows, version 6.0x<sup>1</sup>

**Recommendation:**

The CSA recommends that filers use either WordPerfect for DOS 6.1, WordPerfect for Windows 6.1 or Microsoft Word for Windows 6.0 or 6.0x. By using these more recent versions of the word processing word processing products, filers will be more readily able to view documents in the SEDAR Filings Database since word processing software is generally not forward compatible.

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.

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<sup>1</sup> Currently version 6.0x includes versions 6.0, 6.0a and 6.0c. Future versions of 6.0x will be acceptable.

## APPENDIX C

### PROPOSED PLANS FOR PUBLIC DISSEMINATION OF ELECTRONIC FILINGS

Electronic access to public disclosure documents is an important element in the CSA's implementation of electronic filing. The goal is to provide public investors in Canada and abroad with timely, efficient and affordable access to public filings in the SEDAR database.

The CSA has given CDS INC., the SEDAR filing service contractor, the mandate to implement an acceptable plan for public dissemination of SEDAR filings. Several initiatives have been undertaken by CDS to investigate and develop a plan to ensure timely access for both market participants and the public to public disclosure documents that have been filed with the securities regulatory authorities using the SEDAR system.

It is currently proposed by CDS that electronic filings will be disseminated primarily through direct access to the SEDAR system. SEDAR filings and/or information derived from SEDAR filings may also be disseminated through the Internet and by established information service providers.

#### Information Dissemination Through the SEDAR System

The SEDAR system has been developed with the goal of providing improved dissemination of information to the investing public and the capital markets. Operating in a client/server environment, the SEDAR system will have a powerful search and retrieve capability, allowing database subscribers to have intelligent access to public disclosure documents that have been filed electronically with the SEDAR system.

#### Information Dissemination Through the Internet

The Internet - a 'network of networks' - has become an important dissemination tool in business today. The U.S. Securities and Exchange Commission ("SEC") has recently established a location on the Internet which permits access to electronic filings made via EDGAR, the SEC's electronic filing and dissemination system.

In Canada, a significant number of service providers (IBM, CompuServe, Micromedia, etc.) have established Internet services. At the same time, several key players in the market (including financial institutions and legal firms) have established a presence on the Internet.

The Internet will play a key role in the dissemination of corporate information that has been filed with Canadian securities regulatory authorities. Along with these filings, additional information such as bulletins, rules, announcements, manuals, etc. can be made available through the Internet to enhance the efficiency of the overall market.

### Information Dissemination Through Other Service Providers

Today, a variety of information service providers offer the market (and the public) access to publicly filed corporate data through a variety of packaged electronic offerings. Some provide raw data while others take this data and turn it into information for further analysis.

The CSA and the SEDAR filing service contractor are working with these market participants to develop new services, and augment existing dissemination products. These services will play an important role in providing access to information filed by issuers using the Canadian capital markets.

### Summary

As the SEDAR database of electronic filings starts to develop following the introduction of electronic filing in 1996, electronic dissemination of these filings and information derived therefrom to the capital market participants and the investing public will develop. As technology continues its rapid advancement, additional opportunities for information dissemination will undoubtedly surface.

PROPOSED

**NATIONAL INSTRUMENT**

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

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

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APPENDIX A  
MANDATED ELECTRONIC FILINGS

APPENDIX B  
PHASE-IN SCHEDULE FOR TRANSITION  
TO ELECTRONIC FILING

# NATIONAL INSTRUMENT<sup>1</sup>

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

### PART 1 DEFINITIONS AND INTERPRETATION

#### 1.1 Definitions<sup>2</sup> — In this Instrument

“cover page information” means any information set out in the SEDAR Filer Manual that is required to be filed as part of an electronic filing;

“electronic filer” means a person or company that is required or permitted to comply with the electronic filing requirements of this Instrument;

“electronic filing” means a document that is filed under securities legislation<sup>3</sup> or securities directions<sup>4</sup> in electronic format or the filing of such a document under securities legislation or securities directions in electronic format, as the context may require;

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<sup>1</sup> This National Instrument is being proposed for implementation as a rule, regulation or other appropriate instrument in each province and territory of Canada.

<sup>2</sup> At a later date, a national definition instrument will be published containing definitions of certain terms used in more than one national instrument. That instrument will also provide that a term used in a national instrument and defined in the securities legislation of the applicable jurisdiction, the definition of which is not restricted to a specific portion of the securities legislation, will have the meaning given to it in the securities legislation of that jurisdiction.

<sup>3</sup> The phrase “securities legislation” will be defined in the national definition instrument to mean “the statutes and other instruments listed in Appendix B” to that instrument, being generally the Securities Act or other similar statute, the regulations thereto and, in some cases, the rules, all as enacted in the various jurisdictions.

<sup>4</sup> The phrase “securities directions” will be defined in the national definition instrument to refer to the blanket rulings and orders, the policy statements and the written interpretations, if any, issued by the securities regulatory authority in the local jurisdiction.

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

"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" means an issuer that is not incorporated or organized under the laws of Canada or a jurisdiction<sup>5</sup>, 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 that represent more than 50 percent of the value 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 securities listed and posted for trading on a stock exchange in Canada and does not have any of its securities listed and posted for trading on a stock exchange or quoted in a published market in any other country;

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<sup>5</sup>

The term "jurisdiction" will be defined in the national definition instrument to mean "a province or territory of Canada".



"paper format" means a document printed on paper;

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

"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 version of 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<sup>6</sup> to provide services in respect of electronic filings,

"supporting document" means a document listed in the "Table of Documents To Be Filed For The Clearance of National Issues" forming part of [National Policy replacing National Policy Statement No. 1 and National Policy accompanying National Instrument replacing National Policy Statement No. 47] and any other document required to be filed in support of 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.

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<sup>6</sup>

The phrase "securities regulatory authority" will be defined in the national definition instrument to mean "the securities commission or similar regulatory authority in the local jurisdiction." The phrase "local jurisdiction" will be defined to mean "in a national instrument adopted or made by a securities regulatory authority, the jurisdiction in which the securities regulatory authority is situate".

## 1.2 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.

## PART 2 ELECTRONIC FILING REQUIREMENTS

### 2.1 Filers Required To Make Electronic Filings

- (1) The following persons or companies shall comply with the electronic filing requirements of this Instrument:

1. Every issuer, other than a foreign issuer, that is required or permitted to file a document.
  2. Every foreign issuer that files a notice of election to make electronic filings with the securities regulatory authority 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 the electronic filing requirements of this Instrument.
- (2) A foreign issuer that is required or permitted to file a document may elect to become subject to the electronic filing requirements of this Instrument by filing a notice of election in paper format on SEDAR Form 5.
  - (3) A foreign issuer that files a notice of election shall comply with the electronic filing requirements of this Instrument for at least two years after filing the notice of election.
  - (4) A foreign issuer that files a notice of election may elect to cease complying with the electronic filing requirements of 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 the electronic filing requirements of this Instrument.
  - (5) A person or company that is not required or permitted to comply with the electronic filing requirements of this Instrument shall not file any document through SEDAR.

## 2.2 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 them 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.

### **2.3 Documents to be Filed in Paper Format Only**

- (1) 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. A document, other than one referred to in paragraph 1 or

2, 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.

- (2) 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.
- (3) 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.

**2.4 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.

**2.5 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.

**2.6 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 day or at any time that the securities regulatory authority determines and announces by press release.

**2.7 Date of Filing**

- (1) A document filed in electronic format is, for purposes of securities legislation or securities directions, as applicable, filed on the day that the electronic transmission of the document is completed.

- (2) Despite subsection (1), 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.

## 2.8 Payment of Filing Fees

- (1) Filing fees payable to the securities regulatory authority for an electronic filing shall be paid by an electronic payment authorized at the time the electronic filing is made.
- (2) A filing service subscriber that makes an electronic filing shall authorize the electronic payment of filing fees payable to the securities regulatory authority for the filing by transmitting instructions through SEDAR for the purpose of effecting an electronic funds transfer from the filing service subscriber to the securities regulatory authority in the manner set out in the SEDAR Filer Manual.

## PART 3 ELECTRONIC FILING EXEMPTIONS

### 3.1 Temporary Hardship Exemption

- (1) 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.
- (2) 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 • [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 • [SEDAR].

### 3.2 Continuing Hardship Exemption

- (1) An electronic filer may make an application for a continuing hardship exemption if an electronic filing cannot be made without undue burden or expense.
- (2) 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 appropriate.
- (3) 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.
  - (4) The regulator<sup>7</sup> 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 application as soon as practicable after making its decision.
  - (5) 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 appropriate.
  - (6) 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 appropriate.
  - (7) 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

---

<sup>7</sup> The term "regulator" will be defined in the national definition instrument to mean "for the local jurisdiction, the individual referred to opposite the name of the local jurisdiction in Appendix A" to that instrument.



INSTRUMENT • [SEDAR], THIS (SPECIFY DOCUMENT) IS BEING FILED IN PAPER FORMAT UNDER A CONTINUING HARDSHIP EXEMPTION.

- (8) If a continuing hardship exemption is granted for a limited period, the exemption may be conditioned 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 October 1, 1996.
- (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

### 4.1 SEDAR Filer Manual

- (1) Version • of the SEDAR Filer Manual: Standards, Procedures and Guidelines for Electronic Filing with the Canadian Securities Administrators dated •, 1996 is incorporated by reference in this Instrument.
- (2) An electronic filing shall be prepared and transmitted in

accordance with the standards, procedures and guidelines set forth in the SEDAR Filer Manual.

#### **4.2 Cover Page Information**

- (1) An electronic filing shall be accompanied by any cover page information required for the particular electronic filing.
- (2) The cover page information shall be filed in the form and manner required by the SEDAR Filer Manual.

#### **4.3 Signatures**

- (1) A signature to or within any electronic filing shall be presented in typed form rather than manual form.
- (2) 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 or adopted or authorized by the person or company as a signature.
- (3) 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 the signature of an individual, whether in his or her own capacity or as a representative of a company or a person other than an individual, shall be filed in electronic format unless the individual has manually signed a certificate of authentication on SEDAR Form 6.
- (4) 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.
- (5) 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 document in paper format and a signature to or within the paper format copy of the document may be in typed form.

#### 4.4 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 the electronic filing requirements 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.

#### 4.5 Maps and Photographs

- (1) If a document to be filed in electronic format contains or is supplemented by a map, the map shall be omitted from the electronic filing.
- (2) If a document to be filed in electronic format contains or is supplemented by a photograph, the photograph shall be omitted from the electronic filing if it exceeds 8-1/2 inches by 11 inches or 21.5 centimetres by 28 centimetres and may be omitted from the electronic filing in any other case.
- (3) 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.

- (4) An electronic filer shall 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.
- (5) 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.

**4.6 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.

**4.7 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.

**4.8 Production of Electronic Format Documents By The Securities Regulatory Authority**

- (1) 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.
- (2) 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.
- (3) 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.

- 4.9 **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 electronically in SEDAR.

## **PART 5 FILER PROFILES**

### **5.1 Electronic Filing of Filer Profile Information**

- (1) An electronic filer shall file a filer profile in electronic format through SEDAR before making any other electronic filing.
- (2) Despite subsection (1), an electronic filer that is a reporting issuer on the date that this Instrument is adopted in whole or in part by the securities regulatory authority shall file a filer profile not less than 15 days before its phase-in date.
- (3) A filer profile shall be in the form required by and contain the information set out in the SEDAR Filer Manual.
- (4) 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.

- 5.2 **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**

- 6.1 Issuers** - Despite section 2.1, an issuer is not subject to the electronic filing requirements of 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, other than the requirement in subsection 5.1(2).
- 6.2 Third Party Filers** - Despite section 2.1, a third party filer is not subject to the electronic filing requirements of this Instrument before the last phase-in date for documents filed by the issuer for which the third party filer is required or permitted to make an electronic filing.
- 6.3 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.
- 6.4 Filing Fees** - Despite section 2.8, filing fees payable to the securities regulatory authority for an electronic filing shall not be paid by electronic means in accordance with that section before the last phase-in date for electronic filing of documents.

## **PART 7      EXEMPTION**

- 7.1 Exemption** - The regulator or, except in the case of Ontario, 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.

NATIONAL INSTRUMENT  
SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS  
AND RETRIEVAL (SEDAR)

APPENDIX A

MANDATED ELECTRONIC FILINGS

<u>Applicable Filing</u>	<u>Applicable Jurisdictions*</u>
I <b>Public Mutual Fund Issuers</b>	
A. <u>Securities Offerings</u>	
1.   Preliminary Simplified Prospectus and Annual Information Form (NPS 36)	
2.   Pro Forma Simplified Prospectus and Annual Information Form (NPS 36)	
3.   Final Simplified Prospectus and Annual Information Form (NPS 36)	
4.   Preliminary Long Form Prospectus	
5.   Pro Forma Long Form Prospectus	
6.   Final Long Form Prospectus	
B. <u>Continuous Disclosure</u>	
1.   Annual Financial Statements	

\*     *"Applicable Jurisdiction" means a jurisdiction in which the particular filing is specifically required by securities legislation or securities directions. All jurisdictions are applicable unless otherwise indicated.*

<u>Applicable Filing</u>	<u>Applicable Jurisdictions*</u>
2. Interim Financial Statements	
3. Compliance Reports - section 11 08 and section 12.04 of NPS 39	
4. Press Release	
5. Material Change Report	
6. Management Proxy Circular/Information Circular	
7. Change of Auditor Filings (NPS 31)	
8. Change in Year End Filings (NPS 51)	
C. <u>Exemption and Other Applications</u>	
1. Applications (NPS 39)	
II Other Issuers (Reporting/Non-reporting)	
A. <u>Securities Offerings</u>	
(a) <u>General Filings:</u>	
1. Initial Annual Information Form (NPS 47)	

\* *"Applicable Jurisdiction" means a jurisdiction in which the particular filing is specifically required by securities legislation or securities directions. All jurisdictions are applicable unless otherwise indicated.*



Applicable Filing

Applicable  
Jurisdictions\*

2. Revised Annual Information Form (NPS 47)
3. Renewal Annual Information Form (NPS 47)
4. Preliminary Short Form Prospectus (NPS 47)
5. Final Short Form Prospectus (NPS 47)
6. Supplemented Short Form PREP Prospectus (NPS 44)
7. Preliminary Short Form Prospectus - Shelf (NPS 44)
8. Final Short Form Prospectus - Shelf (NPS 44)
9. Prospectus Supplement - Shelf (NPS 44)
10. Preliminary Prospectus - MJDS (NPS 45)
11. Final Prospectus - MJDS (NPS 45)
12. Prospectus Supplement - MJDS (NPS 45)
13. Preliminary Long Form Prospectus

\* *"Applicable Jurisdiction" means a jurisdiction in which the particular filing is specifically required by securities legislation or securities directions. All jurisdictions are applicable unless otherwise indicated.*

<u>Applicable Filing</u>	<u>Applicable Jurisdictions*</u>
14. Pro Forma Long Form Prospectus	
15. Final Long Form Prospectus	
16. Supplemented Long Form PREP Prospectus (NPS 44)	
17. Initial Rights Offering Circular	
18. Final Rights Offering Circular	
(b) <u>British Columbia Filings:</u>	
1. Preliminary Prospectus (BC LPS 3-02)	BC
2. Final Prospectus (BC LPS 3-02)	BC
3. Preliminary Exchange Offering Prospectus (BC LPS 3-02)	BC
4. Final Exchange Offering Prospectus (BC LPS 3-02)	BC
5. Rights Offering Circular (BC LPS 3-05)	BC
(c) <u>Québec Filings:</u>	
1. Prospectus - Distribution outside Québec (QC sec. 12 Act)	Que

\* "Applicable Jurisdiction" means a jurisdiction in which the particular filing is specifically required by securities legislation or securities directions. All jurisdictions are applicable unless otherwise indicated.

<u>Applicable Filing</u>	<u>Applicable Jurisdictions*</u>
2. Exchange of Securities - Merger or Reorganization (QC sec. 50 Act)	Que
B. <u>Continuous Disclosure</u>	
(a) <u>General Filings:</u>	
1. Press Release	BC, Alta, Sask, Ont, Que, NS & Nfld
2. Material Change Report	BC, Alta, Sask, Ont, NS & Nfld
3. Annual Financial Statements	
4. Interim Financial Statements	
5. Annual Report	Que
6. Annual Information Form (Non-POP Issuers)	BC, Ont & Que
7. Management's Discussion & Analysis	BC, Ont & Que
8. Annual Filing of a Reporting Issuer (Form 28 - British Columbia, Alberta, Ontario, Nova Scotia and Form 26 - Saskatchewan)	BC, Alta, Sask, Ont & NS
9. Management Proxy	

\* "Applicable Jurisdiction" means a jurisdiction in which the particular filing is specifically required by securities legislation or securities directions. All jurisdictions are applicable unless otherwise indicated.

<u>Applicable Filing</u>	<u>Applicable Jurisdictions*</u>
Circular/Information Circular	
10. Report of Finance Company (Form 29 - British Columbia, Alberta, and Ontario, Form 27 -Saskatchewan)	BC, Alta, Sask & Ont
11. Change of Auditor Filings (NPS 31)	
12. Report of Film Producer (NPS 33)	
13. Future Oriented Financial Information Filings (NPS 48)	
14. Change in Year End Filings (NPS 51)	
(b) <u>Ontario Filings:</u>	
1. Labour Sponsored Investment Fund Corporation Quarterly and Annual Share Valuation Report	Ont
2. Junior Natural Resource Issuer Filings	Ont
C. <u>Securities Acquisitions</u>	
1. Issuer bid circular	
2. Notice of Change or Variation	
3. Report of Exempt Issuer Bid	Ont & Que

\* "Applicable Jurisdiction" means a jurisdiction in which the particular filing is specifically required by securities legislation or securities directions. All jurisdictions are applicable unless otherwise indicated.

<u>Applicable Filing</u>	<u>Applicable Jurisdictions*</u>
<b>D. <u>Going Private and Related Party Transactions</u></b>	
1. Going Private Transaction Filings	Ont & Que
2. Related Party Transaction Filings	Ont & Que
<b>III Third Party Filers</b>	
1. Take-over Bid Circular	
2. Notice of Change or Variation	
3. Directors' Circular	
4. Director's or Officer's Circular (Individual)	
5. Report of Exempt Take-over Bid	Ont & Que
6. Press Release	BC, Alta, Sask, Man, Ont, Que, NS & Nfld
7. Securities Acquisition (Early Warning) Report	BC, Alta, Sask, Man, Ont, Que, NS & Nfld

\* *"Applicable Jurisdiction" means a jurisdiction in which the particular filing is specifically required by securities legislation or securities directions. All jurisdictions are applicable unless otherwise indicated.*

NATIONAL INSTRUMENT  
SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS  
AND RETRIEVAL (SEDAR)

APPENDIX B

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

<u>Group</u>	<u>Category of Electronic Filer</u>	<u>Category of Filing</u>	<u>Phase-in Date</u>
1.	POP Reporting Issuers and Public Mutual Fund Issuers	Continuous Disclosure <sup>2</sup>	October 1, 1996
2.	Non-POP Reporting Issuers (A-M) <sup>3</sup>	Continuous Disclosure <sup>2</sup>	November 1, 1996
3.	Non-POP Reporting Issuers (N-Z and 1-9) <sup>3</sup>	Continuous Disclosure <sup>2</sup>	November 30, 1996
4.	All Electronic Filers	All Other Electronic Filings <sup>4</sup>	December 31, 1996

- Notes:*
1. *It is anticipated that electronic filers and filing agents will be permitted access to SEDAR commencing on or about September 1, 1996 for filing of "filer profiles".*
  2. *"Continuous Disclosure" means all documents listed in Appendix A under "Continuous Disclosure" for the particular category of filer.*
  3. *Groups 2 and 3 will be determined using the first letter or number of the English version of the issuer's name, except in the case of issuers formed under Quebec law or having their principal office in Quebec in which case the first letter or number of the French version of the issuer's name will govern.*
  4. *In order to maintain consistency during the transition to electronic filing, "Other Electronic Filings" excludes 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 filed on or after the phase-in date in respect of a preliminary prospectus filed in paper format prior to the phase-in date should also be filed in paper format.*

**SEDAR Filer Manual**

The text of the SEDAR Filer Manual, Version 1.0, dated April 1, 1996, follows.

PROPOSED

**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 1.0**

**April 1, 1996**



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## **NOTICE**

**This SEDAR Filer Manual is incorporated by reference in a National Instrument adopted by the Canadian Securities Administrators. The National Instrument 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:

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

The National Instrument - 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 (the "local implementing instruments"). In certain cases, the implementing jurisdiction has made one or more changes to the provisions of the National Instrument that have created 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.

**Note: An index to this Manual will be developed prior to implementation of SEDAR.**

## **1 ABOUT THIS MANUAL**

### **1.1 Guide to Organization/Use of Manual**

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

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

A glossary of terms 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".

#### **1.2 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 INC. by calling 1-800-219-5381 or from the securities regulatory authority in any CSA jurisdiction.

#### **1.3 Plans for Issuing Manual Updates**

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

The SEDAR filing service contractor will mail the Manual updates 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.

#### **1.4 The National Instrument**

This Manual (version 1.0, dated April 1, 1996) 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 defined terms (including defined terms used in the National Instrument) is set out in Appendix A.

## **2 OVERVIEW OF THE ELECTRONIC FILING SYSTEM**

### **2.1 Introduction**

Issuers and third parties that become electronic filers and/or filing agents acting on their behalf will use a personal computer and the specially designed SEDAR Filer Software to assemble filings consisting of documents that have been prepared in electronic format using an approved word processor. 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.

### **2.2 Role of the Filing Service Contractor**

CDS INC. has been appointed by the CSA as the SEDAR filing service contractor. CDS INC. ("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.

### **2.3 Structure and Operation of The SEDAR System**

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

The SEDAR system is a computerized system which has been developed for the CSA to provide for the transmission, receipt, acceptance, review and dissemination of documents filed with the securities regulatory authorities in electronic format. The computer technology reflected in the SEDAR system has been developed 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 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.

#### **2.4 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 existing 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, 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 couriered 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.

## **2.5 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 on the SEDAR system. For further information, see Section 8.7.

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

A new filer profile that has been filed by or on behalf of an electronic filer will remain private and will not be accessible to any person other than the filer, CDS and the securities regulatory authorities until at least one securities regulatory authority has made a document filed electronically by that filer a publicly accessible document. Thereafter, that filer profile, and any amended or updated version of it, will be publicly accessible information.

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 on the SEDAR system. For further information, see Section 6.5.

## **2.7 SEDAR Filer Software Modules and Screens**

This Manual makes references to various modules and screens in the SEDAR Filer Software. In particular, this Manual will refer to five modules:

- (a) **Filing Management** - This module may be used to assemble and transmit new electronic filings, other than filer profiles or amendments to filer profiles, and to monitor the status of those filings.
- (b) **Profile Management** - This module may be used to create and file a new filer profile or to update a filer profile.
- (c) **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.

- (d) **Search Profiles** - This module may be used to search the SEDAR Filer Profiles Database for public filer profiles, and filer profiles for those issuers whose 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.
- (e) **Mail Functions** - This module may be used to send E-mail to other SEDAR users and to send and retrieve document files to and from any user's "personalized" workspace on the SEDAR server.



### **3 ELECTRONIC FILERS**

#### **3.1 Introduction**

The National Instrument provides that certain issuers (other than exempt foreign issuers) and third party filers are required (in mandating provinces) or permitted (in non-mandating provinces) 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 a gradual 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 using SEDAR Form 5 which is set forth in Appendix N to this Manual with each of the applicable securities regulatory authorities. Such foreign issuers are further discussed in Section 3.5, below.

#### **3.2 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.

##### **(a) Documents Listed in Appendix A to the Instrument**

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

- (i) preliminary and final prospectuses, including long form prospectuses, short form prospectuses filed under the Prompt Offering Qualification System, the Shelf Procedures or the PREP Procedures, simplified prospectuses filed under the Simplified Prospectus Qualification System for mutual funds, and non-offering prospectuses; prospectuses of U.S. issuers filed under MJDS must be in electronic format only if the particular U.S. issuer has elected to become an electronic filer;
- (ii) annual information forms filed by reporting issuers under 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;
- (iii) continuous disclosure documents filed by reporting issuers, including interim financial statements, audited annual financial

statements, management's discussion and analysis of financial condition and results of operations, 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);

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

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

(vi) applications and requests made pursuant to National Policy Statement No. 39 or any National Instrument that replaces it.

**(b) Other Mandated Electronic Filings**

The following documents must also be filed in electronic format:

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

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

(iii) a document required to be filed because it was sent by an issuer to its security holders. These filings are addressed in Section 9.5; and

(iv) a document required to be filed because it was filed with a governmental agency or a stock exchange in another jurisdiction. These filings are addressed in Section 9.6.

**3.3 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:

(a) 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

(b) 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 9.7.

### **3.4 Documents To Be Filed In Paper Only -**

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

- (a) a document that is required or permitted to be filed on a confidential basis under securities legislation or securities directions;
- (b) a document for which confidential treatment is requested under securities legislation or securities directions or is claimed under applicable freedom of information legislation; and
- (c) a document, other than one referred to in (a) or (b) 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.

### **3.5 Procedure for Filing Notice of Election and Notice of Discontinuation by Foreign Issuer**

#### **(a) Notice of Election**

The National Instrument provides that a foreign issuer that is required or permitted to file a document 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. SEDAR Form 5 must be filed in each jurisdiction where foreign issuer will be filing electronically.

**(b) Notice of Discontinuation**

The National Instrument provides that a foreign issuer that files a notice of election shall comply with the electronic filing requirements of the National Instrument for at least two years after filing the notice of election. Furthermore, a foreign issuer that files a notice of election may elect to cease complying with the electronic filing 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 securities regulatory authority at least 30 days before making a filing with the securities regulatory authority that does not comply with the electronic filing requirements of the National Instrument. Such a foreign issuer must file this notice using the cover page for "Other Filings" located in the "Continuous Disclosure" category for "Mutual Funds" or "Other Issuers", as the case may be.

**3.6 Exemption for Pre-Existing Documents**

The National Instrument provides an exemption from electronic filing for certain documents in existence prior to October 1, 1996. The exemption for pre-existing documents is described in Section 9.12.

**3.7 Hardship Exemptions**

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

**(a) Temporary Hardship Exemption**

If an electronic filer, or filing agent acting on its behalf, experiences unanticipated technical difficulties preventing the timely preparation and transmission of an electronic filing, the National Instrument provides for the use of a temporary hardship exemption in certain circumstances. The form to be used in connection with 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.

**(b) 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.

## 4 FILING SERVICE SUBSCRIBERS

### 4.1 Introduction

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

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

Filing agents that are likely to become filing service subscribers include law firms, financial printers, trust companies acting as transfer agents and registrars, news release disseminators and other service providers. Electronic filers may choose to become filing service subscribers to make certain electronic filings directly where it is convenient to do so and to rely upon filing agents to make other electronic filings on their behalf where this is more efficient or otherwise appropriate. In general, 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.

### 4.2 SEDAR Subscriber Fees and Filing Service Charges

The National Instrument provides, in effect, that an electronic filer or a filing agent may become a filing service subscriber by submitting an application on SEDAR Form 1 to CDS Inc. 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 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 documents that a reporting issuer is required to make.

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 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 all required annual or other filing service charges have been paid by it or the electronic filer, as the case may be.

By entering into the Filing Service Subscriber's Agreement, a filing service subscriber also agrees to pay database retrieval service charges to the SEDAR filing service contractor in the amounts and in the manner set out in Appendix E.

#### **4.3 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 (hereinafter 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 required word processing software programs to facilitate 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 INC. at 1-800-219-5381. This application form requests certain information relating to the subscriber and its electronic banking arrangements.

3. In order to complete SEDAR Form 1, the subscriber will have to set up an electronic data interchange banking account with a Canadian financial institution. Information relating to the electronic banking facility and the agreement entered into with the financial institution is required to complete SEDAR Form 1 properly. Details concerning required electronic banking arrangements are set out in Section 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) which must be delivered to CDS INC. 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 INC. 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 INC. will set up a subscriber profile and obtain the required access codes for the subscriber. CDS INC. will then send an installation kit to the subscriber's contact person 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, the SEDAR Installation Guide, the SEDAR User Guide and the 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 subscriber's contact person may install the SEDAR Filer Software after reviewing the licence agreement and the SEDAR Installation Guide. Installation procedures require the subscriber to make a connection with the SEDAR server. The subscriber's contact person will be able to review and confirm its SEDAR access codes and banking authorizations on screen during the course of installation.
8. Following installation, the subscriber's contact person should issue any additional access codes to individual users in the subscriber's organization who may then use the SEDAR Filer Software to make electronic filings.

#### **4.4 Software and Hardware Requirements**

Electronic filings must be made using the current version of the SEDAR Filer Software licensed by the filing service contractor for use by all subscribers. A subscriber may not customize the SEDAR Filer Software or use any other software



in lieu thereof to make electronic filings, except with the prior written approval of the applicable securities regulatory authorities and CDS.

A subscriber must also have the necessary hardware 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 3.11. The CSA will monitor the extent of use of Windows 95 and other operating systems and consider the need to enhance the SEDAR Filer Software to facilitate its use with Windows 95 and other operating systems 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.

Acceptable word processing software products are discussed in Chapter 7.

#### 4.5 Application To Register As A Filing Service Subscriber

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

- (a) *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.
- (b) *SEDAR Filer Software* - The SEDAR Filer Software contains original code licensed by 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 which requires access to the SEDAR server, and is on such a local network, will require its own copy of the SEDAR Filer Software.
- (c) *Principal Contact and Other Contacts* - A subscriber is required to designate a "Principal Contact" (which may be the subscriber if the subscriber is an individual) to administer the subscriber's SEDAR operations. The Principal Contact should be an individual that is reasonably familiar with computer information systems including the SEDAR system. It is expected that the Principal Contact will receive and administer the SEDAR Filer Software and the related access codes including authorized banking codes. A subscriber is also required to designate a "Technical Contact" and an "Accounting Contact" to be responsible for technical and accounting matters, respectively, in relation to the subscriber's SEDAR operations.
- (d) *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 payment authority and whether a limit on the user's authority is to be applicable in each case. By requiring two banking authorizations to confirm any electronic payment instruction and limiting the number of user IDs having payment authority, a subscriber may maintain a significant degree of control over the electronic payment process.

- (e) *Banking Information* - A subscriber must provide the filing service contractor with the name of its financial institution and its EDI banking account number for purposes of electronic banking. See Chapter 5 entitled "Electronic Payment of Filing Fees and 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 a cheque, bank draft or money order with the application form 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, or if the subscriber wants to obtain additional copies of the SEDAR Filer Software or obtain access codes for additional users, the subscriber must contact CDS at 1-800-219-5381.

#### **4.6 Filing Service Subscriber's Agreement**

Each subscriber must enter into the Filing Service Subscriber's Agreement on SEDAR Form 2 set forth in Schedule N to this Manual. The SEDAR Filing Service Subscriber's Agreement incorporates a financial electronic data interchange agreement governing electronic banking arrangements. A subscriber must duly authorize and execute the SEDAR Filing Service Subscriber's Agreement and deliver it to CDS INC. with the Application for SEDAR Filing Services.

#### **4.7 SEDAR Filer Access Codes**

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

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

- (a) *Subscriber ID* - A subscriber will receive a single subscriber ID for each Application For SEDAR Filing Services submitted. The subscriber ID identifies the person or company that has entered into the SEDAR Filing Service Subscriber's Agreement and that is responsible for payment of all service charges incurred by its users. A subscriber ID does not by itself permit access to the SEDAR server as access must be obtained by entering a user ID and the related password.
- (b) *User IDs* - A subscriber will receive the number of user IDs requested by the subscriber in the Application For SEDAR Filing Services. User IDs identify the individuals who are authorized to access the SEDAR server as representatives of the subscriber. The subscriber is responsible for all electronic filings and other transactions undertaken by its users.
- (c) *Banking Authorizations* - One or more user IDs assigned to the subscriber have authority to confirm the issuance of electronic payment instructions in connection with any electronic filing. The number of user IDs which will have banking authority is based upon the instructions provided by the subscriber in its Application For SEDAR Filing Services.
- (d) *Passwords* - Each user ID assigned to a subscriber will have a password of any combination of numbers or letters that are six to eight characters in length which 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.
- (e) *Password Requirements* - A password must be from six to eight characters in length which 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 thirty 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.

Subscribers wishing to make changes to the banking authority attached to a user ID (eg. payment limits) must contact the filing service contractor. Subscribers may make changes to user IDs (eg. reallocate user ID from one individual to another individual) without contacting the filing service contractor.

#### **4.8 Installation of the SEDAR Filer Software**

Upon receiving the installation kit from the filing service contractor, the subscriber should proceed to install and test the SEDAR Filer Software. The installation of the SEDAR Filer Software should be carried out in the manner outlined in the SEDAR Installation Guide included in the installation kit. As part of the installation process, the subscriber will be required to establish an initial connection to the SEDAR server. The subscriber will not be able to utilize the SEDAR Filer Software until a proper connection has been made. It is recommended that the installation of the SEDAR Filer Software and the initial connection with the SEDAR server be administered by the Principal Contact designated to administer the subscriber's SEDAR operations. Upon making a proper connection to the SEDAR server, the Principal Contact should review the "Access and Banking Authorization" screen setting out the user IDs and related banking authorizations assigned to the subscriber as well as the information relating to the subscriber's electronic banking arrangements which was provided to the filing service contractor in the application form. If any information in the "Access and Banking Authorization" screen is incorrect, the subscriber must contact the filing service contractor immediately.

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

#### **4.9 Connecting to the SEDAR Server**

Subscribers may arrange to make all connections with 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 to the secure wide area corporate network serving the SEDAR system.

##### **(a) 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 (usually a securities regulatory authority).

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

**(b) 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 on to 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.

**4.10 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.

**4.11 Other Services Available to Filing Service Subscribers**

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

**(a) SEDAR Database Access**

All of a subscriber's authorized users have access to both the SEDAR Filer Profiles Database and the SEDAR Filings Database maintained by the filing service contractor. SEDAR database search and retrieval charges are set forth in Appendix E. Additional information concerning access to and use of the SEDAR databases is set forth in Sections 6.5 and 8.7 to this Manual and in the User Guide.

**(b) E-Mail Communications**

The purpose of E-Mail in the SEDAR system is to provide all SEDAR users a means for informal communication that is separate from the process of electronic filing or formal correspondence. E-Mail is a part of the "Mail Functions" module and it allows each user to send and receive E-Mail messages. 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 immediately read in 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, the maximum size of each file can be 32 kilobytes.

For purposes of sending word processing 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 4.11(c) below). Electronic files cannot be attached to E-Mail.

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

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

Each user ID will be assigned a "personalized" user workspace on the SEDAR server which may be used to store documents for future filings and to receive documents from, and send documents to, other subscribers for future filings. This is done by using the "Send Files" function and the "Receive Files" function in the "Mail Functions" module. A user workspace is a small section of the SEDAR server hard drive which has been partitioned for exclusive use by an individual user. This workspace is completely

confidential as the only person able to access or retrieve documents stored in the workspace is the user. Each user workspace will permit storage of files containing a total of 5 megabytes. Additional user workspace capacity may be purchased from the filing service contractor at the rate indicated in Appendix D.

A user workspace may be utilized as follows:

(i) *Storage of Documents For Future Filing.* A user will be able to transmit and store documents for electronic filing at a future date. This will help reduce the transmission time when the filing is actually made as the document will already reside on the SEDAR server and will only need to be relocated to the proper recipients once the filing is made. This decrease in transmission time is realized with both dial-up and leased line access. For filings which involve assembly and transmission of a large number of documents, the use of the workspace will significantly decrease transmission time as many documents can be uploaded to the user's workspace on the SEDAR server in advance of the actual filing time.

(ii) *Receipt of Third Party Documents.* A user will be able to receive documents transmitted to the user's workspace by other filing service subscribers. These third party documents may be downloaded for review and, where necessary, converted to an acceptable electronic format for subsequent filing. Third party documents which are already in acceptable electronic format may be included in a future electronic filing as "attached documents". See Section 8.3(i) 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 would select the "Send Files" function in the "Mail Functions" module and the "Send Files" screen will appear. The sender would then type the user ID of the recipient on the field for "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 word processing file. The sender may also type a short message to the recipient on the "Comment" field. To attach a word processing file to the "Send Files" screen, the sender would select the "Browse" function, which gives the sender the ability to select a file from their 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 word processing file from another user can use the "Receive Files" feature of the "Mail Functions" module to download the file from the SEDAR server to the recipient's personal computer hard drive and, after viewing it, forward it back to the SEDAR server for storage for a future filing.

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

### 5.1 Overview

**Note:** The electronic payment features of the SEDAR Filer Software will not be functional until January 1, 1997. Until that time, any filing fees payable to the securities regulatory authorities for an electronic filing must be paid by way of cheque or money order sent directly to the applicable securities regulatory authorities at the time that the electronic filing is made. Similarly, if any SEDAR filing service charges are payable to the filing service contractor in respect of a particular filing, those must also be paid by way of cheque or money order sent directly to the filing service contractor at the time that the electronic filing is made.

The National Instrument provides that any filing fees payable to the securities regulatory authorities for an electronic filing ("CSA filing fees") must be paid by an electronic payment authorized at the time for the electronic filing is made. The National Instrument further provides that the filing service subscriber that makes an electronic filing must authorize 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 authority 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 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.

## 5.2 Required EDI Banking Arrangements

Each filing service subscriber must establish an EDI banking account for electronic filing purposes with an EDI-compliant financial institution in Canada.

At the time of registration as a filing service subscriber, the subscriber must provide CDS with the following EDI banking information in order to facilitate automated processing of payment instructions:

- (a) the financial institution and the EDI banking account to be used for EDI payments. The account may be an existing EDI account or a new SEDAR-dedicated EDI account;
- (b) the number of individuals who will have privileges to authorize payments through SEDAR; and
- (c) the number of electronic signatures required to authorize each electronic payment instruction on behalf of the subscriber. (See Section 5.3(b) below – Payment Authorization by Subscriber).

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 SEDAR Filer Software. The subscriber is responsible for verifying that CDS has correctly entered the subscriber's EDI banking information.

## 5.3 The Electronic Payment Process

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

### (a) Calculating CSA Filing Fees and SEDAR Filing Service Charges

- In the course of preparing an electronic filing, a user is prompted on the "Filing Fees" screen 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 assists the user by displaying the fee schedule applicable to each jurisdiction.
- The SEDAR Filer Software calculates and displays the amount of filing service charges, if any, that are payable to CDS in connection with the electronic filing.

- All applicable taxes are also calculated and included with the electronic payments.
- Before the filing is transmitted, the SEDAR Filer Software displays a "Fee and Charge Summary" screen indicating the total amount of CSA filing fees and SEDAR filing service charges for the filing. The subscriber should verify this total amount and ensure that this total amount is available in its EDI banking account.
- 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, at which time the user must provide his or her user ID and password to complete the connection.

**(b) 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 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:
  - (i) Subscribers can specify whether one or two users shall confirm electronic payment instructions; and
  - (ii) Subscribers can set payment limits for those users who have been given authority to confirm electronic payment instructions.

**(c) Payment Instructions Processed by SEDAR**

- The transmission of the electronic filing commences once the correct user IDs and passwords have been entered. The filing is made with the SEDAR server which affixes a date and time entry, whereupon the filing is ready to be downloaded for review by the securities regulatory authorities.
- At the same time, the electronic payment instructions received by the SEDAR server are security coded and released to the Canadian financial institution designated by the subscriber. Once sent, the payment instructions become irrevocable if the transmission of the electronic filing is completed.

- The payment instructions and details are saved on the SEDAR server so that they may be used later for verification purposes.
- After the filing has been downloaded by a securities regulatory authority, the status of the filing will be shown as "Received by Commission" on the status table on the SEDAR Filer Software. The receiving securities regulatory authorities can then review the documents and fee information. After a visual verification that all the correct documents and fees have been submitted, a securities regulatory authority can set the status of the filing to "Under Review" on the status table on the SEDAR Filer Software. Alternatively, if the securities regulatory authority detects a deficiency, it may call the contact name entered for the filing so that any problem can be rectified.

**(d) Financial Institution Processing of Electronic Payments**

- 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 where the securities regulatory authorities and/or CDS maintain their SEDAR EDI banking accounts.
- 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 there are sufficient funds in the designated EDI banking account, although back-up credit lines and overdraft protection may be arranged by the subscriber.
- Payment instructions received after the 11:00 a.m. - 2:00 p.m. cut-off time or transmitted 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, the securities regulatory authorities generally review and act upon filings whether or not receipt of payment has been confirmed by their financial institutions provided that payment has been approved by the filer.
- Subscribers are responsible for all service charges payable to their financial institutions in connection with SEDAR electronic banking activities, including service charges relating to the processing of electronic payment instructions.

**(e) Payment Status**

- Subscribers and securities regulatory authorities are able to monitor 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 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 may then take corrective action. In the event of underpayment or overpayment, the securities regulatory authorities may contact the subscriber directly.

**(f) Multiple Filings**

As noted in Section 8.3(j), a group of completed 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 is sent to the server, a separate payment confirmation screen will appear for each filing.

## **6 FILER PROFILES**

### **6.1 Overview of Filing Requirement**

A filer profile is a discrete set of information concerning the electronic filer that is required to be filed with the applicable securities regulatory authorities in electronic format under the National Instrument. The filer profile must be filed by or on behalf of an issuer or third party filer that is required or proposing to become an electronic filer, prior to its first electronic filing. In the case of an existing reporting issuer that is being phased into electronic filing, the filer profile must be filed at least 15 days prior to its phase-in date.

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 and must file an amended filer profile using the SEDAR system within 10 days following any change in the information contained in the filer profile.

### **6.2 Payment of Annual Filing Service Charge**

As outlined in Chapter 4, an annual SEDAR filing service charge is payable to the 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.

### **6.3 Creation of Filer Profiles**

Filer profiles must be created by entering prescribed information in fields presented on a screen in the SEDAR Filer Software. The information entered in the electronic fields is then transmitted by or on behalf of the electronic filer to the SEDAR server where it is processed and stored in the SEDAR Filer Profiles Database for access by filers, securities regulatory authorities and the public. A filer profile will be made available to the public as soon as any subsequent electronic filing made by or on behalf of the electronic filer is made accessible to the public by a securities regulatory authority. 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.

**(a) Filer Profile Types**

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

(i) **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, whose affairs are conducted in a similar manner and that file one simplified prospectus and annual information form under National Policy No. 36 or that otherwise file one prospectus. However, a mutual fund must complete a Mutual Fund Group Profile even if it is not part of a group of 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 No. 36 or that otherwise file one prospectus.

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.

(ii) **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.

As noted above, a mutual fund that files documents as a single issuer must complete a Mutual Fund Group Profile even though it is not part of a group and files a simplified prospectus and annual information form on its own.

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

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

(iv) **Other Filer Profile** - This type of filer profile must be used by any electronic filer not included in the previous categories, such as any non-reporting issuer, 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 other filer profiles and is designed to provide basic information which will facilitate the recording of electronic filings by these electronic filers and enable the securities regulatory authorities to contact these electronic filers, if necessary.

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

**(b) Electronic Filer's Profile Number**

Each electronic filer that files a filer profile is assigned a profile number by SEDAR. This is a number that uniquely identifies each electronic filer so that filings made by or on behalf of the electronic filer may be tracked by the 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 filer profile is being created. Once the new filer profile has been transmitted to the SEDAR server, a unique permanent eight digit profile number is assigned to the electronic filer.

**6.4 Amending A Filer Profile**

**(a) General**

The National Instrument requires an electronic filer to file an amended filer profile in electronic format within 10 days following any change in the information contained in its filer profile. This obligation to amend its filer profile arises whenever there has been a change in the information contained in its filer profile.

**(b) Process of Amending a Filer Profile**

To update a filer profile that has been filed previously, the SEDAR Filer Software has a search function that allows a user to find and download existing filer profiles and add them to the "Profile Management" screen in order to amend them (see Section 6.5 below 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.

**(c) 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.

**(d) Special Requirements for Certain Amendments**

**(i) 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.)

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

If an issuer that has previously filed an Other Filer Profile proposes to make an electronic filing that will result in the issuer 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.)

**(iii) 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.)

**(iv) Divestiture or Spin-Off**

If an electronic filer divests or spins off a division and the division becomes a reporting issuer, the new reporting issuer must file a new filer profile. A new profile number will be assigned to the new reporting issuer. However, the original electronic filer will have the same profile number.

**(v) 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.

**6.5 Searching Filer Profiles**

The SEDAR Filer Software has a search function that 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 downloaded from the server and added to the user's database of filer profiles.

Users may search for the filer profile of an electronic filer using a number of different search fields. One of the search fields, the filer's name, can be searched in English or French. A user can search by category of filer, namely, mutual fund group, mutual fund issuer, other issuer and other filer.

A search conducted on a 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. 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.

A new filer profile that has been filed by or on behalf of an electronic filer will remain private information and will not be accessible to any person other than an intended recipient until at least one securities regulatory authority has made a document filed electronically by that filer a publicly accessible document. Thereafter, that filer profile, and any amended version of it, will be publicly accessible information.

## **7 PREPARATION OF DOCUMENTS FOR ELECTRONIC FILING**

### **7.1 Introduction**

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

The National Instrument requires electronic filers to file certain documents with the securities regulatory authorities in electronic format. Electronic format means the computerized format of a document prepared 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 7.7.

### **7.2 Electronic Formatting Requirements**

#### **(a) Separate Documents**

Each document which is being transmitted as part of an electronic filing must be prepared as a separate word processing file. The text name of such a word processing file must be no longer than 8 characters, with or without an extension of 3 characters.

#### **(b) 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 format used by any of the following versions of the following word processing software products will be considered to be transmitted in acceptable electronic format:

- (i) WordPerfect for DOS or Windows, versions 5.1 to 6.1; and
- (ii) Microsoft Word for Windows, version 6.0x<sup>1</sup>.

These word processing 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.

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<sup>1</sup> Currently version 6.0x includes versions 6.0, 6.0a and 6.0c. Future versions of 6.0x will be acceptable.

The CSA will continue to monitor the usage and the operating environment of new versions of the above listed word processing products as well as new word processing products and will give consideration to revising the list of acceptable electronic formats in the future.

**(c) Page Setup and Print Style**

Filers should comply with the following guidelines relating to page setup and print style when creating or reformatting documents for electronic filing:

- 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 must 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 type at least as large as 10-point type. However, 11-point type is recommended for financial statements as well.

There are no requirements with respect to margins or leading.

**(d) Formatting of Tables and Columns in Electronic Filings**

Information presented in tabular format that is included in an electronic filing must be entered or formatted using the tables function of an acceptable word processing software product, and not by using tab or indent keys.

Information presented in columnar format (eg. financial statements) that is included in an electronic filing must be entered or formatted using the tables function of an acceptable word processing software product, and not by using the columns function or tab or indent keys.

**(e) Dealing with Graphics and Images in Electronic Filings**

Graphic or image material that is presented in the paper format version of an electronic filing must be included in the electronic format version filed with the applicable securities regulatory authority, subject to the following exceptions:

- (i) If a document to be filed in electronic format contains or is supplemented by a map, the map shall be omitted from the electronic filing.
- (ii) If a document to be filed in electronic format contains or is supplemented by a photograph, the photograph shall be omitted from the electronic filing if it exceeds 8 1/2 inches by 11 inches or 21.5 centimetres by 28 centimetres and may be omitted from the electronic filing in any other case.
- (iii) 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.

Graphic or image material includes maps, photographs, graphs, graphics, charts and logos.

Any graphic or image material that is included in an electronic filing must be in an 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.

The foregoing constraints on the use of graphic or image material in documents that form part of an electronic filing are intended to ensure that an electronic filing may be transmitted via SEDAR and received by the securities regulatory authorities on a cost effective basis.

**(f) 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 if the information is presented in any paper format version of the document in red ink.

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.



**(g) 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.

**7.3 Creating Documents In Acceptable Electronic Format**

It is strongly recommended that documents which are to be included in an electronic filing be created in an acceptable electronic format at the outset so as to avoid a requirement to convert the documents from an unacceptable electronic format to an acceptable electronic format prior to electronic filing.

**7.4 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.

**7.5 Converting Entire Documents to Acceptable Electronic Format**

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

**7.6 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 documents exemption is available or a continuing hardship exemption has been sought and obtained. The pre-existing documents exemption is considered in Section 9.12 and the continuing hardship exemption is discussed in Section 3.6(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.

## 7.7 Publishing Terms

The following terms have the meanings set out below:

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

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

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

**"margin"** - The distance between the edge of the page and the text. The blank border on each side of the print on a page.

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

## **8 ASSEMBLY AND TRANSMISSION OF ELECTRONIC FILINGS**

### **8.1 Introduction**

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

After all of the documents to be included in an electronic filing have been prepared in acceptable electronic format, they must be assembled for transmission to the SEDAR server. The documents must be assembled electronically using the SEDAR Filer Software and transmitted electronically to the SEDAR server for routing to, and downloading by, the 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 and, 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 and the filer can confirm, via the "Filing Management" screen, that the transmission was completed when a permanent filing number is assigned to the filing.

## 8.2 Hours of SEDAR Operation

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), and on any day or at any time that the securities regulatory authority determines and announces by press release. Filers will be able to obtain technical support from the staff of the filing service contractor during the above time periods.

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 on the next day that 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.

The National Instrument provides that a document filed in electronic format is, for purposes of securities legislation or securities directions, as applicable, 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.

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.

### 8.3 Assembling a Submission

#### (a) Checking The Filer Profile

Prior to making an electronic filing, a filer should always check to ensure that the appropriate filer profile has been created and that the filer profile has been amended to reflect any changes in the information disclosed therein. The SEDAR Filer Software has various functions that allow a filer to view and amend previously created filer profiles. The procedure for making amendments to filer profiles is outlined in Section 6.4 headed "Amending A Filer Profile".

#### (b) 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 (i) the category of electronic filer, (ii) the general category of electronic filing, and (iii) 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 9.13.

#### (c) 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.

**(d) 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 O.

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

**(e) Adding to an Existing Project**

**(i) Additions by Same Filer**

Before a filer can add to an existing project, that project must be listed on the "Filing Management" screen. After the first filing in a project

was sent to the SEDAR server, it will be listed on the filer's "Filing Management" screen.

If a filing was deleted by 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.

If a project was created by one user of a filing service subscriber, a second user of that subscriber can also use the "Refresh List" feature to obtain what was previously filed by the first user and have it listed on the "Filing Management" screen of the second user.

To add another filing (other than formal correspondence) to an existing project, 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". The cover page for that project would then appear. The filer would then select the filing subtype that will be the next filing to be filed in the project. A list of document types will then appear.

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

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

**(ii) Additions by 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.

**(f) Project Number and Submission Number**

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

### *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.

### **(g) 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:

- (i) **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.



(ii) **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.

(iii) **Issuer Cover Page** - This cover page is to be used for filing securities offering documents for issuers that are not mutual funds and for filing annual information forms under National Policy Statement No. 47 for POP issuers. An Issuer Cover Page must include the information in Appendix L.

(iv) **General Cover Page** - This cover page is to be used for filing continuous disclosure documents, 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. First, the filer must select the "Agencies" feature and select the securities regulatory authorities to whom the filing will be sent. Then, the filer must select the "Fees" feature and the "Additional Payments" screen will appear. The prescribed CSA filing fees will be displayed for each securities regulatory authority and the filer must enter the fee amount beside the appropriate entry for the filing.

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.

**(h) 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 on the 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 4.10(c) of this Manual.

The filer may store document files on the SEDAR workspace or may receive document files from other filing service subscribers and store these documents in that SEDAR workspace for future filing or retrieve them on 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(g). In effect, the SEDAR workspace is like any other drive on which documents can be stored and from which documents can be retrieved.

**(i) Attaching Documents to the Cover Page**

As noted in Chapter 7, each document which is being transmitted as part of an electronic filing must be prepared as a separate word processing 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 every 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 which is to be included in the 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 attached disk 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 transmitted. This is done using the "Detach File" feature.

For any electronic filing made in more than one jurisdiction, the cover page information and all attached documents will be available to each securities regulatory authority to which the filing was directed. However, documents that are not required by a particular jurisdiction will ordinarily not be downloaded by that jurisdiction.

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.

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

**(j) Multiple Filings**

After a filer has attached documents to a cover page for a filing, the user can either (i) transmit the filing or (ii) save it and complete one or more additional filings and transmit 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 filing agent can include filings from any number of different electronic filers in a multiple filing.

However, multiple filings can only be made with those filings which are attached to a cover page. New or amended filer profiles cannot be transmitted in a multiple filing.

**(k) Pre-existing Supporting Documents**

Supporting documents prepared and issued, published or distributed prior to October 1, 1996 may be filed in paper format under the pre-existing documents exemption. There is no need to attach a document to the relevant document type in this case. The pre-existing documents exemption is discussed in greater detail in Section 9.12.

#### **8.4 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 Section 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 Section 5. The applicable filing service charges are described in Appendix D.

#### **8.5 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.

#### **8.6 Transmission Problems**

##### **(a) 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).

**(b) Helpline**

If an answer to a technical problem cannot be found using the User Guide or the "SEDAR Help" feature included in the SEDAR Filer Software, the user can contact the Help Desk of the filing service contractor at 1-800-219-5381. 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 caller will be kept informed as to the status of their problem at all times.

**8.7 Searching Public Filings**

After a filing has been created by a filer and sent to the SEDAR server, it will also be stored on the "Filing Management" screen on the "Filing Management" module on the SEDAR Filer Software that was licensed to the filer and loaded on the filer's personal computer. The "Filing Management" screen is where all the filings are stored that were created by the filer. To view a filing that appears on the "Filing Management" screen, the filer would select the filing that they want to view and select "Open".

To view 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.

An electronic document will become publicly available as soon as one of the securities regulatory authorities to which the filing has been directed changes the status of the document from "private" to "public." Once the electronic document has been made accessible to the public, it will be immediately available to any filing service subscriber or any subscriber to the database retrieval service that transmits a request to search the SEDAR Filings Database.

**(a) Building Search Inquiries**

The 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 display in the list of filing inquiries every time the user opens the module. Existing inquiries can be modified and resubmitted and changes made to the inquiry will be saved. Once an inquiry is deleted all associated reports will also be deleted.

**(b) Downloading and Retrieving Search Results**

Once an inquiry is submitted, a report 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 previously filed and made public on the SEDAR Filings Database in the SEDAR system.

Users should use their word processing software or commercially-available conversion products to view filings that have been created using a different word processing software product.

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.

## **9 SPECIAL REQUIREMENTS FOR CERTAIN ELECTRONIC FILINGS**

### **9.1 Correcting Errors In Electronic Filings**

#### **(a) 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 public and the corrected version is filed on a timely basis before the document has actually been made accessible to the public 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 public by any of the securities regulatory authorities, an error in the document may only be corrected by filing an amended version of 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.

#### **(b) Filing Documents Inadvertently Omitted from Earlier Filing**

If a filer has filed 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 resolution, the filer would 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 would then appear. The filer would 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. The filer would then file 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.

**9.2 Annual Reports, Annual Financial Statements, Annual Information Forms, Management Discussion and Analysis and Future-Oriented Financial Information**

**(a) General**

An electronic filer 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 the case may be. Non-mutual fund issuers often prepare and file (and may continue under SEDAR to prepare and file) annual reports which contain the issuer's annual financial statements, management's discussion and analysis ("MD&A") and, if required, future-oriented financial information ("FOFI"). However, 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 and paying any applicable CSA filing fees for that filing type. The above-mentioned filing types, including the annual report, can be located in the "Continuous Disclosure" categories for "Mutual Funds" and "Other Issuers", as the case may be.

**(b) Annual Information Forms**

**(i) 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 Funds".

Where more than one mutual fund is covered in the AIF, the procedure to be followed is set out in Section 9.15.



**(ii) POP Issuers**

An AIF that is required to be filed 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".

**(iii) 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" located under the "Continuous Disclosure" category for "Other Issuers".

**(c) MD&A**

MD&A disclosure material that is required to be filed by a non-mutual fund issuer must be filed using the cover page for "MD&A" located under the "Continuous Disclosure" category for "Other Issuers".

**(d) Annual Reports**

**(i) 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 Funds".

**(ii) 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".

**(e) Financial Statements**

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

Annual financial statements and interim financial statements must be filed using the cover page for "Annual Financial Statements" and "Interim Financial Statements", respectively, located under the "Continuous Disclosure" category for "Mutual Funds" and "Other Issuers", as the case may be.

**(ii) 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)).

**9.3 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 a material change report, the press release issued in respect of the material change must be assembled and transmitted using the cover page for "Press Releases" located in the "Continuous Disclosure" category for "Mutual Funds" or "Other Issuers", as the case may be, and selecting the document type "Press Release."

The material change report (which often has a copy of the press release attached) must be assembled and transmitted as a separate filing using the cover page for "Material Change Filings" located in the "Continuous Disclosure" category for "Mutual Funds" or "Other Issuers", as the case may be, and selecting the document type "Material Change Report."

Other press releases that are required to be filed electronically must be assembled and transmitted using the cover page "Press Releases" located in the "Continuous Disclosure" categories for "Mutual Funds" and "Other Issuers". In particular,

- (a) press releases issued under National Policy Statement No. 31 must be filed by using the cover page for "Press Releases" located under the "Continuous Disclosure" category for "Mutual Funds" and "Other Issuers", as the case may be.

- (b) press releases required to be filed in British Columbia and Ontario in relation to National Policy Statement No. 51 must be filed by using the coverage page for "Press Releases" located under the "Continuous Disclosure" category for "Mutual Funds" and "Other Issuers", as the case may be.
- (c) press releases required to be filed in Ontario under Ontario Securities Commission Policy No. 5.2 must be filed by using the cover page for "Press Releases" located under the "Continuous Disclosure" category for "Other Issuers".
- (d) press releases in relation to related party transactions must be filed by using the cover page for "Press Releases" located under the "Continuous Disclosure" category for "Other Issuers".

Notwithstanding the above, press releases under the "early warning" reporting systems must be filed in the manner set out in Section 9.10.

#### **9.4 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".

#### **9.5 Documents Previously Sent to Security Holders**

Documents, except those that are specifically identified in the SEDAR Filer Software, that are being filed electronically with a securities regulatory authority solely pursuant to a requirement to file documents sent by an issuer to its security holders, must be filed using the cover page for "Other Filings" located in the "Continuous Disclosure" categories for "Mutual Funds" and "Other Issuers" as the case may be.

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

Documents, except those that are specifically identified in the SEDAR Filer Software, that are being filed electronically with a securities regulatory authority solely pursuant to a requirement to file documents filed with a governmental agency or stock exchange in another jurisdiction, must be assembled and transmitted using the cover page for "Other Filings" located in the "Continuous Disclosure" categories for "Mutual Funds" and "Other Issuers" as the case may be.

#### **9.7 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:

- (a) 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
- (b) 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" categories for "Mutual Funds" and "Other Issuers", as the case may be.

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

##### **(a) 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-Offeree". 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.

**(b) 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".

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.

**(c) Filings by Directors or Officers of Offeree**

**(i) Directors' Circular**

Where the directors of an issuer that is the target of a take-over bid are required or permitted to file a directors' circular in respect of a take-over bid, such filings shall be assembled electronically using the SEDAR Filer Software and transmitted electronically to the SEDAR server by the offeree (i.e. the target of the take-over bid) on behalf of the directors. Such an offeree 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.

**(ii) Individual Director's or Officer's Circular**

Where individual directors or officers are required or permitted to file individual director's or officer's circulars in respect of a take-over bid, 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. Such a third party filer 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 "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, would also be filed twice, as part of each project.

**(d) 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".

**9.9 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.

**9.10 Third Party Filings - Securities Acquisition Reports**

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 Reports" 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.

**9.11 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.

### 9.12 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 prior to October 1, 1996. 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 would have to 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 made under the exemption for pre-existing documents, a copy of the paper format SEDAR Form 4 shall 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). The filer would select the name of the document which is subject to the exemption, on the list on the cover page for the electronic filing and select the "Attach" feature and select the electronic format of the SEDAR Form 4 from their PC workspace or from their SEDAR workspace. For example, where there was a material contract made effective prior to October 1, 1996 that would ordinarily be required to be filed with a long form prospectus, the filer would select "Copies of Other Material Contract(s)" on the list on the cover page and attach the SEDAR Form 4.

### 9.13 Documents Incorporated by Reference

Section 4.4(2) of the National Instrument provides that if an electronic filing incorporates by reference all or part of a document filed previously in paper format (eg., AIF incorporated by reference in a short form prospectus), the document or the part incorporated by reference shall be filed in electronic format as a supporting document to the electronic filing. However, 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 needs to file a supporting document that is not on the document list, the filer would 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 9.2, it is not necessary to refile them with a prospectus if they are incorporated by reference into that prospectus.

#### 9.14 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.

#### **9.15 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 by using the cover page for "Simplified Prospectus and Annual Information Form" located under the "Securities Offering" category for "Mutual Funds". This cover page has space to list all the mutual funds whose securities are qualified by the filing. In this situation, SEDAR filing service charges are only payable in respect of the combined filing and not in respect of each mutual fund.

#### **9.16 Preliminary Prospectus and Pro forma Prospectus**

##### **(a) Initial Offering of one Mutual Fund and Continued Offering of another Mutual Fund**

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 the initial offering of mutual fund securities or a pro forma (or renewal) simplified prospectus in the case of continuing the offering of such mutual fund securities. 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 and it is desired at the time of filing the pro forma simplified prospectus relating to the continued offering of the mutual fund securities of such mutual funds to include the securities of a mutual fund which has 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 of the mutual fund securities of the mutual funds in question, provided that such pro forma simplified prospectus is identified in the manner provided in the Policy as being a preliminary simplified prospectus in respect of the mutual fund securities of the new mutual fund and as a pro forma simplified prospectus in respect of the mutual fund securities of the mutual funds in respect of which it is a pro forma simplified prospectus.

If the same document is used for both the old mutual fund and the new mutual fund (with a legend so indicating), it must be filed as part of the same project using 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 renewed. The cover letter which is filed as part of the filing should note that even though the prospectus document was filed using 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 renewed. It should be noted that pro forma simplified prospectuses are not made public on the SEDAR Filings Database in the SEDAR system.

**(b) Initial Offering in one Jurisdiction and Continued Offering in another Jurisdiction**

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

If the same document is used for both the old jurisdiction and the new jurisdiction (with a legend so indicating), it must be filed as part of the same project using the preliminary prospectus subtype in respect of the new jurisdiction and the old jurisdiction. The cover letter which is filed as part of the filing should note that even though the prospectus document was filed using the preliminary simplified prospectus filing subtype, it should be treated as a pro forma simplified prospectus in respect of the old jurisdiction. It should be noted that pro forma simplified prospectuses are not made public on the SEDAR Filings Database in the SEDAR system.

**9.17 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 the signature of an individual, whether in his or her own capacity or as a representative of a company or person other than an individual, shall be filed in electronic format unless the individual has manually signed a certificate of authentication on SEDAR Form 6. An electronic filer that makes such an electronic filing 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 prospectus. The

certificate of authentication can be delivered to any office of the filing service contractor in Montreal, Toronto, Calgary or Vancouver. The addresses of those offices are as follows:

***Montreal Branch***  
600, boulevard de Maisonneuve Ouest  
Bureau 310  
Montréal, Québec  
H3A 3J2  
Office: (514) 848-1010  
Fax: (514) 848-9379

***Toronto***  
85 Richmond Street West  
Toronto, Ontario  
M5H 2C9  
Corporate Office: (416) 365-8400  
Toronto Branch: (416) 365-8451  
Fax: (416) 365-0842

***Calgary***  
Suite 220  
311 Sixth Avenue South West  
Calgary, Alberta  
T2P 3H2  
Office: (403) 265-7577  
Fax: (403) 269-2474

***Vancouver***  
900 West Hastings Street  
6th Floor  
Vancouver, B.C.  
V6C 1E5  
Office: (604) 685-3705  
Fax: (604) 685-4557

#### **9.18 Cross Reference Sheets**

Since conversion of a prospectus to acceptable format will result in different pagination, electronic filers will have to file cross-reference sheets that refer to section headings (rather than page numbers) with a prospectus that has been filed electronically.

### **9.19 Blacklined Documents**

Blacklined copies of prospectuses need only be included in electronic filings where the previous pro forma prospectus was filed in paper format. Where previous versions of the prospectus have been filed electronically, the relevant staff at the securities regulatory authority will be able to create a blacklined copy of the final prospectus or new pro forma prospectus showing changes to the preliminary prospectus or previous pro forma prospectus, respectively, using their own document comparison software.

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

### 10.1 Introduction

#### (a) 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 learn that it 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.

#### (b) 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.

#### (c) Informal Correspondence

E-Mail must not be used to file documents or to submit correspondence that is intended to be formal or part of the files of the 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 4.11(b).

## 10.2 Status Tracking

### (a) General

The SEDAR system allows the securities regulators to be able to arrange for automatic downloading of some or all of the documents filed electronically via the SEDAR system. Alternatively, securities regulators will be able to download electronic filings on a manual basis. The filing service subscriber that has transmitted the electronic filing will be 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 regulators to which it has been directed. This will be facilitated using a status tracking function which will require the electronic filer to access the SEDAR server for an updated status report.

Filers will also be able to determine when their 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 viewing the "Access" column on those screens.

Given the limited formatting requirements for electronic filings, the SEDAR system will not attempt to 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 will require 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 will not attempt to verify that the amount of filing fees authorized for payment to any securities regulator is correct. As a result except for messages relating to transmission errors, the SEDAR system will not issue any electronic error messages or otherwise confirm compliance with electronic formatting requirements or payment of requisite filing fees. The various securities regulators will continue to follow existing practices with respect to review of filings governed by the SEDAR system and payment of filing fees in connection with those filings. Continuous disclosure documents and other filings which do not require specific review and approval on the part of securities regulators will be processed quickly. Following review of these documents, it is expected that securities regulators

will immediately make these documents accessible to the public via the SEDAR database retrieval service and other proposed channels for electronic dissemination.

Although the filing service contractor will have staff available to assist filers in making electronic filings and to address issues relating to electronic transmission problems, it is not anticipated that staff of the filing service contractor or any relevant securities regulatory authority will respond orally or in writing to any inquiries as to whether an electronic filing has been received by the SEDAR server or downloaded to any securities regulator 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 their filings.

In general, a filing service subscriber will be able to determine whether an electronic filing has been received by remaining connected 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 will provide 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 had been filed. As well, an electronic filer may submit a data base 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 detail of a project by using the "Filing Status Details" screen in the "Filing Management" module in the SEDAR Filer Software. To use the status details 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 by securities regulatory authorities. The filer would then select the relevant project on the "Filing Management" screen and then select the "Status Detail" feature or pull down on the "View" menu and select "Status Details". The "Filing Status Details" screen will then appear.

The "Filing Status Details" 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. This "status" will apply to all interactive filings until a preliminary receipt or written acceptance is issued. Such interactive filings include pro forma 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 Details" screen in the "Filing Management" module of the SEDAR Filer Software.

### 10.3 Correspondence with Securities Regulatory Authorities

#### (a) Correspondence within a Project - "Formal Correspondence"

##### (i) Formal Correspondence Screen

Correspondence related to an electronic filing is considered to be part of the same project. Such correspondence must be submitted with 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, securities regulatory authorities will communicate with a filer using the "Formal Correspondence" screen. Such correspondence will be accessible to all securities regulatory authorities to whom the filing was submitted.

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 commercially-available conversion products to view correspondence from securities regulatory authorities.

To send correspondence to a securities regulatory authority as part of an existing project, the filer would 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 would 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.

**(ii) Attaching Documents to Formal Correspondence Screen**

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

**(b) Types of Formal Correspondence from Securities Regulatory Authorities**

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

**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.

**(c) Checking for Formal Correspondence from Securities Regulatory Authorities**

To check for new formal correspondence from 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 from 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".

**(d) 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).

**(e) Pre-Filing Correspondence**

Any pre-filing correspondence (i.e., correspondence submitted before the filing of a preliminary prospectus or other document) will be submitted in paper format only. For example, a letter to a securities regulatory authority requesting 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 9.7).

#### **10.4 Communication between Filing Service Subscribers**

SEDAR allows an exchange of information between filing service subscribers before and after the filing is actually submitted. For example, an issuer's auditor could send correspondence or a word processing file of financial information to the issuer's counsel through the SEDAR workspace (discussed in Section 4.11(c)), if both were filing service subscribers. No cover page is required.

#### **10.5 Official Copies and Paper Copies**

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



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

**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;

**CSA** - the Canadian Securities Administrators, i.e. collectively but each in its own right and jurisdiction, the Registrar of Securities of the Northwest Territories, the Registrar of Securities of the Yukon Territory, the British Columbia Securities Commission, the Alberta Securities Commission, the Saskatchewan Securities Commission, the Manitoba Securities Commission, the Ontario Securities Commission, the Commission des valeurs mobilières du Québec, the Minister of Justice of New Brunswick, the Department of the Attorney General of Nova Scotia, the Department of Provincial Affairs and Attorney General of Prince Edward Island, the Department of Justice of Newfoundland, and their successors or assigns;

**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** - any information set out in the SEDAR Filer Manual that is required to be filed as part of an electronic filing;

**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 or permitted to comply with the electronic filing requirements of the National Instrument;

**electronic filing** - a document that is filed under securities legislation or securities directions in electronic format or the filing of such a document under securities legislation or securities directions in electronic format, as the context may require;

**electronic format** - the computerized format of a document prepared 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 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 filing agent that enters into an agreement with the SEDAR filing service contractor to use the SEDAR filer software 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** - an issuer that is not incorporated or organized under the laws of Canada or a jurisdiction, unless,

- (a) voting securities carrying more than 50 percent of the votes for the election of directors are held by persons or companies whose last address as shown on the books of the issuer is in Canada and either
  - (i) the majority of the senior officers or directors of the issuer are citizens or residents of Canada, or
  - (ii) assets of the issuer which represent more than 50 percent of the value of all assets of the issuer are located in Canada, or
  - (iii) the business of the issuer is administered principally in Canada;  
or
- (b) the issuer has a class of its securities listed and posted for trading on a stock exchange in Canada and does not have any of its securities listed and posted for trading on a stock exchange or quoted in a published market in any other country;

**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;

**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** - a particular jurisdiction adopting the National Instrument;

**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** - the National Instrument - 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;

**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 the local jurisdiction, the individual referred to opposite the name of the local jurisdiction in Appendix A to the national definition instrument (to be enacted);

**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** - the blanket rulings and orders, the policy statements and the written interpretations issued by the securities regulatory authority in the local jurisdiction;

**securities legislation** - the statutes regulating securities markets and trading in securities in a jurisdiction and the regulations and rules made under these statutes;

**securities regulatory authority** - the securities commission or similar regulatory authority in a jurisdiction;

**SEDAR** - the computer system for the transmission, receipt, acceptance, review and dissemination of documents filed with the securities regulatory authority in electronic format known as the System for Electronic Document Analysis and Retrieval;

**SEDAR Filer Manual** - the version of 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 duly 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 listed in the "Table of Documents To Be Filed For The Clearance of National Issues" forming part of National Policy Statement No. 1 and any other document required to be filed in support of 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 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.

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

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

<u>Category of Filer</u>	<u>Categories of Filings</u>	<u>Filing Types/ Filing Subtypes</u>
Mutual Fund Issuers	Securities Offerings	<ol style="list-style-type: none"> <li>1. Simplified Prospectus and Annual Information Form (NPS 36)                             <ul style="list-style-type: none"> <li>- Preliminary Simplified Prospectus and AIF</li> <li>- Pro Forma Simplified Prospectus and AIF</li> <li>- Amendment to Preliminary Simplified Prospectus and AIF</li> <li>- Final Simplified Prospectus and AIF</li> <li>- Amendment to Final Simplified Prospectus and AIF</li> </ul> </li> <li>2. Long Form Prospectus                             <ul style="list-style-type: none"> <li>- Preliminary Long Form Prospectus</li> <li>- Pro Forma Long Form Prospectus</li> <li>- Amendment to Preliminary Long Form Prospectus</li> <li>- Final Long Form Prospectus</li> <li>- Amendment to Final Long Form Prospectus</li> </ul> </li> <li>3. Other Filings</li> </ol>
	Continuous Disclosure	<ol style="list-style-type: none"> <li>1. Annual Financial Statements</li> <li>2. Interim Financial Statements</li> <li>3. Annual Report</li> <li>4. Compliance Reports (NPS 39)</li> <li>5. Material Change Filings</li> <li>6. Management Proxy Materials</li> <li>7. Change of Auditor Filings (NPS 31)</li> <li>8. Change in Year End Filings (NPS 51)</li> <li>9. Press Releases</li> <li>10. Other Filings</li> </ol>
	Exemption and Other Applications	<ol style="list-style-type: none"> <li>1. Applications - NPS 39</li> <li>2. Exemptions and Other Applications - in connection with a Prospectus Filing</li> </ol>



<u>Category of Filer</u>	<u>Categories of Filings</u>	<u>Filing Types / Filing Subtypes</u>
Other Issuers	Securities Offerings	<p><b>General Filings:</b></p> <ol style="list-style-type: none"> <li>1. Annual Information Form (NPS 47) <ul style="list-style-type: none"> <li>- Initial AIF</li> <li>- Renewal AIF</li> <li>- Revised AIF</li> </ul> </li> <li>2. Short Form Prospectus (NPS 47) <ul style="list-style-type: none"> <li>- Preliminary Short Form Prospectus</li> <li>- Amendment to Preliminary Short Form Prospectus</li> <li>- Final Short Form Prospectus</li> <li>- Amendment to Final Short Form Prospectus</li> <li>- Supplemented Short Form PREP Prospectus (NPS 44)</li> </ul> </li> <li>3. Short Form Prospectus-Shelf (NPS 44) <ul style="list-style-type: none"> <li>- Preliminary Short Form Prospectus - Shelf</li> <li>- Amendment to Preliminary Short Form Prospectus - Shelf</li> <li>- Final Short Form Prospectus - Shelf</li> <li>- Amendment to Final Short Form Prospectus - Shelf</li> <li>- Prospectus Supplement</li> </ul> </li> <li>4. Prospectus - MJDS (NPS 45) <ul style="list-style-type: none"> <li>- Preliminary Prospectus</li> <li>- Amendment to Preliminary Prospectus</li> <li>- Final Prospectus</li> <li>- Amendment to Final Prospectus</li> <li>- Prospectus Supplement</li> </ul> </li> <li>5. Long Form Prospectus <ul style="list-style-type: none"> <li>- Preliminary Long Form Prospectus</li> <li>- Pro Forma Long Form Prospectus</li> <li>- Amendment to Preliminary Long Form Prospectus</li> <li>- Final Long Form Prospectus</li> <li>- Amendment to Final Long Form Prospectus</li> <li>- Supplemented Long Form PREP Prospectus (NPS 44)</li> </ul> </li> <li>6. Rights Offering Material <ul style="list-style-type: none"> <li>- Initial Filing</li> <li>- Final Filing</li> </ul> </li> <li>7. Other Filings</li> </ol> <p><b>British Columbia Filings:</b></p> <ol style="list-style-type: none"> <li>1. Prospectus (BC LPS 3-02 - No Summary Prospectus) <ul style="list-style-type: none"> <li>- Preliminary Prospectus</li> <li>- Amendment to Preliminary Prospectus</li> <li>- Final Prospectus</li> <li>- Amendment to Final Prospectus</li> <li>- Certificate and Undertaking</li> </ul> </li> <li>2. Prospectus (BC LPS 3-02 - Summary Prospectus System) <ul style="list-style-type: none"> <li>- Preliminary Prospectus</li> <li>- Amendment to Preliminary Prospectus</li> <li>- Final Prospectus</li> <li>- Amendment to Final Prospectus</li> <li>- Certificate and Undertaking</li> </ul> </li> <li>3. Exchange Offering Prospectus (BC LPS 3-02- No Summary Prospectus) <ul style="list-style-type: none"> <li>- Preliminary Exchange Offering Prospectus</li> <li>- Amendment to Preliminary Exchange Offering Prospectus</li> <li>- Final Exchange Offering Prospectus</li> <li>- Amendment to Final Exchange Offering Prospectus</li> <li>- Certificate and Undertaking</li> </ul> </li> <li>4. Exchange Offering Prospectus (BC LPS 3-02-Summary Prospectus System) <ul style="list-style-type: none"> <li>- Preliminary Exchange Offering Prospectus</li> <li>- Amendment to Preliminary Exchange Offering Prospectus</li> <li>- Final Exchange Offering Prospectus</li> <li>- Amendment to Final Exchange Offering Prospectus</li> <li>- Certificate and Undertaking</li> </ul> </li> <li>5. Rights Offering (BC LPS 3-05) <ul style="list-style-type: none"> <li>- Initial Filing</li> <li>- Final Filing</li> </ul> </li> </ol>

<u>Category of Filer</u>	<u>Categories of Filings</u>	<u>Filing Types/Filing Subtypes</u>
Other Issuers	Securities Offerings	<p>Quebec Filings:</p> <ol style="list-style-type: none"> <li>1. Prospectus -Distribution outside Quebec (QC sec. 12 Act)</li> <li>2. Exchange of Securities - Merger or Reorganization (QC sec. 50 Act)</li> </ol>
	Continuous Disclosure	<p>General Filings:</p> <ol style="list-style-type: none"> <li>1. Material Change Filings</li> <li>2. Press Releases</li> <li>3. Annual Financial Statements</li> <li>4. Interim Financial Statements</li> <li>5. Annual Report</li> <li>6. Annual Information Form (Non-POP Issuers)</li> <li>7. MD&amp;A</li> <li>8. Annual Filing</li> <li>9. Management Proxy Materials</li> <li>10. Finance Company Filings</li> <li>11. Change of Auditor Filings (NPS 31)</li> <li>12. Report of Producer (NPS 33)</li> <li>13. Future-Oriented Financial Information (FOFI) Filings (NPS 48)</li> <li>14. Change in Year End Filings (NPS 51)</li> <li>15. Other Filings</li> </ol> <p>Ontario Filings:</p> <ol style="list-style-type: none"> <li>1. Labour Sponsored Investment Fund Corporation Filings</li> <li>2. Junior Natural Resource Issuer Filings</li> </ol>
	Securities Acquisitions	<ol style="list-style-type: none"> <li>1. Formal Issuer Bid Filings - Issuer Bid Circular - Notice of Change or Variation</li> <li>2. Exempt Issuer Bid Filings</li> <li>3. Other Filings</li> </ol>
	Going Private/ Related Party Transactions	<ol style="list-style-type: none"> <li>1. Going Private Transaction Filings</li> <li>2. Related Party Transaction Filings</li> <li>3. Other Filings</li> </ol>
	Exemptions and Other Applications	<p>General Filings:</p> <ol style="list-style-type: none"> <li>1. Exemptions and Other Applications - in connection with a Prospectus Filing</li> </ol> <p>British Columbia filings:</p> <ol style="list-style-type: none"> <li>1. Reactivation Application (BC LPS 3-35)</li> </ol>

Category of Filer      Categories of Filings      Filing Types/Filing Subtypes

<u>Category of Filer</u>	<u>Categories of Filings</u>	<u>Filing Types/Filing Subtypes</u>
Third Party Filers		<ol style="list-style-type: none"><li>1. Take-over Bid Filings - Offeree<ul style="list-style-type: none"><li>- Take-over Bid Circular</li><li>- Directors' Circular</li><li>- Director's or Officer's Circular (Individual)</li><li>- Notice of Change or Variation</li></ul></li><li>2. Take-over Bid Filings - Offeror<ul style="list-style-type: none"><li>- Take-over Bid Circular</li><li>- Directors' Circular</li><li>- Director's or Officer's Circular (Individual)</li><li>- Notice of Change or Variation</li></ul></li><li>3. Exempt Take-over Bid Filings</li><li>4. Securities Acquisition Reports (Early Warnings)<ul style="list-style-type: none"><li>- Press Release</li><li>- "Early Warning" Report</li></ul></li><li>5. Proxy Solicitation Materials</li></ol>

**Part II: Filing Subtypes and Document Types**

**Category of Filer: MUTUAL FUND ISSUERS**

**Category of Filing: SECURITIES OFFERINGS**

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**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)  
Form 4 (QC)  
Copy or draft of "green sheet" (ON, QC)  
Other

Category of Filer: **MUTUAL FUND ISSUERS**

Category of Filing: **SECURITIES OFFERINGS**

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**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)  
Form 4 (QC)  
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

Category of Filer: **MUTUAL FUND ISSUERS**

Category of Filing: **SECURITIES OFFERINGS**

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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  
Form 4 (QC)  
Undertaking to pay fee and file notice of proceeds (AB)  
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

Category of Filer: **MUTUAL FUND ISSUERS**

Category of Filing: **SECURITIES OFFERINGS**

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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)  
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  
Blackened 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)  
Form 4 (QC)  
Copy or draft of "green sheet" (ON, QC)  
Certificate/notice(s) re proceeds of distribution  
Other

**Category of Filer:** MUTUAL FUND ISSUERS

**Category of Filing:** SECURITIES OFFERINGS

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**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  
Form 4 (QC)  
Undertaking to pay fee and file notice of proceeds (AB)  
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



**Category of Filer:** MUTUAL FUND ISSUERS

**Category of Filing:** CONTINUOUS DISCLOSURE

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**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:** MATERIAL CHANGE FILINGS

**Document Types:** Cover letter  
Press release - English  
Press release - French  
Material change report - English  
Material change report - 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:** PRESS RELEASES

**Document Types:** Cover letter  
Press release - English  
Press release - French  
Other

**Filing Type:** ANNUAL REPORT

**Document Types:** Cover letter  
Annual report - English  
Annual report - French  
Confirmation of mailing  
Other

**Category of Filer: MUTUAL FUND ISSUERS**

**Category of Filing: CONTINUOUS DISCLOSURE**

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**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: MANAGEMENT PROXY MATERIALS**  
**Document Types:** Cover letter  
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: 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  
Press release, if reportable events  
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  
Press release (BC, ON)  
Other

**Filing Type: OTHER FILINGS**  
**Document Type:** Other

**Category of Filer:** MUTUAL FUND ISSUERS

**Category of Filing:** EXEMPTIONS AND OTHER APPLICATIONS

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**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

Category of Filer: OTHER ISSUERS

Category of Filing: SECURITIES OFFERINGS

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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 sheet  
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 sheet  
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

Category of Filer: OTHER ISSUERS

Category of Filing: SECURITIES OFFERINGS

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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  
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

Category of Filer: OTHER ISSUERS

Category of Filing: SECURITIES OFFERINGS

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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 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)  
Risk disclosure statement - French (ON)  
Form 4 (QC)  
Québec stock savings plan certificate (QC)  
Undertaking re breakdown of sales and payment of fees (BC)  
Certificate/notice(s) re proceeds of distribution  
Other

Category of Filer: OTHER ISSUERS

Category of Filing: SECURITIES OFFERINGS

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Filing Type: LONG FORM PROSPECTUS (*continued*)

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: 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)  
Form 4 (QC)  
Copy or draft of "green sheet" (ON, QC)  
Other

**Category of Filer:** OTHER ISSUERS

**Category of Filing:** SECURITIES OFFERINGS

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**Filing Type:** SHORT FORM PROSPECTUS (NPS 47) (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 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)  
Quebec stock savings plan certificate (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 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



Category of Filer: OTHER ISSUERS

Category of Filing: SECURITIES OFFERINGS

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

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 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

Category of Filer: OTHER ISSUERS

Category of Filing: SECURITIES OFFERINGS

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

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 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

Category of Filer: **OTHER ISSUERS**

Category of Filing: **SECURITIES OFFERINGS**

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

(continued)

**Document Types:** 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 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

Category of Filer: OTHER ISSUERS

Category of Filing: SECURITIES OFFERINGS

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

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

Category of Filer: OTHER ISSUERS

Category of Filing: SECURITIES OFFERINGS

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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: 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  
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)  
Quebec stock savings plan certificate (QC)  
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

**Category of Filer: OTHER ISSUERS**

**Category of Filing: SECURITIES OFFERINGS**

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**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' resolution  
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

Category of Filer: OTHER ISSUERS

Category of Filing: SECURITIES OFFERINGS

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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' 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)  
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)

Category of Filer: **OTHER ISSUERS**

Category of Filing: **SECURITIES OFFERINGS**

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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



Category of Filer: OTHER ISSUERS

Category of Filing: SECURITIES OFFERINGS

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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)

**Category of Filer:** OTHER ISSUERS

**Category of Filing:** SECURITIES OFFERINGS

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**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' resolution  
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

**Category of Filer:** OTHER ISSUERS

**Category of Filing:** SECURITIES OFFERINGS

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**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)

Category of Filer: **OTHER ISSUERS**

Category of Filing: **SECURITIES OFFERINGS**

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**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

Category of Filer: OTHER ISSUERS

Category of Filing: SECURITIES OFFERINGS

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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)  
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)  
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)

**Category of Filer: OTHER ISSUERS**

**Category of Filing: SECURITIES OFFERINGS**

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**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.)  
Quebec Stock Saving Plan certificate  
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

**Category of Filer:** OTHER ISSUERS

**Category of Filing:** CONTINUOUS DISCLOSURE

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**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:** MATERIAL CHANGE FILINGS

**Document Types:** Cover letter  
Press release - English  
Press release - French  
Material change report - English  
Material change report - 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:** PRESS RELEASES

**Document Types:** Cover letter  
Press release - English  
Press release - French  
Other

**Filing Type:** ANNUAL REPORT

**Document Types:** Cover letter  
Annual report - English  
Annual report - French  
Confirmation of mailing  
Other

**Category of Filer:** OTHER ISSUERS

**Category of Filing:** CONTINUOUS DISCLOSURE

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**Filing Type:** MANAGEMENT PROXY MATERIALS

**Document Types:** Cover letter  
Notice of meeting - English  
Notice of meeting - French  
Management proxy/information circular - English (BC-Form 30, ON, QC)  
Management proxy/information circular - French (BC-Form 30, ON, QC)  
Form of proxy - English  
Form of proxy - French  
Certificate re dissemination to shareholders  
Other

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

**Document Types:** Cover letter  
Annual information form - English  
Annual information form - French  
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  
Press release if reportable events  
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  
Press release (BC, ON)  
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



Category of Filer: OTHER ISSUERS

Category of Filing: CONTINUOUS DISCLOSURE

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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-Form 29, SK-Form 27, ON)  
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: 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: 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/press release re purchase of other reporting issuer securities  
News release disclosing proposed consolidation of securities  
Other

**Category of Filer: OTHER ISSUERS**

**Category of Filing: EXEMPTIONS AND OTHER APPLICATIONS**

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**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

Category of Filer: OTHER ISSUERS

Category of Filing: GOING PRIVATE/RELATED PARTY TRANSACTIONS

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Filing Type: GOING PRIVATE TRANSACTION FILINGS

Document Types: Cover letter  
Notice of meeting - English  
Notice of meeting - French  
Management proxy/information circular - English (BC-Form 30, ON, QC)  
Management proxy/information circular - French (BC-Form 30, ON, QC)  
Form of proxy - English  
Form of proxy - French  
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 Type: Cover letter  
Press release  
Material change report - English  
Material change report - French  
Notice of meeting - English  
Notice of meeting - French  
Management proxy/information circular - English (BC-Form 30, ON, QC)  
Management proxy/information circular - French (BC-Form 30, ON, QC)  
Form of proxy - English  
Form of proxy - French  
Consent letter(s) of expert(s)  
Formal valuation  
Prior valuation  
Letter outlining exemptions relied upon (ON, QC)  
Other

Filing Type: OTHER FILINGS

Document Types: Other

**Category of Filer: OTHER ISSUERS**

**Category of Filing: SECURITIES ACQUISITIONS**

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**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  
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**

Category of Filer: **THIRD PARTY FILERS**

Category of Filing: **N/A**

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Filing Type: **TAKE-OVER BID FILING-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  
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

**Category of Filer: THIRD PARTY FILERS**

**Category of Filing: N/A**

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**Filing Type: TAKE-OVER BID FILING-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  
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

**Category of Filer: THIRD PARTY FILERS**

**Category of Filing: N/A**

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**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 REPORTS (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
- 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 28,000 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 with small fonts installed for 8514a)

- (2) Word Processing Application - Any one of the following word processing software products is required in order to prepare documents in acceptable electronic format for SEDAR filings:

1. WordPerfect for DOS or Windows, versions 5.1 to 6.1
2. Microsoft Word for Windows, version 6.0x<sup>1</sup>

**Recommendation:**

The CSA recommends that filers use either WordPerfect for DOS 6.1, WordPerfect for Windows 6.1 or Microsoft Word for Windows 6.0 or 6.0x. By using these more recent versions of the word processing word processing products, filers will be more readily able to view documents in the SEDAR Filings Database since word processing software is generally not forward compatible.

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.

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<sup>1</sup> Currently version 6.0x includes versions 6.0, 6.0a and 6.0c. Future versions of 6.0x will be acceptable.

## Appendix D: SEDAR Filing Service Charges

### Filing Service Subscriber Fees

Licensing Fee (includes one copy of SEDAR Filer Software plus SEDAR set-up)	\$ 300.00
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	\$ 425.00

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<sup>2</sup> Includes all continuous disclosure filings permitted to be filed electronically via SEDAR and excludes those indicated in Part B (Other Filings) on the next page.

<sup>3</sup> A "POP Issuer" is an issuer that participates in the Prompt Offering Qualification System and files an annual information form ("AIF") pursuant to National Policy Statement No. 47. POP Issuers must also pay single filing charges associated with the filing of their AIFs as indicated in Part B (Other Filings) on the next page.

<sup>4</sup> A "Non-POP Issuer With AIF" is an issuer that is required to file an AIF under the securities legislation or securities directions of a jurisdiction, but does not participate in the Prompt Offering Qualification System pursuant to National Policy Statement No. 47.

<sup>5</sup> A "Single Jurisdiction Issuer (No AIF)" is an issuer that is a reporting issuer in only one jurisdiction and is not required to file an AIF under the securities legislation or securities directions of a jurisdiction or under National Policy Statement No. 47.

<sup>6</sup> A "Multi-Jurisdiction Issuer (No AIF)" is an issuer that is a reporting issuer in more than one jurisdiction and is not required to file an AIF under the securities legislation or securities directions of a jurisdiction or under National Policy Statement No. 47.

B. Other Filings

Category of Filer/ Category of Filing	Type of Filing	Filing Charges per Jurisdiction		
		First	Additional	Maximum
Mutual Fund Issuers Securities Offerings <sup>1</sup>	Simplified Prospectus and Annual Information Form (NPS-36)	\$450	\$250	\$1,950
	Long Form Prospectus	\$550	\$325	\$2,500
Mutual Fund Issuers Exemption and Other Applications	Applications (NPS 39)	\$150	\$60	\$460
	Exemptions and Other Applications - In Connection with a Prospectus Filing	\$150	\$125	\$900
Other Issuers Securities Offerings	Initial Annual Information Form (NPS-47)	\$500	\$325	\$2,450
	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	-	-
Other Issuers Securities Offerings	Exchange of Securities Merger and Reorganization (QC sec. 50 Act)	\$100	-	-
Other Issuers Securities Acquisitions	Formal Issuer Bid Filings	\$150	\$125	\$900
Other Issuers Going Private and Related Party Transactions	Going Private Transaction Filings	\$250	\$175	\$1,350
	Related Party Transaction Filings	\$250	\$175	\$1,300
Other Issuers Exemption and Other Applications	Exemptions and Other Applications - In Connection with a Prospectus Filing	\$150	\$125	\$900
	Reactivation Application (BC LPS 3-35)	\$100	-	-
Third Party Filers	Take-over Bid Filings (Offeree)	\$150	\$125	\$900

<sup>1</sup> 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**

**Information Dissemination Charges**

**Filer Profiles**

Non-filing service subscriber	\$ 8.00
Filing service subscriber	Nil

NOTE: Consideration will be given to what amount a non-filing service subscriber will be charged to search filer profiles.

**Electronic Filings**

Public filing search	\$ 5.00
Document retrieval	\$ TBA

NOTE: It is anticipated that document retrieval will be charged on a volume basis and the manner of conducting such charges will be determined after testing.

## Appendix F: Mutual Fund Group Profile

A mutual fund group profile must include the following information:

- (a) group number

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

- (b) name of mutual fund group in English and French
- (c) name of manager of mutual fund group in English and French
- (d) mailing address, telephone and fax number of manager of mutual fund group
- (e) head office address, telephone and fax number of manager of mutual fund group
- (f) name, telephone and fax number of contact person of manager of mutual fund group

Note: It is recommended that the contact person be a representative of the 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:

- (a) profile number

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

- (b) name of mutual fund in English and French
- (c) mailing address, telephone and fax number of mutual fund issuer
- (d) head office address, telephone and fax number of mutual fund issuer
- (e) manner of formation

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

- (f) date of formation
- (g) jurisdiction where formed
- (h) group number of mutual fund group
- (i) name of mutual fund group in English and French
- (j) sales compensation

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

- (k) mutual fund type

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

- (l) financial year end date
- (m) RRSP eligibility

Note: Indicate "yes" or "no"

- (n) jurisdictions where reporting issuer

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

- (o) name in English and French, mailing address, telephone and fax number of:
  - (i) auditor
  - (ii) custodian (principal)
  - (iii) distributor (principal)
  - (iv) investment portfolio manager
  - (v) trustee
  
- (p) Previous mutual fund information:
  - (i) previous name in English and French
  - (ii) previous profile number

Note: Previous mutual fund issuer information is only required in respect of information that was previously disclosed in a filer profile on the SEDAR system.

## Appendix H: Other Issuer Profile

An other reporting issuer profile must include the following information:

- (a) profile number

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

- (b) name of issuer in English and French
- (c) mailing address, telephone and fax number of other issuer
- (d) head office address, telephone and fax number of other issuer
- (e) manner of formation

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

- (f) date of formation
- (g) jurisdiction where formed
- (h) 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.

- (i) industry classification

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

- (j) size of issuer

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

- (k) CUSIP number

Note: Disclose the Other Issuer's CUSIP number only, excluding any suffix for the class of security.

- (l) financial year-end date
- (m) jurisdictions where reporting issuer

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



- (n) stock exchanges where securities are listed

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

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

- (i) auditor

Note: As chartered banks have two auditors, a bank completing this profile must disclose the name of both auditors on the single name line and indicate with an asterisk the name of the auditor whose mailing address, telephone and fax number is being provided.

- (ii) general partner or limited partner, if applicable

- (iii) transfer agent, as well as name of contact person of transfer agent

- (p) previous issuer information:

- (i) previous name in English and French

- (ii) previous profile number

Note: Previous issuer information is only required in respect of information that was previously disclosed in a filer profile on the SEDAR system.

- (q) POP Issuer

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

### Appendix I: Other Filer Profile

An other filer profile must include the following information:

- (r) profile number

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

- (s) name of filer in English and French

- (t) address, telephone and fax number of filer

Note: Enter the mailing address of the filer

- (u) 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.

- (v) previous issuer information:

- (i) previous name in English and French

- (ii) previous profile number.

Note: Previous filer information is only required in respect of information that was previously disclosed in a filer profile on the SEDAR system.

## Appendix J: Mutual Funds Cover Page

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

- (a) name of mutual fund group
- (b) profile number of mutual fund group
- (c) 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.

- (d) name and telephone and fax number and E-mail ID of contact person

Note: The contact person is a representative of electronic filer or its filing agent (if the electronic filing is being made by a filing agent on behalf of the electronic filer). The contact person should be someone familiar with the filing to whom any questions could be directed from the securities regulatory authority.

- (e) application for exemption order

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

- (f) application for registration

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

- (g) NPS elections

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

- (h) documents to be attached with cover page for the filing

- (i) recipient agencies

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

(j) secondary filer E-Mail ID for each jurisdiction

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

(k) filing fees

### 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:

- (a) name of mutual fund group
- (b) profile number of mutual fund group
- (c) list of mutual fund issuers
- (d) name and telephone and fax number and E-mail ID of contact person

Note: The contact person is a representative of the electronic filer or its filing agent (if the electronic filing is being made by a filing agent on behalf of the electronic filer). The contact person should be someone familiar with the filing to whom any questions could be directed from the securities regulatory authority.

- (e) documents to be attached with cover page for the filing
- (f) recipient agencies

Note: Select the recipient agencies.

- (g) secondary filer's E-mail ID for each jurisdiction

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

- (h) 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:

- (a) name of issuer
- (b) profile number of issuer
- (c) name and telephone and fax number and E-Mail ID of contact person

Note: The contact person is a representative of electronic filer or its filing agent (if the electronic filing is being made by a filing agent on behalf of the electronic filer). The contact person should be someone familiar with the filing to whom any questions could be directed from the securities regulatory authority.

- (d) application for exemption order

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

- (e) application for registration

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

- (f) NPS elections

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

- (g) documents to be attached with cover page for the filing

- (h) if the filing is for an offering of securities, then the filer must disclose:

- (i) type of securities
- (ii) aggregate gross proceeds (Cdn. \$)
- (iii) type of offering (initial public offering, primary offering or secondary offering)
- (iv) whether future-oriented financial information is included
- (v) whether MJDS offering in United States
- (vi) whether National Policy No. 1 receipt required
- (vii) whether pre-filing submission on file

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

(viii) name in English and French of underwriter

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

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

(x) name, address, telephone and fax number of promoter, if any

Note: If there is more than one promoter, put an asterisk next to the name of the promoter which is listed on the cover page.

(i) recipient agencies

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

(j) secondary filer E-Mail ID for each jurisdiction

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

(k) filing fees

## Appendix M: General Cover Page

A general cover page must include the following:

- (a) name of issuer

Note: This is normally the name of the issuer to which the filing relates rather than the name of the filer who is making the filing.

- (b) profile number of issuer

- (c) name and telephone number and fax and E-Mail ID of contact person

Note: The contact person is a representative of the electronic filer or its filing agent (if the electronic filing is being made by a filing agent on behalf of the electronic filer). The contact person should be some familiar with the filing to whom any questions could be directed from the securities regulatory authority.

- (d) documents to be attached with cover page for the filing

- (e) recipient agencies

Note: Select the recipient agencies.

- (f) secondary filer E-Mail ID for each jurisdiction

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

- (g) filing fees



**Appendix N: SEDAR Forms**

# SEDAR FORM 1

## Application For SEDAR Filing Services

TO: CDS INC.  
 85 Richmond Street West  
 Suite 702  
 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

Legal Name of Subscriber (in full):  					
Mailing Address:  			Billing Address (if different):  		
City/Town:	Province/Territory:	Postal Code:	City/Town:	Province/Territory:	Postal Code:
Telephone No.:		Telecopier No.:	Telephone No.:		Telecopier No.:
( )		( )	( )		( )
Type of Subscriber: <input type="checkbox"/> Electronic Filer <input type="checkbox"/> Filing Agent					

### Section 2 Subscriber's Contacts

*(Please provide 2 contacts of each type, if possible. Primary Principal Contact will receive all assigned identification numbers and passwords.)*

Primary	Alternate
Principal Contact: _____ Title: _____ Telephone No. (direct line/ext.) ( ) _____	Principal Contact: _____ Title: _____ Telephone No. (direct line/ext.) ( ) _____
Technical Contact: _____ Title: _____ Telephone No. (direct line/ext.) ( ) _____	Technical Contact: _____ Title: _____ Telephone No. (direct line/ext.) ( ) _____
Accounting Contact: _____ Title: _____ Telephone No. (direct line/ext.) ( ) _____	Accounting Contact: _____ Title: _____ Telephone No. (direct line/ext.) ( ) _____

### Section 3 Filing Service Options

No. of Software Licences Required (one for each PC installation): _____	<input type="radio"/>
Documentation to be provided in what language? <input type="checkbox"/> English <input type="checkbox"/> French	
Type of Network Connection Required: <input type="checkbox"/> Dial-up <input type="checkbox"/> Leased Line	

### Section 4 Electronic Payment Information

Name of Financial Institution: _____	
Electronic Bank Account No.: _____	
No. of Users Required to Authorize Payments: <input type="checkbox"/> 1 User ID <input type="checkbox"/> 2 User IDs	No. of User IDs Required with No Payment Authority: _____
Payment Limit Required: \$ _____	No. of User IDs Required with Payment Authority up to the Payment Limit: <input type="radio"/>
Will you be filing from the Province of Quebec? <input type="checkbox"/> Yes <input type="checkbox"/> No	No. of User IDs Required with Unlimited Payment Authority: _____
	Total No. of User IDs Required: _____

### Section 5 Certification and Acknowledgement of Subscriber

*The undersigned Subscriber hereby certifies that the foregoing information is true in all material respects, and acknowledges that all access to and use of the SEDAR Filing Services shall be subject to the Subscriber's express acceptance of the terms and conditions of the SEDAR Filing Service Subscriber's Agreement, the software license agreements and related materials delivered in connection therewith (collectively the "Agreement"). The use of any assigned identification numbers and passwords by any of the Subscriber's authorized users for access to SEDAR Filing Services shall be deemed acceptance of the terms of the Agreement.*

Signature of Subscriber or Authorized Representative: _____	Date: _____
Name of Subscriber or Authorized Representative Signing Above (please print): _____	
Title of Authorized Representative (if applicable): _____	

## 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 Filing" means a Document that is filed under Securities Legislation or Securities Directions in Electronic Format or the filing of such a Document under Securities Legislation or Securities Directions in Electronic Format, as the context may require, and for greater certainty includes a Document transmitted electronically using the SEDAR Filer Software;
- (1.5) "Electronic Format" means the computerized format of a Document prepared in accordance with the SEDAR Filer Manual;
- (1.6) "Filing Agent" means a person or company that is authorized to make an Electronic Filing on behalf of another person or company, the latter being required or permitted to comply with the Electronic Filing requirements of the National Instrument, and includes a person or company that is authorized to use the SEDAR Filing Services on behalf of another person or company;
- (1.7) "National Instrument" means the National Instrument - System for Electronic Document Analysis and Retrieval (SEDAR), as amended from time to time;
- (1.8) "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;
- (1.9) "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;
- (1.10) "Securities Directions" means the blanket rulings and orders, the policy statements and written interpretations issued by the Securities Regulatory Authority of a jurisdiction;
- (1.11) "Securities Legislation" means the legislative instruments concerning the regulation of securities

markets and trading in securities in a jurisdiction in Canada;

(1.12) "Securities Regulatory Authority" means the applicable securities commission or similar regulatory authority in existence from time to time in a jurisdiction in Canada;

(1.13) "SEDAR Filer Manual" means the SEDAR Filer Manual: Standards, Procedures and Guidelines for Electronic Filing with the Canadian Securities Administrators, as amended from time to time;

(1.14) "SEDAR Filer Software" means the software described in the SEDAR Filer Manual provided under license to Subscribers 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;

(1.15) "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;

(1.16) "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; and

(1.17) "Subscriber" means the party that has submitted an Application For SEDAR Filing Services to CDS to access and use the SEDAR Filing Services and has accepted this agreement.

## **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.

## **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, 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 sales and similar 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 following receipt of 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, failing which unpaid amounts will bear interest at the rate of 2% per month (24% per annum); or (b) after the phase-in dates described in the National Instrument, in the case of an Electronic Filing or other use of the SEDAR Filing Services that bears a CDS fee or charge per filing or use, by Payment Authorization given at the time such Electronic Filing is transmitted or such other use is made. The Subscriber shall not make an Electronic Filing and/or use the SEDAR Filing Services on its own behalf or as Filing Agent on behalf of any other person or company unless Subscriber or such other person or company has paid any CDS fees and charges then due to CDS, including, without limitation, any annual or other filing service fees and charges.

(3.4) The Subscriber agrees to indemnify and save CDS, its directors, officers, employees 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, 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. Subscriber is responsible for ensuring that an Electronic Filing transmitted by Subscriber or Subscriber's use of the SEDAR Filing Services 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.

(3.6) The Subscriber is responsible 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 and for retaining paper copies and original signed copies of Electronic Filings where required by Securities Legislation or Securities Directions.

(3.7) The Subscriber shall advise CDS 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 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 CDS' function is to transmit Payment Authorizations 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 financial institution or other electronic banking facility 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.

(4.5) The Subscriber is solely responsible for the actions of those individuals that it authorizes to provide the Electronic Banking Information and make any Payment Authorization. CDS shall not be responsible, directly or indirectly, for any Payment errors as a result of any inaccuracies, errors or deficiencies in the Electronic Banking Information as provided by the Subscriber.

(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. 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.

(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 made available to Subscriber as part of the SEDAR Filing Services (collectively, the "Database"), or any portion thereof. The Subscriber will not directly or indirectly, sell, copy (except for Subscriber's internal use), assign, provide access to, transmit (collectively "Provide"), to any third party, or publish, repackage or otherwise disseminate, the Database, or any portion thereof, 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 bone fide clients. A "bone fide client" is a client of Subscriber principally for the purpose of receiving goods or services from the Subscriber,

other than Documents or other database 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 to the Subscriber, or any group of subscribers, including withdrawing permission to use the Database and Subscriber agrees to promptly comply with all such changes, restrictions and conditions.

#### **6.0 Limitation & Warranty**

(6.1) The Subscriber accepts sole responsibility for the 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 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 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 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 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) Any and all liability of CDS is limited to the fee or charge paid by Subscriber to CDS for the specific affected or failed filing or other specific or failed use of a SEDAR Filing Service in the provision of any service under this agreement, provided that Subscriber is not in breach of this agreement. 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. Neither CDS nor its directors, officers, employees or agents shall be liable for (a) direct, indirect, general, special or consequential damages (other than for physical harm to persons caused by CDS' gross negligence or wilful misconduct), lost profits, lost savings or any other damages arising out of the use, or inability to use, the SEDAR Filing Services or for the use, accuracy or completeness of any information or the Database; and (b) damages of third parties



claimed against Subscriber. This limitation of liability applies 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 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. 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 any information or document which the receiving party had obtained without an obligation or confidence prior to disclosure thereof by the disclosing party; or
- (c) 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.

#### **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 upon any amended agreement.

(9.3) 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, such provision shall be severed from this agreement, and all other provisions shall remain in full force and effect. 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.

#### **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 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 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 verifying that no copies of any of the foregoing have been retained.

#### **13.0 Jurisdiction**

(13.1) In the event that the Subscriber is or becomes resident outside of Canada, this agreement shall be governed by the applicable laws of Canada and the laws of the Province of Ontario.

**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, 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 or prepaid first class mail addressed to the Subscriber at the address set out in this agreement or to "CDS INC. (SEDAR™)" at the address above given. Notices sent by personal delivery shall be deemed received on the business day delivered and notices sent by mail shall be deemed received on the third business day following posting.

**16.0 Language (English Version Only)**

(16.1) The parties have expressly agreed that this agreement be drawn up in English only. Les parties aux présentes ont expressément requis que la présente entente soit rédigée en anglais seulement.

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

Executed at the City/Municipality of \_\_\_\_\_, Province/State 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.

\_\_\_\_\_  
Full Legal Name of Subscriber (Type or Print)

\_\_\_\_\_  
per (Signature)

\_\_\_\_\_  
Print Name/Title

\_\_\_\_\_  
per (Signature)

\_\_\_\_\_  
Print Name/Title

SEDAR FORM 3

Notice of Reliance on Temporary Hardship Exemption

1. Name of Filer: \_\_\_\_\_
2. Electronic Profile Number of Issuer: \_\_\_\_\_
3. List the document(s) to which the Temporary Hardship Exemption relates and the date(s) on which each document was to have been filed (attach list if necessary):

*Document Name*

*Date which document  
was to have been filed*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

4. Name of SEDAR Filing Service Subscriber filing the Document(s) (if other than the electronic filer):

\_\_\_\_\_

5. Name of Contact Person:

\_\_\_\_\_

**Part I: Issuer Information**

1. Name of Issuer (if different than Name of Filer above): \_\_\_\_\_
2. Address of Principal Office of Issuer (including street and number, city, province or territory and postal code):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Part II: Information Relating to the Temporary Hardship**

Furnish the following information (attach list if necessary):

1. The specific reasons for reliance upon the temporary hardship exemption, including a description of the nature and extent of the temporary technical difficulties experienced by the electronic filer or filing agent in attempting to prepare and transmit the document(s) in electronic format.
2. 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.
3. Any other reasons why reliance upon the temporary hardship exemption is warranted in the circumstances.

**Part III: Representation of Intent to File Confirming Electronic Copy**

The undersigned hereby represents that a confirming electronic copy of the document filed in paper will be filed in accordance with subsection 3.1(5) of the National Instrument.

**Part IV: 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

1. Subsection 3.1(1) of the National Instrument requires electronic filers relying on a temporary hardship exemption to file this form in addition to filing a paper copy of the document otherwise required to be filed in electronic format.
2. Two signed copies of this form shall accompany the paper format document(s) and shall be filed within two days after the date upon which the document filed in paper originally was to be filed electronically.
3. Signatures to the paper format document being filed pursuant to the exemption may be in typed form rather than manual format. All other requirements relating to paper format filings shall be satisfied. See subsection 3.1(3) of the National Instrument.
4. Each document filed under cover of this notice must contain the legend prescribed by subsection 3.1(2) of the National Instrument.

SEDAR FORM 4

Notice of Reliance on Exemption for Pre-Existing Documents

1. Name of Filer: \_\_\_\_\_
2. Electronic Profile Number of Issuer: \_\_\_\_\_
3. List the supporting document(s), written correspondence or other written material to which the Exemption for Pre-Existing Documents relates and the date(s) on which each supporting document, written correspondence or other written material was prepared and issued, published or distributed (attach list if necessary):

<i>Document Name</i>	<i>Date of Document</i>
_____	_____
_____	_____
_____	_____

4. Date and description of electronic filing to which the Exemption for Pre-Existing Documents relates:  
\_\_\_\_\_
5. Name of SEDAR Filing Service Subscriber filing the Pre-Existing Document(s) (if other than the electronic filer):  
\_\_\_\_\_

**Part I: Issuer Information**

1. Name of Issuer (if different than Name of Filer above): \_\_\_\_\_
2. Address of Principal Office of Issuer (including street and number, city, province or territory and postal code):  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Part II: Representation of Confirming Electronic Copy**

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

**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 Electronic Filer or Filing Agent - please print)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Official Capacity - please print)

\_\_\_\_\_  
(Please print here name of individual whose signature appears above, if different from name of electronic filer or filing agent printed above)

**GENERAL INSTRUCTIONS**

1. Subsection 3.3 (1) of the National Instrument 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 October 1, 1996.



2. Any supporting document, written correspondence or other written material filed with the securities regulatory authority in paper format under the Exemption for Pre-Existing Documents must be filed under cover of SEDAR Form 4 no later than two business days after the date of filing the electronic format document to which it relates.
3. 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

Part I: Issuer Information

1. Name of Foreign Issuer (the "Issuer"): \_\_\_\_\_
2. Jurisdiction of Incorporation of Issuer: \_\_\_\_\_
3. Address of Principal Office of Issuer (including street and number, city, province, state or territory, country and postal code):  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Part II: Election

1. Pursuant to subsection 2.1(2) of the National Instrument, 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 Filer: \_\_\_\_\_
2. Electronic Profile Number of Issuer: \_\_\_\_\_

**Part I: Issuer Information**

Name of Issuer (if different than name of Filer above): \_\_\_\_\_

**Part II: Document(s) Being Filed Electronically**

1. List the document(s) being filed electronically and the date(s) of those documents:

<i>Document Name</i>	<i>Date of Document</i>
_____	_____
_____	_____
_____	_____

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: prospectus, take-over bid circular, issuer bid circular, directors' circular, officers' circular, annual information form under the POP system or an amendment or supplement thereto.
3. An original signed copy of this document must be filed with the SEDAR filing service contractor at one of its offices listed in the SEDAR Filer Manual within three days after the electronic filing of the document(s) listed above in of Part II is made.

**Appendix O: Abbreviations of Jurisdictions and Policies of Securities Regulatory Authorities**

**Jurisdictions**

QC - Quebec  
ON - Ontario  
SK - Saskatchewan  
AB - Alberta  
BC - British Columbia

**Policies**

LPS - Local Policy Statement  
NPS - National Policy Statement

**Local Implementing Instrument**

The text of the proposed local instrument which is required to implement the National Instrument in Alberta follows, together with notes explaining the provisions of the National Instrument which have been modified for purposes of local implementation.

**ALBERTA SECURITIES COMMISSION RULES**

**RULE •**

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

**PART 1      DEFINITIONS**

**1.1          Definitions - In this Rule**

“National Instrument” means the National Instrument of the Canadian Securities Administrators entitled “System for Electronic Document Analysis and Retrieval (SEDAR)”.

**PART 2      IMPLEMENTATION**

**2.1          Implementation** - The National Instrument is adopted as a rule of the Alberta Securities Commission, except that Appendix B to the National Instrument is deleted and the attached Appendix B is substituted in its place.<sup>1</sup>

**PART 3      EFFECTIVE DATE**

**3.1          Effective Date** - This Rule comes into force effective •.

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<sup>1</sup>      *The effect of the modification to the National Instrument is to provide Electronic Filers that are required to file only in Alberta or that are reporting issuers only in Alberta with additional time before they are required to use SEDAR for their filings.*



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

**APPENDIX B**

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

<u>Group</u>	<u>Category of Electronic Filer</u>	<u>Category of Filing</u>	<u>Phase-in Date</u>
1.	POP Reporting Issuers and Public Mutual Fund Issuers	Continuous Disclosure <sup>2</sup>	October 1, 1996
2.	Non-POP Reporting Issuers (A-M) <sup>3</sup> , other than Electronic Filers in Group 5	Continuous Disclosure <sup>2</sup>	November 1, 1996
3.	Non-POP Reporting Issuers (N-Z and 1-9) <sup>3</sup> , other than Electronic Filers in Group 5	Continuous Disclosure <sup>2</sup>	November 30, 1996
4.	All Electronic Filers, other than Electronic Filers in Group 5	All Other Electronic Filings <sup>4</sup>	December 31, 1996
5.	All Electronic Filers that are required to file only in Alberta or that are reporting issuers only in Alberta	All Electronic Filings	June 30, 1997

- Notes:*
1. *It is anticipated that electronic filers and filing agents will be permitted access to SEDAR commencing on or about September 1, 1996 for filing of "filer profiles".*
  2. *"Continuous Disclosure" means all documents listed in Appendix A under "Continuous Disclosure" for the particular category of filer.*
  3. *Groups 2 and 3 will be determined using the first letter or number of the English version of the issuer's name, except in the case of issuers formed under Québec law or having their principal office in Québec in which case the first letter or number of the French version of the issuer's name will govern.*
  4. *In order to maintain consistency during the transition to electronic filing, "Other Electronic Filings" excludes 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 filed on or after the phase-in date in respect of a preliminary prospectus filed in paper format prior to the phase-in date should also be filed in paper format.*

