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MULTILATERAL INSTRUMENT 13-102 SYSTEM FEES FOR SEDAR AND NRD

PART 1 DEFINITIONS AND INTERPRETATION

Definitions

1. (1) In this Instrument,

“annual information form” means an “AIF” as defined by National Instrument 51-102 *Continuous Disclosure Obligations* or an annual information form for the purposes of Part 9 of National Instrument 81-106 *Investment Fund Continuous Disclosure*;

“initial filer profile” means a filer profile filed in accordance with subsection 5.1(1) of National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)*;

“issuer bid” means an issuer bid to which Part 2 of National Instrument 62-104 *Take-Over Bids and Issuer Bids* applies;

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

“take-over bid” means a take-over bid to which Part 2 of National Instrument 62-104 *Take-Over Bids and Issuer Bids* applies.

(2) In this Instrument, a term referred to in Column 1 of the following table has the meaning ascribed to it in the Instrument referred to in Column 2 opposite that term.

Column 1 Defined Term	Column 2 Instrument
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CPC instrument	National Instrument 45-106 <i>Prospectus Exemptions</i>
firm filer	National Instrument 31-102 <i>National Registration Database</i>
individual filer	National Instrument 31-102 <i>National Registration Database</i>
long form prospectus	National Instrument 41-101 <i>General Prospectus Requirements</i>
MJDS prospectus	National Instrument 71-101 <i>The Multijurisdictional Disclosure System</i>
NRD	National Instrument 31-102 <i>National Registration Database</i>
principal jurisdiction	Multilateral Instrument 11-102 <i>Passport System</i>
principal regulator	Multilateral Instrument 11-102 <i>Passport System</i>
rights offering circular	Section 2.1 of National Instrument 45-106 <i>Prospectus Exemptions</i>
SEDAR	National Instrument 13-101 <i>System for Electronic Document Analysis and Retrieval (SEDAR)</i>
short form prospectus	National Instrument 41-101 <i>General Prospectus Requirements</i>
sponsoring firm	National Instrument 33-109 <i>Registration Information, in Form 33-109F4 Registration of Individuals and Review of Permitted Individuals</i>

Inconsistency with other instruments

2. If there is any conflict or inconsistency between this Instrument and National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)* or National Instrument 31-102 *National Registration Database*, this Instrument prevails.

PART 2 SEDAR SYSTEM FEES

Local system fees

3. In Québec, a person or company making the type of filing described in Column C of Appendix A with the Autorité des marchés financiers must pay to the Autorité des marchés financiers the system fee specified in Column D of that Appendix.

System fees

4. (1) A person or company making a filing, in the local jurisdiction, of the type described in Column B of Appendix B, and of the category referred to in Column A of that Appendix, must pay to the securities regulatory authority

the system fee specified in Column C or D of that Appendix, as the case may be.

- (2) Despite subsection (1), if a person or company pays a fee referred to in item 1 or 2 of Appendix B, the person or company is not required to pay a fee with respect to any other filing referred to in that item made during the calendar year in which the payment was made.
- (3) Despite subsection (1), in the calendar year that a person or company files its initial filer profile, the fee referred to in item 1 or 2 of Appendix B is prorated in accordance with the following formula:

$A \times B / 12$, where

A = the amount referred to in item 1 or 2 of Appendix B, as applicable, and

B = the number of months remaining in the calendar year following the month in which the initial filer profile was filed.

- 4.1 System fees for filings that do not require a principal regulator – (1) A person or company making a filing of the type described in Column B of Appendix C, and of the category referred to in Column A of that Appendix, must pay the system fee specified in Column C of that Appendix. The system fee is payable to, and allocated among, the securities regulatory authorities with whom the filing is required under National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)*.

PART 3 NRD SYSTEM FEES

Enrolment Fee

5. If the local jurisdiction is a firm filer's principal jurisdiction, the firm filer must pay to the securities regulatory authority an enrolment fee of \$500 upon enrolment in NRD.

NRD submission fee

6. (1) A firm filer must pay an NRD system fee in respect of an individual filer to the securities regulatory authority in the local jurisdiction if
 - (a) the firm filer is the sponsoring firm for the individual filer, and
 - (b) through the filing of a Form 33-109F4 *Registration of Individuals and Review of Permitted Individuals*, the individual filer registers or

reactivates their registration in the local jurisdiction.

- (2) The NRD system fee payable to the securities regulatory authority under subsection (1) by a sponsoring firm in respect of an individual filer is,
 - (a) if the securities regulatory authority is the principal regulator of the individual filer, \$75.00, and
 - (b) in any other case, \$20.50.

Annual NRD system fee

7. On December 31 of each year, a firm filer must pay an annual NRD system fee to the securities regulatory authority in the local jurisdiction equal to the total of the following:
 - (a) if the securities regulatory authority in the local jurisdiction is the principal regulator of one or more individuals who are individual filers on that date, and for which the firm filer is the sponsoring firm in that jurisdiction,

\$75.00 × the number of those individuals, and
 - (b) if there are individual filers on that date for which the securities regulatory authority in the local jurisdiction is not the principal regulator, and for which the firm filer is the sponsoring firm in that jurisdiction,

\$20.50 × the number of those individuals.

PART 4 PAYMENT OF FEES

Means of payment

8. A fee under section 3, 4, 4.1, 6 or 7 must be paid through SEDAR or NRD, as the case may be.

PART 5 EXEMPTION

Exemption

9.
 - (1) The regulator or the securities regulatory authority may grant an exemption from this Instrument, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.
 - (2) Despite subsection (1), in Ontario, only the regulator may grant such an exemption.
 - (3) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of National Instrument 14-101

Definitions, opposite the name of the local jurisdiction.

PART 6 EFFECTIVE DATE

Effective Date

10. This Instrument comes into force on October 12, 2013.

Appendix A – Local SEDAR System Fees

(Section 3)

Column A Local Jurisdiction	Column B Category of Filing	Column C Type of Filing	Column D System Fee
Québec	Securities Offerings	Prospectus distribution to person outside Québec, if made from within Québec (section 12 of <i>Securities Act</i> (Québec))	\$130.00

Appendix B – Other SEDAR System Fees

(Section 4)

Item	Column A Category of Filing	Column B Type of Filing	Column C System Fee Payable to Principal Regulator	Column D System Fee Payable to Each Other Securities Regulatory Authority
1	Annual filing fee for continuous disclosure - investment funds <i>Note: Excludes the annual information form and all other filings listed separately in items 3 to 21.</i>	Initial filer profile or annual financial statements (for investment funds)	\$495.00	N/A
2	Annual filing fee for continuous disclosure <i>Note: Excludes the annual information form and all other filings listed separately in items 3 to 21.</i>	Initial filer profile or annual financial statements (for reporting issuers other than investment funds)	\$705.00	\$74.00
3	Investment fund issuers / securities offerings	Simplified prospectus, annual information form and fund facts (National Instrument 81-101 <i>Mutual Fund Prospectus Disclosure</i>)	\$585.00, which applies in total to a combined filing, if one annual information form and one simplified prospectus are used to qualify the investment fund securities	\$162.50, which applies in total to a combined filing, if one annual information form and one simplified prospectus are used to qualify the investment fund securities

Item	Column A Category of Filing	Column B Type of Filing	Column C System Fee Payable to Principal Regulator	Column D System Fee Payable to Each Other Securities Regulatory Authority
			of more than one investment fund for distribution	of more than one investment fund for distribution
4		Long form prospectus	\$715.00	\$212.50
5	Investment fund issuers / continuous disclosure	Annual information form (National Instrument 81-106 <i>Investment Fund Continuous Disclosure</i>) for investment fund if not a short form prospectus issuer	\$455.00	N/A
6	Investment fund issuers / continuous disclosure	Annual information form (National Instrument 81-106 <i>Investment Fund Continuous Disclosure</i>) for investment fund if short form prospectus issuer	\$2,655.00	N/A
7	Investment fund issuers / exemptions and other applications	Exemptions and other applications (National Instrument 81-102 <i>Mutual Funds</i>)	\$195.00	\$40.00
8		Exemptions and other applications in connection with a prospectus filing	\$195.00	\$82.50
9	Other issuers / securities offerings	Short form prospectus (National Instrument 44-101 <i>Short Form Prospectus Distributions</i>)	\$390.00	\$115.00
10		Shelf prospectus	\$390.00	\$115.00
11		MJDS Prospectus (National Instrument 71-101 <i>The Multijurisdictional Disclosure System</i>)	\$390.00	\$115.00
12		Long form prospectus	\$715.00	\$212.50
13		Rights offering circular	\$325.00	\$115.00
14		Prospectus governed by CPC instrument (TSX Venture Exchange)	\$715.00	\$212.50

Item	Column A Category of Filing	Column B Type of Filing	Column C System Fee Payable to Principal Regulator	Column D System Fee Payable to Each Other Securities Regulatory Authority
15	Other issuers / continuous disclosure	Annual information form, if neither an investment fund nor a short form prospectus issuer	\$455.00	N/A
16		Annual information form, if a short form prospectus issuer (other than an investment fund)	\$2,655.00	N/A
17	Exemptions and other applications (if not an investment fund)	Exemptions and other applications in connection with prospectus filing	\$195.00	\$82.50
18	Other issuers / going private / related party transactions	Going private transaction filings	\$325.00	\$115.00
19		Related party transaction filings	\$325.00	\$115.00
20	Other issuers/securities acquisitions	Issuer bid filings	\$195.00	\$82.50
21	Third party filers/third party filings	Take-over bid filings	\$195.00	\$82.50

Appendix C – Other SEDAR System Fees
(for filings that do not require a principal regulator)

(Section 4.1)

Item	Column A Category of Filing	Column B Type of Filing	Column C System Fee Payable
1	Investment fund issuers/ exempt market offerings and disclosure	Report of Exempt Distribution	\$25.00
2	Other issuers/ exempt market offerings and disclosure	Report of Exempt Distribution	\$25.00