

This document is an unofficial consolidation of all amendments to Ontario Securities Commission Rule 13-502 *Fees* and Companion Policy 13-502CP and applies from **April 1, 2013**. The document is for reference purposes only. The unofficial consolidation of the Rule is not an official statement of law.

**ONTARIO SECURITIES COMMISSION
RULE 13-502 FEES**

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**ONTARIO SECURITIES COMMISSION
RULE 13-502 FEES**

PART 1 — INTERPRETATION

1.1 Definitions — In this Rule

“capitalization” means the amount determined in accordance with section 2.7, 2.8, 2.9 or 2.10;

“capital markets activities” means

- (a) activities for which registration under the Act or an exemption from registration is required,
- (b) acting as an investment fund manager, or
- (c) activities for which registration under the *Commodity Futures Act*, or an exemption from registration under the *Commodity Futures Act*, is required;

“Class 1 reporting issuer” means a reporting issuer that is incorporated or organized under the laws of Canada or a jurisdiction in Canada and that, at the end of its previous fiscal year, has securities listed or quoted on a marketplace in Canada or the United States of America;

“Class 2 reporting issuer” means a reporting issuer that is incorporated or organized under the laws of Canada or a jurisdiction in Canada other than a Class 1 reporting issuer;

“Class 3A reporting issuer” means

- (a) a reporting issuer that is not incorporated or organized under the laws of Canada or a jurisdiction in Canada and that, at the end of its previous fiscal year, has no securities listed or quoted on a marketplace located anywhere in the world, or
- (b) a reporting issuer that is not incorporated or organized under the laws of Canada or a jurisdiction in Canada and that, at the end of its previous fiscal year,
 - (i) has securities listed or quoted on a marketplace anywhere in the world,
 - (ii) has securities registered in the names of persons or companies resident in Ontario representing less than 1% of the market value of all outstanding securities of the reporting issuer for which the reporting issuer or its transfer agent or registrar maintains a list of registered owners,
 - (iii) reasonably believes that persons or companies who are resident in Ontario beneficially own less than 1% of the market value of all its outstanding securities,

- (iv) reasonably believes that none of its securities traded on a marketplace in Canada during its previous fiscal year, and
- (v) has not issued any of its securities in Ontario in the last 5 years, other than
 - (A) to its employees or to employees of one or more of its subsidiary entities, or
 - (B) pursuant to the exercise of a right previously granted by it or its affiliate to convert or exchange its previously issued securities without payment of any additional consideration;

“Class 3B reporting issuer” means a reporting issuer

- (a) that is not incorporated or organized under the laws of Canada or a jurisdiction in Canada,
- (b) that is not a Class 3A reporting issuer, and
- (c) whose trading volume in its previous fiscal year of securities listed or quoted on marketplaces in Canada was less than the trading volume in its previous fiscal year of its securities listed or quoted on marketplaces outside Canada;

“Class 3C reporting issuer” means a reporting issuer

- (a) that is not incorporated or organized under the laws of Canada or a jurisdiction in Canada, and
- (b) whose trading volume in its previous fiscal year of securities listed or quoted on marketplaces in Canada was greater than the trading volume in its previous fiscal year of its securities listed or quoted on marketplaces outside Canada;

“IIROC” means the Investment Industry Regulatory Organization of Canada;

“marketplace” has the meaning ascribed to that term in National Instrument 21-101 *Marketplace Operation*;

“MFDA” means the Mutual Fund Dealers Association of Canada;

“net assets” means total assets minus total liabilities, using the meanings ascribed to those terms under the accounting standards pursuant to which the entity’s financial statements are prepared under Ontario securities law;

“NI 31-103” means National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*;

“Ontario allocation factor” has the meaning that would be assigned by the first definition of that

expression in subsection 1(1) of the *Taxation Act, 2007* if that definition were read without reference to the words “ending after December 31, 2008”;

“Ontario percentage” means, for a fiscal year of a participant

- (a) if the participant is a company that has a permanent establishment in Ontario in the fiscal year, the participant’s Ontario allocation factor for the fiscal year expressed as a percentage and determined on the assumption that the participant had a taxation year that coincided with the fiscal year and is resident in Canada for the purposes of the ITA,
- (b) if paragraph (a) does not apply and the participant would have a permanent establishment in Ontario in the fiscal year if the participant were a company, the participant’s Ontario allocation factor for the fiscal year expressed as a percentage and determined on the assumption that the participant is a company, had a taxation year that coincided with the fiscal year and is resident in Canada for the purposes of the ITA, and
- (c) in any other case, the percentage of the participant’s total revenues for the fiscal year attributable to capital markets activities in Ontario;

“parent” means a person or company of which another person or company is a subsidiary entity;

“participant” means a person or company;

“permanent establishment” has the meaning provided in Part IV of the regulations under the ITA;

“previous fiscal year” of a participant in respect of a participation fee means,

- (a) where the participation fee is payable by a reporting issuer under section 2.2 and the required date of payment is determined with reference to the required date or actual date of filing of financial statements for a fiscal year under Ontario securities law, that fiscal year,
- (b) where the participation fee becomes payable by a firm under subsection 3.1(1) on December 31 of a calendar year, the last fiscal year of the participant ending in the calendar year, and
- (c) where the participation fee is payable by an unregistered investment fund manager under subsection 3.1(2) no more than 90 days after the end of a fiscal year, that fiscal year;

“reference fiscal year” of a participant in respect of a participation fee means,

- (a) the participant’s last fiscal year ending before May 1, 2012, if
 - (i) the participant was a reporting issuer, registrant firm or unregistered capital

markets participant at the end of the fiscal year, and

- (ii) if the participant became a reporting issuer in that fiscal year under clause (b) of the definition of “reporting issuer” in subsection 1(1) of the Act, all or substantially all of its securities were listed or quoted on a marketplace at the end of that fiscal year, and

- (b) in any other case, the previous fiscal year in respect of the participation fee;

“registrant firm” means a person or company registered under the Act as a dealer, adviser or investment fund manager;

“specified Ontario revenues” means, for a registrant firm or an unregistered capital markets participant, the revenues determined under section 3.3, 3.4 or 3.5;

“subsidiary entity” has the meaning ascribed to “subsidiary” under the accounting standards pursuant to which the entity’s financial statements are prepared under Ontario securities law;

“unregistered capital markets participant” means,

- (a) an unregistered investment fund manager; or
- (b) an unregistered exempt international firm;

“unregistered exempt international firm” means a dealer or adviser that is not registered under the Act and is

- (a) exempt from the dealer registration requirement and the underwriter registration requirement only because of section 8.18 [*International dealer*] of NI 31-103;
- (b) exempt from the adviser registration requirement only because of section 8.26 [*International adviser*] of NI 31-103; or
- (c) exempt from each of the dealer registration requirement, the underwriter registration requirement and the adviser registration requirement only because of sections 8.18 [*International dealer*] and 8.26 [*International adviser*] of NI 31-103; and

“unregistered investment fund manager” means a person or company that acts as an investment fund manager for one or more investment funds and is not registered as an investment fund manager in accordance with Ontario securities law, but does not include a person or company that does not have a place of business in Ontario if one or more of the following apply:

- (a) none of those investment funds have security holders resident in Ontario;
- (b) the person or company and those investment funds have not, at any time after September 27, 2012, actively solicited residents in Ontario to purchase securities of any of those investment funds.

1.2 Interpretation of “listed or quoted” — In this Rule, a reporting issuer is deemed not to have securities listed or quoted on a marketplace that lists or quotes the reporting issuer’s securities unless the reporting issuer or an affiliate of the reporting issuer applied for, or consented to, the listing or quotation.

1.3 Liability for multiple participation fees – For greater certainty, except as expressly provided in Part 3.1, the liability of a person or company for a payment under any of Parts 2 to 3.1 of this Rule does not affect the liability of that person or company under any other of those Parts.

PART 2 — CORPORATE FINANCE PARTICIPATION FEES

Division 1: General

2.1 Application — This Part does not apply to an investment fund if the investment fund has an investment fund manager.

2.2 Participation Fee

(1) A reporting issuer must, after each of its fiscal years, pay the participation fee shown in Appendix A opposite the capitalization of the reporting issuer for its reference fiscal year, as its capitalization is determined under section 2.7, 2.8 or 2.10.

(2) Despite subsection (1), a Class 3A reporting issuer must pay a participation fee of \$960.*

**Note: The \$960 amount in subsection 2.2(2) rises to \$1,070 effective April 7, 2014, and to \$1,195 effective April 6, 2015.*

(3) Despite subsection (1), a Class 3B reporting issuer must pay the participation fee shown in Appendix A.1 opposite the capitalization of the reporting issuer for its reference fiscal year, as its capitalization is determined under section 2.9.

(3.1) Despite subsections (1) and (3), the participation fee of a reporting issuer must, if its capitalization for its reference fiscal period is affected by the application of subsection 2.7(2) or 2.9(2) and its reference fiscal period coincides with its previous fiscal year in respect of the participation fee, be calculated by multiplying

(a) the amount of that participation fee determined without reference to this subsection, by

(b) the number of entire months in the previous fiscal year remaining after it became a reporting issuer divided by the lesser of

(i) 12, and

(ii) the number of entire months in the previous fiscal year.

(4) Despite subsections (1) to (3), a participation fee is not payable by a participant under this section if the participant became a reporting issuer in period that begins immediately after the time that would otherwise be the end of the previous fiscal year in respect of the participation fee and ends at the time the participation fee would otherwise required to be paid under section 2.3.

2.3 Time of Payment — A reporting issuer must pay the participation fee required under section 2.2 by the earlier of

- (a) the date on which its annual financial statements are required to be filed under Ontario securities law, and
- (b) the date on which its annual financial statements are filed.

2.4 Disclosure of Fee Calculation — At the time that it pays the participation fee required by this Part,

- (a) a Class 1 reporting issuer must file a completed Form 13-502F1,
- (b) a Class 2 reporting issuer must file a completed Form 13-502F2,
- (c) a Class 3A reporting issuer must file a completed Form 13-502F3A,
- (d) a Class 3B reporting issuer must file a completed Form 13-502F3B, and
- (e) a Class 3C reporting issuer must file a completed Form 13-502F3C.

2.5 Late Fee

- (1) A reporting issuer that is late in paying a participation fee under this Part must pay an additional fee of one-tenth of one percent of the unpaid portion of the participation fee for each business day on which any portion of the participation fee remains due and unpaid.
- (2) The amount determined under subsection (1) in respect of the late payment of a participation fee by a reporting issuer is deemed to be nil if the amount otherwise determined under subsection (1) in respect of the late payment of participation fee is less than \$10.

2.6 Participation Fee Exemptions for Subsidiary Entities

- (1) Section 2.2 does not apply to a reporting issuer that is a subsidiary entity in respect of a participation fee determined with reference to the subsidiary entity's capitalization for the subsidiary entity's reference fiscal year if
 - (a) at the end of that reference fiscal year, a parent of the subsidiary entity was a reporting issuer,

- (b) the accounting standards pursuant to which the parent's financial statements are prepared under Ontario securities law require the consolidation of the parent and the subsidiary entity,
 - (c) the parent has paid a participation fee applicable to the parent under section 2.2 determined with reference to the parent's capitalization for the parent's reference fiscal year,
 - (d) the capitalization of the subsidiary entity for its reference fiscal year was included in the capitalization of the parent for the parent's reference fiscal year, and
 - (e) the net assets and total revenues of the subsidiary entity for its reference fiscal year represented more than 90 percent of the consolidated net assets and total revenues of the parent for the parent's reference fiscal year.
- (2) Section 2.2 does not apply to a reporting issuer that is a subsidiary entity in respect of a participation fee determined with reference to the subsidiary entity's capitalization for the subsidiary entity's reference fiscal year if
- (a) at the end of that reference fiscal year, a parent of the subsidiary entity was a reporting issuer,
 - (b) the accounting standards pursuant to which the parent's financial statements are prepared under Ontario securities law require the consolidation of the parent and the subsidiary entity,
 - (c) the parent has paid a participation fee applicable to the parent under section 2.2 determined with reference to the parent's capitalization for the parent's reference fiscal year,
 - (d) the capitalization of the subsidiary entity for its reference fiscal year was included in the capitalization of the parent for the parent's reference fiscal year, and
 - (e) throughout the previous fiscal year of the subsidiary entity, the subsidiary entity was entitled to rely on an exemption, waiver or approval from the requirements in subsections 4.1(1), 4.3(1) and 5.1(1) and sections 5.2 and 6.1 of National Instrument 51-102 *Continuous Disclosure Obligations*.
- (3) If, under subsection (1) or (2), a reporting issuer has not paid a participation fee, the reporting issuer must file a completed Form 13-502F6 at the time it is otherwise required to pay the participation fee under section 2.3.

2.6.1 Participation Fee Estimate for Class 2 Reporting Issuers

- (1) If the annual financial statements of a Class 2 reporting issuer are not available by the date referred to in section 2.3 and the issuer's reference fiscal year coincides with its previous fiscal year, the Class 2 reporting issuer must, on that date,

- (a) file a completed Form 13-502F2 showing a good faith estimate of the information required to calculate its capitalization as at the end of the previous fiscal year, and
 - (b) pay the participation fee shown in Appendix A opposite the capitalization estimated under paragraph (a).
- (2) A Class 2 reporting issuer that estimated its capitalization under subsection (1) must, when it files its annual financial statements for the previous fiscal year,
- (a) calculate its capitalization under section 2.8,
 - (b) pay the participation fee shown in Appendix A opposite the capitalization calculated under section 2.8, less the participation fee paid under subsection (1), and
 - (c) file a completed Form 13-502F2A.
- (3) If a reporting issuer paid an amount under subsection (1) that exceeds the participation fee calculated under section (2), the issuer is entitled to a refund from the Commission of the amount overpaid.

Division 2: Calculating Capitalization

2.7 Class 1 reporting issuers

- (1) The capitalization of a Class 1 reporting issuer for its reference fiscal year is the total of
- (a) the average market value over the reference fiscal year of each class or series of the reporting issuer's securities listed or quoted on a marketplace, calculated by multiplying
 - (i) the total number of securities of the class or series outstanding at the end of the reference fiscal year, by
 - (ii) except as provided by subsection (2), the simple average of the closing prices of the class or series on the last trading day of each month of the reference fiscal year in which the class or series were listed or quoted on the marketplace
 - (A) on which the highest volume in Canada of the class or series was traded in the reference fiscal year, or
 - (B) if the class or series was not traded in the reference fiscal year on a marketplace in Canada, on which the highest volume in the United States of America of the class or series was traded in the reference fiscal year, and
 - (b) the market value at the end of the reference fiscal year, as determined by the reporting issuer in good faith, of each class or series of securities of the reporting issuer not valued on the last trading day of any month under paragraph (a), if any securities of the class or series

- (i) were initially issued to a person or company resident in Canada, and
 - (ii) trade over the counter or, after their initial issuance, are otherwise generally available for purchase or sale by way of transactions carried out through, or with, dealers.
- (2) If a person or company becomes a reporting issuer under clause (b) of the definition of “reporting issuer” in subsection 1(1) of the Act in its reference fiscal year, the reference in subparagraph (1)(a)(ii) to “each month” does not include each month ending before securities of the person or company were listed or quoted on a marketplace.

2.8 Class 2 reporting issuers

- (1) The capitalization of a Class 2 reporting issuer for its reference fiscal year is the total of all of the following items, as shown in its audited statement of financial position as at the end of the reference fiscal year:
- (a) retained earnings or deficit;
 - (b) contributed surplus;
 - (c) share capital or owners’ equity, options, warrants and preferred shares;
 - (d) non-current borrowings, including the current portion;
 - (e) finance leases, including the current portion;
 - (f) non-controlling interest;
 - (g) items classified on the statement of financial position as non-current liabilities, and not otherwise referred to in this subsection;
 - (h) any other item forming part of equity not otherwise referred to in this subsection.
- (2) Despite subsection (1), a reporting issuer may calculate its capitalization using unaudited annual financial statements if it is not required to prepare, and does not ordinarily prepare, audited annual financial statements.
- (3) Despite subsection (1), a reporting issuer that is a trust that issues only asset-backed securities through pass-through certificates may calculate its capitalization using the monthly filed distribution report for the last month of its reference fiscal year, if the reporting issuer is not required to prepare, and does not ordinarily prepare, audited annual financial statements.

2.9 Class 3B reporting issuers

- (1) The capitalization of a Class 3B reporting issuer for its reference fiscal year is the total of each value of each class or series of securities of the reporting issuer listed or quoted on a

marketplace, calculated by multiplying

- (a) the number of securities of the class or series outstanding at the end of the reference fiscal year, by
 - (b) except as provided by subsection (2), the simple average of the closing prices of the class or series on the last trading day of each month of the reference fiscal year in which the class or series were quoted on the marketplace on which the highest volume of the class or series was traded in the reference fiscal year.
- (2) If a person or company becomes a reporting issuer under clause (b) of the definition of “reporting issuer” in subsection 1(1) of the Act in its reference fiscal year, the reference in paragraph (1)(b) to “each month” does not include each month ending before securities of the person or company were listed or quoted on a marketplace.

2.10 Class 3C reporting issuers — The capitalization of a Class 3C reporting issuer is determined under section 2.7, as if it were a Class 1 reporting issuer.

2.11 Reliance on Published Information

- (1) Subject to subsection (2), in determining its capitalization for purposes of this Part, a reporting issuer may rely on information made available by a marketplace on which securities of the reporting issuer trade.
- (2) If a reporting issuer reasonably believes that the information made available by a marketplace is incorrect, subsection (1) does not apply and the issuer must make a good faith estimate of the information required.

PART 3 — CAPITAL MARKETS PARTICIPATION FEES

3.1 Participation Fee

- (1) On December 31 of each calendar year, registrant firms and unregistered exempt international firms must pay the participation fee shown in Appendix B opposite the firm’s specified Ontario revenues for its reference fiscal year, as those revenues are calculated under section 3.3, 3.4 or 3.5.
- (2) Not later than 90 days after the end of each of its fiscal years, if at any time in the fiscal year a person or company was an unregistered investment fund manager, the fund manager must pay the participation fee shown in Appendix B opposite the fund manager’s specified Ontario revenues for its reference fiscal year, as those revenues are calculated under section 3.4.
- (3) The participation fee otherwise required from a person or company under subsection (2) not later than 90 days after the end of its fiscal year is not required if the person or company
 - (a) ceased at any time in the fiscal year to be an unregistered investment fund manager,

and

- (b) the person or company did not become a registrant firm at that time.
- (4) Despite subsection (2), where a person or company ceases at any time in a calendar year to be an unregistered investment fund manager and at that time becomes a registrant firm, the participation fee payable under subsection (2) not later than 90 days after the end of its last fiscal year ending in the calendar year is deemed to be the amount determined by the formula

$$A \times B/365$$

in which,

“A” is equal to the amount, if any, that would be the participation fee payable under subsection (2) not later than 90 days after the end of that fiscal year if this section were read without reference to this subsection, and

“B” is equal to the number of days in that calendar year ending after the end of that fiscal year.

3.2 Disclosure of Fee Calculation

- (1) By December 1, registrant firms and unregistered exempt international firms must file a completed Form 13-502F4 showing the information required to determine the participation fee due on December 31.
 - (1.1) Despite subsection (1), if at a particular time after December 1 and in a calendar year, a firm becomes registered or provides notification that it qualifies as an unregistered exempt international firm, the completed Form 13-502F4 must be filed as soon as practicable after the particular time.
- (2) At the time that it pays any participation fee required under subsection 3.1(2), an unregistered investment fund manager must file a completed Form 13-502F4 showing the information required to determine the participation fee.

3.3 Specified Ontario Revenues for IIROC and MFDA Members

- (1) The specified Ontario revenues for its reference fiscal year of a registrant firm that was an IIROC or MFDA member at the end of the reference fiscal year is calculated by multiplying
 - (a) the registrant firm’s total revenue for its reference fiscal year, less the portion of that total revenue not attributable to capital markets activities, by
 - (b) the registrant firm’s Ontario percentage for its reference fiscal year.
- (2) For the purpose of paragraph (1)(a), “total revenue” for a reference fiscal year means,

- (a) for a registrant firm that was an IIROC member at the end of the reference fiscal year, the amount shown as total revenue for the reference fiscal year on Statement E of the Joint Regulatory Financial Questionnaire and Report filed with IIROC by the registrant firm, and
- (b) for a registrant firm that was an MFDA member at the end of the reference fiscal year, the amount shown as total revenue for the reference fiscal year on Statement D of the MFDA Financial Questionnaire and Report filed with the MFDA by the registrant firm.

3.4 Specified Ontario Revenues for Others

- (1) The specified Ontario revenues of a registrant firm for its reference fiscal year that was not a member of IIROC or the MFDA at the end of the reference fiscal year or of an unregistered exempt international firm for its reference fiscal year is calculated by multiplying
 - (a) the firm's gross revenues, as shown in the audited financial statements prepared for the reference fiscal year, less deductions permitted under subsection (3), by
 - (b) the firm's Ontario percentage for the reference fiscal year.
- (2) The specified Ontario revenues of an unregistered investment fund manager for its reference fiscal year is calculated by multiplying
 - (a) the fund manager's gross revenues, as shown in the audited financial statements for the reference fiscal year, less deductions permitted under subsection (3), by
 - (b) the fund manager's Ontario percentage for the reference fiscal year.
- (3) For the purpose of paragraphs (1)(a) and (2)(a), a person or company may deduct the following items otherwise included in gross revenues for the reference fiscal year:
 - (a) revenue not attributable to capital markets activities;
 - (b) redemption fees earned on the redemption of investment fund securities sold on a deferred sales charge basis;
 - (c) administration fees earned relating to the recovery of costs from investment funds managed by the person or company for operating expenses paid on behalf of the investment fund by the person or company;
 - (d) advisory or sub-advisory fees paid during the reference fiscal year by the person or company to
 - (i) a registrant firm, as "registrant firm" is defined in this Rule or in Rule 13-503 (*Commodity Futures Act*) Fees, or

- (ii) an unregistered exempt international firm;
- (e) trailing commissions paid during the reference fiscal year by the person or company to a registrant firm described in paragraph (d).
- (4) Despite subsection (1), a registrant firm or an unregistered exempt international firm may calculate its gross revenues using unaudited financial statements, if it is not required to prepare, and does not ordinarily prepare, audited financial statements.
- (5) Despite subsection (2), an unregistered investment fund manager may calculate its gross revenues using unaudited financial statements if it is not required to prepare, and does not ordinarily prepare, audited financial statements.

3.5 Estimating Specified Ontario Revenues for Late Fiscal Year End

- (1) If the reference fiscal year of a registrant firm or unregistered exempt international firm in respect of a participation fee under subsection 3.1(1) coincides with the previous fiscal year in respect of the participation fee and the annual financial statements of the registrant firm or unregistered exempt international firm for the previous fiscal year have not been completed by December 1 in the calendar year in which the previous fiscal year ends, the firm must,
 - (a) on or before December 1 in that calendar year, file a completed Form 13-502F4 showing a good faith estimate of the information required to calculate its specified Ontario revenues as at the end of the fiscal year, and
 - (b) on December 31 in that calendar year, pay the participation fee shown in Appendix B opposite the specified Ontario revenues estimated under paragraph (a).
- (2) A registrant firm or unregistered exempt international firm that estimated its specified Ontario revenues under subsection (1) must, when its annual financial statements for the previous fiscal year have been completed,
 - (a) calculate its specified Ontario revenues under section 3.3 or 3.4, as applicable,
 - (b) determine the participation fee shown in Appendix B opposite the specified Ontario revenues calculated under paragraph (a),
 - (c) complete a Form 13-502F4 reflecting the annual financial statements, and
 - (d) if the participation fee determined under paragraph (b) differs from the corresponding participation fee paid under subsection (1), the firm must, not later than 90 days after the end of the previous fiscal year,
 - (i) pay the amount, if any, by which
 - (A) the participation fee determined without reference to this section,

exceeds

- (B) the corresponding participation fee paid under subsection (1),
 - (ii) file the Form 13-502F4 completed under paragraph (c), and
 - (iii) file a completed Form 13-502F5.
- (3) If a registrant firm or unregistered exempt international firm paid an amount under subsection (1) that exceeds the corresponding participation fee determined without reference to this section, the firm is entitled to a refund from the Commission of the excess.

3.6 Late Fee

- (1) A participant that is late in paying a participation fee under this Part must pay an additional fee of one-tenth of one percent of the unpaid portion of the participation fee for each business day on which any portion of the participation fee remains due and unpaid.
- (2) The amount determined under subsection (1) in respect of the late payment of a participation fee by a participant is deemed to be nil if
- (a) the participant pays an estimate of the participation fee in accordance with subsection 3.5(1), or
 - (b) the amount otherwise determined under subsection (1) in respect of the late payment of participation fee is less than \$10.

PART 3.1 – PARTICIPATION FEES FOR SPECIFIED REGULATED ENTITIES

3.1.1 Payment of Participation Fee

- (1) Each specified market operator must pay annually the participation fee specified in Column C of Appendix B.1 for each specified period except that, if there is a group of specified market operators each of which is related to each other, the obligation under this Part and Appendix B.1 must be determined as if the group were a single entity in which case each specified market operator in the group is jointly and severally liable in respect of the obligation.
- (2) For the purposes of subsection (1) and Appendix B.1,
- (a) “Canadian trading share” for a specified period is the average of:
 - (i) the share in the specified period of the total dollar values of trades of exchange-traded securities;
 - (ii) the share in the specified period of the total trading volume of exchange-traded securities; and

- (iii) the share in the specified period of the total number of trades of exchange-traded securities;
 - (b) a “specified market operator” is a person or company that, on April 15 of the calendar year in which the payment under subsection (1) is required,
 - (i) is recognized under the Act as an exchange,
 - (ii) operates a market or facility recognized under the Act as an exchange or, pursuant to a recognition order under the Act, a market or facility similar to a market, or
 - (iii) has one or more subsidiaries that are recognized exchanges under the Act; and
 - (c) a “specified period” in respect of a payment required to be made under this section by April 30 of a calendar year, is the period beginning on April 1 of the previous calendar year and ending on March 31 of the calendar year.
- (3) Each person or company described in section B, C, E or F in Column B, of Appendix B.1 must pay annually the participation fee specified for the person or company in Column C of Appendix B.1.
- (4) Each clearing agency recognized under section 21.2 of the Act must pay annually the total fee determined by aggregating the fees in Column C for the services in rows D3 to D8 that are provided by it.
- (5) Each payment described in subsection (1), (3) or (4) must be made no later than April 30 of each calendar year and be accompanied by a completed Form 13-502F7.
- (6) With regard to persons or companies described in any of rows B1, C1, C2, C3, D1, E1 or F1 of Appendix B.1, subsections (3) and (4) do not apply for a calendar year unless the person or company is so described on April 15 of that calendar year and carries on business in Ontario at that time.
- (7) Subsection (8), (9) or (10) applies to a person or company for a calendar year only if all or substantially all of the gross revenues of the person or company in the calendar year attributable to capital markets activities derive from the operation of an alternative trading system.
- (8) Despite subsection (3) and Appendix B.1, if a person or company is described in row C1 of Appendix B.1 and the sum of \$17,000 and the amount paid by the person or company under Part 3 on December 31 of the preceding calendar year exceeds the amount that would be payable under subsection (1) on April 30 of the calendar year if the person or company were a specified market operator,

- (a) the excess shall first be applied to reduce the \$17,000 amount otherwise payable under this Part by the person or company for the calendar year, and
 - (b) any unapplied part of the excess shall be refunded to the person or company not later than June 1 of the calendar year.
- (9) Despite subsection (3) and Appendix B.1, if a person or company is described in row C2 of Appendix B.1 and the sum of \$8,750 and the amount paid by a person or company under Part 3 on December 31 of the preceding calendar year exceeds \$30,000
 - (a) the excess shall first be applied to reduce the \$8,750 amount otherwise payable under this Part by the person or company for the calendar year, and
 - (b) any unapplied part of the excess shall be refunded to the person or company not later than June 1 of the calendar year.
- (10) Despite subsection (3) and Appendix B.1, if a person or company is described in row C3 of Appendix B.1
 - (a) if the person or company operates an alternative trading system for exchange-traded securities, subsection (8) applies; and
 - (b) in any other case, subsection (9) applies as if the reference in that subsection to “\$8,750” were read as “\$17,000”.

3.1.2 Late fee

- (1) A person or company that is late paying a participation fee under this Part must pay an additional fee of one-tenth of one percent of the unpaid portion of the participation fee for each business day on which any portion of the participation fee remains due and unpaid.
- (2) The amount determined under subsection (1) in respect of the late payment of a participation fee by a person or company is deemed to be nil if the amount otherwise determined under subsection (1) in respect of the late payment of the participation fee is less than \$10.

PART 3.2 – PARTICIPATION FEES FOR DESIGNATED RATING ORGANIZATIONS

3.2.1 Payment of Participation Fee

- (1) Each designated rating organization must pay a participation fee of \$15,000 after the completion of each financial year.
- (2) The payment must be made no later than the earlier of:
 - (a) the time at which the designated rating organization files a completed Form 25-101FI *Designated Rating Organization Application and Annual Filing* in respect of the financial year, and

- (b) the time at which the designated rating organization is required by National Instrument 25-101 Designated Rating Organizations to file a completed Form 25-101F1 *Designated Rating Organization Application and Annual Filing* in respect of the financial year.
- (3) The payment must be accompanied by a completed Form 13-502F8.

3.2.2 Late fee

- (1) A designated rating organization that is late paying a participation fee under this Part must pay an additional fee of one-tenth of one percent of the unpaid portion of the participation fee for each business day on which any portion of the participation fee remains due and unpaid.
- (2) The amount determined under subsection (1) in respect of the late payment of a participation fee by a designated rating organization is deemed to be nil if the amount otherwise determined under subsection (1) in respect of the late payment of the participation fee is less than \$10.

PART 4 — ACTIVITY FEES

4.1 Activity Fees – General – A person or company that files a document or takes an action listed in Appendix C must, concurrently with filing the document or taking the action, pay the activity fee shown in Appendix C opposite the description of the document or action.

4.1.1 Information Request – Section 4.1 does not apply with regard to requests to the Commission under section K of Appendix C but the Commission must only fulfill a request under that section upon full payment of the applicable fee.

4.2 Investment Fund Families — Despite section 4.1, only one activity fee must be paid for an application made by or on behalf of two or more investment funds that have

- (a) the same investment fund manager, or
- (b) investment fund managers that are affiliates of each other.

4.3 Late Fee

- (1) A person or company that files a document listed in item A or A.1 of Appendix D after the document was required to be filed must, concurrently with filing the document, pay the late fee shown in Appendix D opposite the description of the document.
- (2) Subsection (1) does not apply to the late filing of Form 13-502F4 by an unregistered investment fund manager.
- (3) A person or company that files a Form 55-102F2 *Insider Report* after it was required to be filed must pay the late fee shown in item B of Appendix D upon receiving an invoice from the

Commission.

PART 5 — CURRENCY CONVERSION

- 5.1 Canadian Dollars** — If a calculation under this Rule requires the price of a security, or any other amount, as it was on a particular date and that price or amount is not in Canadian dollars, it must be converted into Canadian dollars using the daily noon exchange rate for that date as posted on the Bank of Canada website.

PART 6 — EXEMPTION

- 6.1 Exemption** — The Director may grant an exemption from the provisions of this Rule, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.

PART 7 — REVOCATION AND EFFECTIVE DATE [not reproduced]

APPENDIX A
CORPORATE FINANCE PARTICIPATION FEES
(OTHER THAN CLASS 3A AND CLASS 3B ISSUERS)

Capitalization for the Reference Fiscal Year	Participation Fee (effective April 1, 2013)	Participation Fee (effective April 7, 2014)	Participation Fee (effective April 6, 2015)
under \$10 million	\$800	\$890	\$995
\$10 million to under \$25 million	\$960	\$1,070	\$1,195
\$25 million to under \$50 million	\$2,320	\$2,590	\$2,890
\$50 million to under \$100 million	\$5,725	\$6,390	\$7,135
\$100 million to under \$250 million	\$11,950	\$13,340	\$14,900
\$250 million to under \$500 million	\$26,300	\$29,365	\$32,800
\$500 million to under \$1 billion	\$36,675	\$40,950	\$45,725
\$1 billion to under \$5 billion	\$53,145	\$59,350	\$66,275
\$5 billion to under \$10 billion	\$68,450	\$76,425	\$85,325
\$10 billion to under \$25 billion	\$79,950	\$89,270	\$99,675
\$25 billion and over	\$89,990	\$100,500	\$112,200

APPENDIX A.1
CORPORATE FINANCE PARTICIPATION FEES FOR CLASS 3B ISSUERS

Capitalization for the Reference Fiscal Year	Participation Fee (effective April 1, 2013)	Participation Fee (effective April 7, 2014)	Participation Fee (effective April 6, 2015)
under \$10 million	\$800	\$890	\$995
\$10 million to under \$25 million	\$960	\$1,070	\$1,195
\$25 million to under \$50 million	\$1,070	\$1,195	\$1,335
\$50 million to under \$100 million	\$1,910	\$2,135	\$2,385
\$100 million to under \$250 million	\$3,980	\$4,450	\$4,970
\$250 million to under \$500 million	\$8,760	\$9,780	\$10,925
\$500 million to under \$1 billion	\$12,225	\$13,650	\$15,240
\$1 billion to under \$5 billion	\$17,720	\$19,785	\$22,090
\$5 billion to under \$10 billion	\$22,800	\$25,460	\$28,440
\$10 billion to under \$25 billion	\$26,650	\$29,755	\$33,225
\$25 billion and over	\$30,000	\$33,495	\$37,400

APPENDIX B
CAPITAL MARKETS PARTICIPATION FEES

Specified Ontario Revenues for the Reference Fiscal Year	Participation Fee (effective April 1, 2013)	Participation Fee (effective April 7, 2014)	Participation Fee (effective April 6, 2015)
under \$250,000	\$800	\$835	\$875
\$250,000 to under \$500,000	\$1,035	\$1,085	\$1,135
\$500,000 to under \$1 million	\$3,390	\$3,550	\$3,715
\$1 million to under \$3 million	\$7,590	\$7,950	\$8,325
\$3 million to under \$5 million	\$17,100	\$17,900	\$18,745
\$5 million to under \$10 million	\$34,550	\$36,175	\$37,875
\$10 million to under \$25 million	\$70,570	\$74,000	\$77,475
\$25 million to under \$50 million	\$105,750	\$110,750	\$115,955
\$50 million to under \$100 million	\$211,500	\$221,500	\$232,000
\$100 million to under \$200 million	\$351,200	\$367,700	\$385,000
\$200 million to under \$500 million	\$711,850	\$745,300	\$780,000
\$500 million to under \$1 billion	\$919,300	\$962,500	\$1,008,000
\$1 billion to under \$2 billion	\$1,159,300	\$1,213,800	\$1,271,000
\$2 billion and over	\$1,945,500	\$2,037,000	\$2,133,000

APPENDIX B.1
PARTICIPATION FEES FOR SPECIFIED REGULATED ENTITIES
Part 3.1 of the Rule

Row (Column A)	Specified Person or Company (Column B)	Participation Fee (Column C)
A. Specified Market Operators		
A1	Each specified market operator with a Canadian trading share for the specified period of up to 5%.	\$30,000
A2	Each specified market operator with a Canadian trading share for the specified period of 5% to up to 15%.	\$50,000
A3	Each specified market operator with a Canadian trading share for the specified period of 15% to up to 25%.	\$135,000
A4	Each specified market operator with a Canadian trading share for the specified period of 25% to up to 50%.	\$275,000
A5	Each specified market operator with a Canadian trading share for the specified period of 50% to up to 75%.	\$400,000
A6	Each specified market operator with a Canadian trading share for the specified period of 75% or more.	\$500,000
B. Exchanges Exempt from Recognition under the Act		
B1	Each exchange that is exempted by the Commission from the application of subsection 21(1) of the Act.	\$10,000
C. Alternative Trading Systems		
C1	Each alternative trading system only for exchange-traded securities.	\$17,000
C2	Each alternative trading system only for unlisted debt or securities lending.	\$8,750
C3	Each alternative trading system not described in Row C1 or C2.	\$17,000
D. Clearing Agencies Recognized under the Act		
D1	Each clearing agency recognized under section 21.2 of the Act --	
D2	Total determined by aggregating fees in respect of each of the following services, to the extent applicable, provided by a recognized clearing agency to Ontario participants in the market:	
D3	Matching services, being the provision of facilities for comparing data respecting the terms of settlement of a trade or transaction.	\$10,000

Row (Column A)	Specified Person or Company (Column B)	Participation Fee (Column C)
D4	Netting services, being the provision of facilities for the calculation of the mutual obligations of participants for the exchange of securities and/or money.	\$20,000
D5	Settlement services, being services that ensure that securities are transferred finally and irrevocably from one participant to another in exchange for a corresponding transfer of money and/or <i>vice versa</i> .	\$20,000
D6	Acting as a central clearing counterparty by providing novation services, if the Commission does not place reliance on another regulator for direct oversight.	\$150,000
D7	Acting as a central clearing counterparty by providing novation services, if the Commission places reliance on another regulator for direct oversight.	\$70,000
D8	Depository services, being the provision of centralized facilities as a depository for securities.	\$20,000
	E. Clearing Agencies Exempt from Recognition under the Act	
E1	Each clearing agency that is exempted by the Commission from the application of subsection 21.2(1) of the Act.	\$10,000
	F. Trade Repositories	
F1	Each trade repository designated under subsection 21.2.2(1) of the Act.	\$30,000

APPENDIX C
ACTIVITY FEES

Document or Activity	Fee
A. Prospectus Filing	
<p>1. Preliminary or Pro Forma Prospectus in Form 41-101F1 (including if PREP procedures are used)</p> <p><i>Notes:</i></p> <p>(i) <i>This applies to most issuers.</i></p> <p>(ii) <i>Each named issuer should pay its proportionate share of the fee in the case of a prospectus for multiple issuers (other than in the case of investment funds).</i></p>	\$3,750
<p>2. Additional fee for Preliminary or Pro Forma Prospectus of a resource issuer that is accompanied by technical reports</p>	\$2,500
<p>3. Preliminary Short Form Prospectus in Form 44-101F1 (including if shelf or PREP procedures are used) or a Registration Statement on Form F-9 or F-10 filed by an issuer that is incorporated or that is organized under the laws of Canada or a jurisdiction in Canada in connection with a distribution solely in the United States under MJDS as described in the companion policy to NI 71-101 <i>The Multijurisdictional Disclosure System</i>.</p>	\$3,750
<p>4. Prospectus Filing by or on behalf of certain investment funds</p>	
<p>(a) Preliminary or Pro Forma Simplified Prospectus and Annual Information Form in Form 81-101F1 and Form 81-101F2</p> <p><i>Note: Where a single prospectus document is filed on behalf of more than one investment fund, the applicable fee is payable for each investment fund.</i></p>	\$400

Document or Activity	Fee
<p>(b) Preliminary or Pro Forma Prospectus in Form 41-101F2</p> <p><i>Note: Where a single prospectus document is filed on behalf of more than one investment fund and the investment funds do not have similar investment objectives and strategies, \$3,750 is payable for each investment fund.</i></p>	<p>The greater of</p> <p>(i) \$3,750 per prospectus, and</p> <p>(ii) \$650 per investment fund in a prospectus.</p>
<p>5. Review of prospectus supplement in relation to a specified derivative (as defined in National Instrument 44-102 <i>Shelf Distributions</i>).</p>	<p>\$3,750</p>
<p>6. Filing of prospectus supplement in relation to a specified derivative (as defined in National Instrument 44-102 <i>Shelf Distributions</i>) for which the amount payable is determined with reference to the price, value or level of an underlying interest that is unrelated to the operations or securities of the issuer.</p>	<p>\$500</p>
<p>B. Fees relating to exempt distributions under OSC Rule 45-501 <i>Ontario Prospectus and Registration Exemptions</i> and NI 45-106 <i>Prospectus and Registration Exemptions</i></p>	
<p>1. Application for recognition, or renewal of recognition, as an accredited investor</p>	<p>\$500</p>
<p>2. Filing of a Form 45-501F1 or Form 45-106F1 for a distribution of securities of an issuer</p>	<p>\$500</p>
<p>3. Filing of a rights offering circular in Form 45-101F</p>	<p>\$3,750 (plus \$2,000 if neither the applicant nor an issuer of which the applicant is a wholly owned subsidiary is subject to, or is reasonably expected to become subject to, a participation fee under this Rule)</p>
<p>C. Provision of Notice under paragraph 2.42(2)(a) of NI 45-106 <i>Prospectus and Registration Exemptions</i></p>	<p>\$2,000</p>
<p>D. Filing of Prospecting Syndicate Agreement</p>	<p>\$500</p>

Document or Activity	Fee
E. Applications for Relief, Approval or Recognition	
<p>1. Any application for relief, approval or recognition to which section H does not apply that is under an eligible securities section, being for the purpose of this item any provision of the Act, the Regulation or any Rule of the Commission not listed in item E(2), E(2.1), E(3), E(4) or E(4.1) below nor section E.1 or E.2_</p> <p><i>Note: The following are included in the applications that are subject to a fee under this item:</i></p> <ul style="list-style-type: none"> (i) <i>recognition of a self-regulatory organization under section 21.1 of the Act or a quotation and trade reporting system under section 21.2.1 of the Act;</i> (ii) <i>approval of a compensation fund or contingency trust fund under section 110 of the Regulation;</i> (iii) <i>approval of the establishment of a council, committee or ancillary body under section 21.3 of the Act;</i> (iv) <i>deeming an issuer to be a reporting issuer under subsection 1(11) of the Act;</i> (v) <i>except as listed in item E(4.1)(b), applications by a person or company under subsection 144(1) of the Act; and</i> (vi) <i>except as provide in section E.1, exemption applications under section 147 of the Act.</i> 	<p>\$4,500 for an application made under one eligible securities section and \$7,000 for an application made under two or more eligible securities sections (plus \$2,000 if none of the following is subject to, or is reasonably expected to become subject to, a participation fee under this Rule or OSC Rule 13-503 (<i>Commodity Futures Act</i>) Fees:</p> <ul style="list-style-type: none"> (i) the applicant; (ii) an issuer of which the applicant is a wholly owned subsidiary; (iii) the investment fund manager of the applicant); <p>(plus an additional fee of \$100,000 in connection with each particular application by a person or company under subsection 144(1) of the Act in respect of an application described in section E.1 if the particular application</p> <ul style="list-style-type: none"> (a) reflects a merger of an exchange or clearing agency, (b) reflects an acquisition of a major part of the assets of an exchange or clearing agency, (c) involves the introduction of a new business that would significantly change the risk profile of an exchange or clearing agency, or (d) reflects a major reorganization or restructuring of an exchange or clearing agency).
2. An application for relief from this Rule.	\$1,750

Document or Activity	Fee
<p>2.1 An application for relief from any of the following:</p> <ul style="list-style-type: none"> (a) NI 31-102 <i>National Registration Database</i>; (b) NI 33-109 <i>Registration Information</i>; (c) section 3.11 [<i>Portfolio manager – advising representative</i>] of NI 31-103; (d) section 3.12 [<i>Portfolio manager – associate advising representative</i>] of NI 31-103; (e) section 3.13 [<i>Portfolio manager – chief compliance officer</i>] of NI 31-103; (f) section 3.14 [<i>Investment fund manager – chief compliance officer</i>] of NI 31-103; (g) section 9.1 [<i>IIROC membership for investment dealers</i>] of NI 31-103; (h) section 9.2 [<i>MFDA membership for mutual fund dealers</i>] of NI 31-103. 	<p>\$1,500</p>
<p>3. An application for relief from any of the following:</p> <ul style="list-style-type: none"> (a) section 3.3 [<i>Time limits on examination requirements</i>] of NI 31-103; (b) section 3.5 [<i>Mutual fund dealer – dealing representative</i>] of NI 31-103; (c) section 3.6 [<i>Mutual fund dealer – chief compliance officer</i>] of NI 31-103; (d) section 3.7 [<i>Scholarship plan dealer – dealing representative</i>] of NI 31-103 (e) section 3.8 [<i>Scholarship plan dealer – chief compliance officer</i>] of NI 31-103, (f) section 3.9 [<i>Exempt market dealer – dealing representative</i>] of NI 31-103, (g) section 3.10 [<i>Exempt market dealer – chief compliance officer</i>] of NI 31-103. 	<p>\$800</p>

Document or Activity	Fee
4. Application under subclause 1(10)(a)(ii) of the Act	\$1,000
4.1 Application <ul style="list-style-type: none"> (a) under section 30 or subsection 38(3) of the Act or subsection 1(6) of the <i>Business Corporations Act</i>; (b) under section 144 of the Act for an order to partially revoke a cease-trade order to permit trades solely for the purpose of establishing a tax loss, as contemplated under section 3.2 of National Policy 12-202 <i>Revocation of a Compliance-related Cease Trade Order</i>; and (c) other than a pre-filing, where the discretionary relief or regulatory approval is evidenced by the issuance of a receipt for the applicants' final prospectus (such as certain applications under NI 41-101 or NI 81-101). 	Nil
5. Application for approval under subsection 213(3) of the <i>Loan and Trust Corporations Act</i>	\$1,500
6. <ul style="list-style-type: none"> (a) Application made under subsection 46(4) of the <i>Business Corporations Act</i> for relief from the requirements under Part V of that Act (b) Application for consent to continue in another jurisdiction under paragraph 4(b) of Ont. Reg. 289/00 made under the <i>Business Corporations Act</i> <p><i>Note: These fees are in addition to the fee payable to the Minister of Finance as set out in the Schedule attached to the Minister's Fee Orders relating to applications for exemption orders made under the Business Corporations Act to the Commission.</i></p>	\$400
E.1. Market Regulation Recognitions and Exemptions	
(a) Application for recognition of an exchange under section 21 of the Act;	\$100,000
(b) Application for exemption from the recognition of an	\$75,000

Document or Activity	Fee
<p>exchange under section 21 of the Act;</p> <p>(c) Application by clearing agencies for recognition under section 21.2 of the Act;</p> <p>(d) Application for exemption from the recognition of a clearing agency under section 21.2 of the Act;</p>	<p>\$100,000</p> <p>\$75,000</p> <p>(plus an additional fee of \$100,000 in connection with each such application that</p> <p>(a) reflects a merger of an exchange or clearing agency,</p> <p>(b) reflects an acquisition of a major part of the assets of an exchange or clearing agency,</p> <p>(c) involves the introduction of a new business that would significantly change the risk profile of an exchange or clearing agency, or</p> <p>(d) reflects a major reorganization or restructuring of an exchange or clearing agency).</p>
<p>E.2. Alternative Trading Systems</p>	
<p>Review of the initial Form 21-101F2 of a new alternative trading system</p>	<p>\$50,000</p>
<p>F. Pre-Filings</p> <p><i>Note: The fee for a pre-filing under this section will be credited against the applicable fee payable if and when the corresponding formal filing (e.g., an application or a preliminary prospectus) is actually proceeded with; otherwise, the fee is nonrefundable.</i></p>	<p>The fee for each pre-filing is equal to the applicable fee that would be payable if the corresponding formal filing had proceeded at the same time as the pre-filing.</p>

Document or Activity	Fee
G. Take-Over Bid and Issuer Bid Documents	
1. Filing of a take-over bid or issuer bid circular under subsection 94.2(2),(3) or (4) of the Act	\$4,500 (plus \$2,000 if neither the offeror nor an issuer of which the offeror is a wholly-owned subsidiary is subject to, or reasonably expected to become subject to, a participation fee under this Rule)
2. Filing of a notice of change or variation under section 94.5 of the Act	Nil
H. Registration-Related Activity	
1. New registration of a firm in one or more categories of registration	\$1,200
2. Change in registration category <i>Note: This includes a dealer becoming an adviser or vice versa, or changing a category of registration within the general categories of dealer or adviser. A dealer adding a category of registration, such as a dealer becoming both a dealer and an adviser, is covered in the preceding item.</i>	\$700
3. Registration of a new representative on behalf of a registrant firm <i>Notes:</i> (i) <i>Filing of a Form 33-109F4 for a permitted individual as defined in NI 33-109 does not trigger an activity fee.</i>	\$200 per individual

Document or Activity	Fee
<p>(ii) <i>If an individual is registering as both a dealer and an adviser, the individual is required to pay only one activity fee.</i></p> <p>(iii) <i>A registration fee will not be charged if an individual makes an application to register with a new registrant firm within three months of terminating employment with his or her previous registrant firm if the individual's category of registration remains unchanged.</i></p>	
<p>4. Change in status from not being a representative on behalf of a registrant firm to being a representative on behalf of the registrant firm</p>	<p>\$200 per individual</p>
<p>4.1 Registration as a chief compliance officer or ultimate designated person of a registrant firm, if the individual is not registered as a representative on behalf of the registrant firm</p>	<p>\$200 per individual</p>
<p>5. Registration of a new registrant firm, or the continuation of registration of an existing registrant firm, resulting from or following an amalgamation of one or more registrant firms</p>	<p>\$1,000</p>
<p>6. Application for amending terms and conditions of registration</p>	<p>\$500</p>
<p>I. Notice required under section 11.9 [<i>Registrant acquiring a registered firm's securities or assets</i>] or 11.10 [<i>Registered firm whose securities are acquired</i>] of NI 31-103</p>	<p>\$3,500</p>
<p>J. Request for certified statement from the Commission or the Director under section 139 of the Act</p>	<p>\$100</p>
<p>K. Requests to the Commission</p>	
<p>1. Request for a copy (in any format) of Commission public records</p>	<p>\$0.50 per image</p>

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Document or Activity	Fee
2. Request for a search of Commission public records	\$7.50 for each 15 minutes search time spent by any person
3. Request for one's own individual registration form.	\$30

APPENDIX D – ADDITIONAL FEES FOR LATE DOCUMENT FILINGS

Document	Late Fee
<p>A. Fee for late filing of any of the following documents:</p> <ul style="list-style-type: none"> (a) Annual financial statements and interim financial reports; (b) Annual information form filed under NI 51-102 <i>Continuous Disclosure Obligations</i> or NI 81-106 <i>Investment Fund Continuous Disclosure</i>; (d) Notice under section 11.9 [<i>Registrant acquiring a registered firm's securities or assets</i>] of NI 31-103, (e) Filings for the purpose of amending Form 3 or Form 4 under the Regulation or Form 33-109F4 or Form 33-109F6 under NI 33-109 <i>Registration Information</i>, including the filing of Form 33-109F1; (f) Any document required to be filed by a registrant firm or individual in connection with the registration of the registrant firm or individual under the Act with respect to <ul style="list-style-type: none"> (i) terms and conditions imposed on a registrant firm or individual, or (ii) an order of the Commission; (f.1) Form 13-502F1; (f.2) Form 13-502F2; (f.3) Form 13-502F3A; (f.4) Form 13-502F3B; (f.5) Form 13-502F3C; (g) Form 13-502F4; (h) Form 13-502F5; 	<p>\$100 per business day</p> <p>(subject to a maximum aggregate fee of \$5,000</p> <p>(i) per fiscal year, for a reporting issuer, for all documents required to be filed within a fiscal year of the issuer, and</p> <p>(ii) for a registrant firm or an unregistered capital markets participant, for all documents required to be filed by the firm within a calendar year)</p> <p><i>Note: Subsection 4.3(2) of this Rule exempts unregistered investment fund managers from the late filing fee for Form 13-502F4.</i></p>

Document	Late Fee
(i) Form 13-502F6; (j) Form 13-502F7; (k) Form 13-502F8	
A.1 Fee for late filing Forms 45-501F1 and 45-106F1	\$100 per business day (subject to a maximum aggregate fee of \$5,000 per fiscal year, for an issuer, for all Forms 45-501F1 and 45-106F1, required to be filed within a fiscal year of the issuer).
B. Fee for late filing of Form 55-102F2 – <i>Insider Report</i>	\$50 per calendar day per insider per issuer (subject to a maximum of \$1,000 per issuer within any one year beginning on April 1 st and ending on March 31 st) The late fee does not apply to an insider if (a) the head office of the issuer is located outside Ontario, and (b) the insider is required to pay a late fee for the filing in a jurisdiction in Canada other than Ontario.

FORM 13-502F1
CLASS 1 REPORTING ISSUERS – PARTICIPATION FEE

Reporting Issuer Name: _____

End date of last completed fiscal year: _____

End date of reference fiscal year: _____

(A reporting issuer’s reference fiscal year is the reporting issuer’s last fiscal year ending before May 1, 2012, provided that it was a reporting issuer at the end of that fiscal year and, if it became a reporting issuer in that year as a consequence of a prospectus receipt, all or substantially all of its securities were listed or quoted on a marketplace at the end of that fiscal year. In any other case, it is the reporting issuer’s last completed fiscal year.)

Market value of listed or quoted securities:

Total number of securities of a class or series outstanding as at the end of the issuer’s reference fiscal year _____ (i)

Simple average of the closing price of that class or series as of the last trading day of each month in the reference fiscal year, computed with reference to clauses 2.7(1)(a)(ii)(A) and (B) and subsection 2.7(2) of the Rule _____ (ii)

Market value of class or series (i) X (ii) = _____ (A)

(Repeat the above calculation for each other class or series of securities of the reporting issuer that was listed or quoted on a marketplace in Canada or the United States of America at the end of the reference fiscal year) _____ (B)

Market value of other securities not valued at the end of any trading day in a month:(See paragraph 2.7(1)(b) of the Rule) _____ (C)

(Provide details of how value was determined)

(Repeat for each other class or series of securities to which paragraph 2.7(1)(b) of the Rule applies) _____ (D)

Capitalization for the reference fiscal year

(Add market value of all classes and series of securities) (A) + (B) + (C) + (D) = _____

Participation Fee (determined without reference to subsections 2.2(3.1) of the Rule)

_____ (iii)

(From Appendix A of the Rule, select the participation fee beside the capitalization calculated above)

Did the issuer become a reporting issuer in the previous fiscal year as a result of a prospectus receipt? If no, participation fee equals (iii) amount above.

_____ (iii)

If yes, prorate (iii) amount as calculated in subsection 2.2(3.1) of the Rule to determine participation fee.

_____ (iv)

Late Fee, if applicable

(As determined under section 2.5 of the Rule)

FORM 13-502F2
CLASS 2 REPORTING ISSUERS – PARTICIPATION FEE

Reporting Issuer Name: _____

End date of last completed fiscal year: _____

End date of reference fiscal year: _____

(A reporting issuer's reference fiscal year is the reporting issuer's last fiscal year ending before May 1, 2012, provided that it was a reporting issuer at the end of that fiscal year and, if it became a reporting issuer in that year as a consequence of a prospectus receipt, all or substantially all of its securities were listed or quoted on a marketplace at the end of that fiscal year. In any other case, it is the reporting issuer's last completed fiscal year.)

Financial Statement Values:

(Use stated values from the audited financial statements of the reporting issuer as of the end of its reference fiscal year)

Retained earnings or deficit _____ (A)

Contributed surplus _____ (B)

Share capital or owners' equity, options, warrants and preferred shares (whether such shares are classified as debt or equity for financial reporting purposes) _____ (C)

Non-current borrowings (including the current portion) _____ (D)

Finance leases (including the current portion) _____ (E)

Non-controlling interest _____ (F)

Items classified on the statement of financial position as non-current liabilities (and not otherwise listed above) _____ (G)

Any other item forming part of equity and not set out specifically above _____ (H)

Capitalization for the reference fiscal year _____
(Add items (A) through (H))

Participation Fee _____
(From Appendix A of the Rule, select the participation fee beside the capitalization calculated above)

Late Fee, if applicable _____
(As determined under section 2.5 of the Rule)

FORM 13-502F2A
ADJUSTMENT OF FEE PAYMENT
FOR CLASS 2 REPORTING ISSUERS

Reporting Issuer Name: _____

**Fiscal year end date used
to calculate capitalization:** _____

State the amount paid under subsection 2.6.1(1) of Rule 13-502: _____ (i)

Show calculation of actual capitalization based on audited financial statements:

Financial Statement Values:

Retained earnings or deficit _____ (A)

Contributed surplus _____ (B)

Share capital or owners' equity, options, warrants and preferred shares (whether such shares are classified as debt or equity for financial reporting purposes) _____ (C)

Non-current borrowings (including the current portion) _____ (D)

Finance leases (including the current portion) _____ (E)

Non-controlling interest _____ (F)

Items classified on the statement of financial position as non-current liabilities (and not otherwise listed above) _____ (G)

Any other item forming part of equity and not set out specifically above _____ (H)

Capitalization

(Add items (A) through (H)) _____

Participation Fee

(From Appendix A of the Rule, select the participation fee beside the capitalization calculated above) _____ (ii)

Refund due (Balance owing)

(Indicate the difference between (i) and (ii)) (i) – (ii) = _____

FORM 13-502F3A
CLASS 3A REPORTING ISSUERS – PARTICIPATION FEE

Reporting Issuer Name: _____

(Class 3A reporting issuer cannot be incorporated or organized under the laws of Canada or a province or territory of Canada)

Fiscal year end date: _____

Indicate, by checking the appropriate box, which of the following criteria the issuer meets:

(a) At the fiscal year end date, the issuer has no securities listed or quoted on a marketplace located anywhere in the world; or	<input type="checkbox"/>
(b) at the fiscal year end date, the issuer	<input type="checkbox"/>
(i) has securities listed or quoted on a marketplace anywhere in the world,	
(ii) has securities registered in the names of persons or companies resident in Ontario representing less than 1% of the market value of all outstanding securities of the issuer for which the issuer or its transfer agent or registrar maintains a list of registered owners,	
(iii) reasonably believes that persons or companies who are resident in Ontario beneficially own less than 1% of the market value of all its outstanding securities,	
(iv) reasonably believes that none of its securities traded on a marketplace in Canada during its previous fiscal year, and	
(v) has not issued any of its securities in Ontario in the last 5 years, other than	
(A) to its employees or to employees of its subsidiary entities, or	
(B) pursuant to the exercise of a right previously granted by it or its affiliate to convert or exchange its previously issued securities without payment of any additional consideration.	

Participation Fee

(From subsection 2.2(2) of the Rule)

\$960*

**Note: The \$960 amount rises to \$1,070, effective April 7, 2014, and to \$1,195, effective April 6, 2015.*

Late Fee, if applicable

(As determined under section 2.5 of the Rule)

**FORM 13-502F3B
CLASS 3B REPORTING ISSUERS – PARTICIPATION FEE**

Reporting Issuer Name: _____

End date of last completed fiscal year: _____

End date of reference fiscal year: _____

(A reporting issuer's reference fiscal year is the reporting issuer's last fiscal year ending before May 1, 2012, provided that it was a reporting issuer at the end of that fiscal year and, if it became a reporting issuer in that year as a consequence of a prospectus receipt, all or substantially all of its securities were listed or quoted on a marketplace at the end of that fiscal year. In any other case, it is the reporting issuer's last completed fiscal year.)

Market value of securities:

Total number of securities of a class or series outstanding as at the end of the _____ (i)
issuer's reference fiscal year

Simple average of the closing price of that class or series as of the last trading day
of each month of the reference fiscal year, computed with reference to paragraph _____ (ii)
2.9(1)(b) and subsection 2.9(2) of the Rule

Market value of class or series (i) X (ii) = _____ (A)

(Repeat the above calculation for each other listed or quoted class or series of
securities of the reporting issuer) _____ (B)

Capitalization for the reference fiscal year

(Add market value of all classes and series of securities) (A) + (B) = _____

Participation Fee Otherwise Determined

(From Appendix A.1 of the Rule, select the participation fee
beside the capitalization calculated above) _____ (C)

Participation Fee Payable

Did the issuer become a reporting issuer in the previous fiscal year as a result of a prospectus
receipt?

If no, participation fee equals (C) amount above. _____ (C)

If yes, prorate (C) amount as calculated in subsection 2.2(3.1) of the Rule. _____ (D)

Late Fee, if applicable

(As determined under section 2.5 of the Rule) _____

FORM 13-502F3C
CLASS 3C REPORTING ISSUERS – PARTICIPATION FEE

Reporting Issuer Name: _____

End date of last completed fiscal year: _____

End date of reference fiscal year: _____

(A reporting issuer's reference fiscal year is the reporting issuer's last fiscal year ending before May 1, 2012, provided that it was a reporting issuer at the end of that fiscal year and, if it became a reporting issuer in that year as a consequence of a prospectus receipt, all or substantially all of its securities were listed or quoted on a marketplace at the end of that fiscal year. In any other case, it is the reporting issuer's last completed fiscal year.)

Section 2.10 of the Rule requires Class 3C reporting issuers to calculate their market capitalization in accordance with section 2.7 of the Rule.

Market value of listed or quoted securities:

Total number of securities of a class or series outstanding as at the end of the issuer's reference fiscal year _____ (i)

Simple average of the closing price of that class or series as of the last trading day of each month of the reference fiscal year, computed with reference to clauses 2.7(1)(a)(ii)(A) and (B) and subsection 2.7(2) of the Rule _____ (ii)

Market value of the class or series (i) X (ii) = _____ (A)

(Repeat the above calculation for each other class or series of securities of the reporting issuer that was listed or quoted on a marketplace in Canada or the United States of America at the end of the reference fiscal year) _____ (B)

Market value of other securities not valued at the end of any trading day in a month: _____ (C)

(See paragraph 2.7(1)(b) of the Rule)
(Provide details of how value was determined)

(Repeat for each other class or series of securities to which paragraph 2.7(1)(b) of the Rule applies) _____ (D)

Capitalization for the reference fiscal year

(Add market value of all classes and series of securities) (A) + (B) + (C) + (D) = _____

Participation Fee (determined without reference to subsections 2.2(3.1) of the Rule)

(From Appendix A of the Rule, select the participation fee beside the capitalization calculated above) _____ (E)

Did the issuer become a reporting issuer in the previous fiscal year as a result of a prospectus receipt? If no, participation fee equals (E) amount above _____ (E)

If yes, prorate (E) amount as calculated in subsection 2.2(3.1) of the Rule to determine participation fee. _____ (E)

Late Fee, if applicable

(As determined under section 2.5 of the Rule) _____

Note by OSC staff: In the official version of fee rule amendments made by the Commission in December 2012, the first reference to “(E)” in this Form was placed on the wrong line. This is contrary to the calculation of the participation fee provided by subsection 2.2(1) and section 2.10 of the Rule. In this unofficial version of the Rule, this mistake has been corrected by simply deleting this reference and adding it to the line immediately below. This correction does not have any legal effect – since a Form does not override clear provisions of the main body of a Rule – but does clarify the calculation in Form 13-502F3C of the participation fee for Class 3C reporting issuers.

FORM 13-502F4
CAPITAL MARKETS PARTICIPATION FEE CALCULATION

General Instructions

1. This form must be completed and returned to the Ontario Securities Commission by December 1 each year, as per section 3.2 of OSC Rule 13-502 *Fees* (the Rule), except in the case where firms register after December 1 in a calendar year or provide notification after December 1 in a calendar year of their status as exempt international firms. In these exceptional cases, this form must be filed as soon as practicable after December 1. In the case of an unregistered investment fund manager, in accordance with subsection 3.2(2), it must complete and file this form within 90 days after the end of its fiscal year.*

[*Note from OSC staff: The above filing requirement for unregistered investment fund managers is included for the convenience of filers, as it is inadvertently omitted from the version of the General Instructions approved by the OSC.].

2. This form is to be completed by firms registered under the *Securities Act* or by firms that are registered under both the *Securities Act* and the *Commodity Futures Act*. This form is also completed by exempt international firms relying on section 8.18 [international dealer] and 8.26 [international adviser] of NI 31-103, as well as by firms that are unregistered investment fund managers (as defined in the Rule).
3. For firms registered under the *Commodity Futures Act*, the completion of this form will serve as an application for the renewal of both the firm and all its registered individuals wishing to renew under the *Commodity Futures Act*.
4. IIROC members must complete Part I of this form and MFDA members must complete Part II. Exempt international firms, unregistered investment fund managers and registrant firms that are not IIROC or MFDA members must complete Part III.
5. The components of revenue reported in each Part should be based on accounting standards pursuant to which an entity's financial statements are prepared under Ontario securities law ("Accepted Accounting Standards"), except that revenues should be reported on an unconsolidated basis.
6. IIROC Members may refer to Statement E of the Joint Regulatory Financial Questionnaire and Report for guidance.
7. MFDA members may refer to Statement D of the MFDA Financial Questionnaire and Report for guidance.
8. Participation fee revenue will be based on the portion of total revenue that can be attributed to Ontario for the firm's reference fiscal year. A firm's reference fiscal year is generally its last fiscal year ending before May 1, 2012. For further detail, see the definition of "reference fiscal year" in section 1.1 of the Rule.
9. If a firm's permanent establishments are situated only in Ontario, all of the firm's total revenue for a fiscal year is attributed to Ontario. If permanent establishments are situated in Ontario and elsewhere,

the percentage attributed to Ontario for a fiscal year will ordinarily be the percentage of the firm's taxable income that is allocated to Ontario for Canadian income tax purposes for the same fiscal year. For firms that do not have a permanent establishment in Ontario, the percentage attributable to Ontario will be based on the proportion of total revenues generated from capital markets activities in Ontario.

10. All figures must be expressed in Canadian dollars and rounded to the nearest thousand.
11. Information reported on this questionnaire must be certified by two members of senior management in Part IV to attest to its completeness and accuracy. However, it is acceptable to provide certification of this nature by only one member of senior management in cases of firms with only one officer and director.

1. Firm Information

Firm NRD number: _____

Firm legal name: _____

2. Contact Information for Chief Compliance Officer

Please provide the name, e-mail address, phone number and fax number for your Chief Compliance Officer.

Name: _____

E-mail address: _____

Phone: _____ Fax: _____

3. Membership Status (one selection)

- The firm is a member of the Mutual Fund Dealers Association (MFDA).
- The firm is a member of the Investment Industry Regulators Organization of Canada (IIROC).
- The firm does not hold membership with the MFDA nor IIROC.

6. Participation fee
(From Appendix B of the Rule, select the participation fee opposite the specified Ontario revenues calculated above) _____

Part II — MFDA Members

1. Total revenue for reference fiscal year from Statement D of the MFDA Financial Questionnaire and Report _____
2. Less revenue not attributable to capital markets activities _____
3. Revenue subject to participation fee (line 1 less line 2) _____
4. Ontario percentage for reference fiscal year
(See definition of “Ontario percentage” in the Rule) _____ %
5. Specified Ontario revenues (line 3 multiplied by line 4) _____
6. Participation fee
(From Appendix B of the Rule, select the participation fee opposite the specified Ontario revenues calculated above) _____

Part III – Advisers, Other Dealers, and Unregistered Capital Markets Participants

Notes:

1. Gross revenue is defined as the sum of all revenues reported on the audited financial statements, except where unaudited financial statements are permitted in accordance with subsection 3.4(4) or (5) of the Rule. Audited financial statements should be prepared in accordance with Accepted Accounting Standards, except that revenues should be reported on an unconsolidated basis. Items reported on a net basis must be adjusted for purposes of the fee calculation.
2. Redemption fees earned upon the redemption of investment fund units sold on a deferred sales charge basis are permitted as a deduction from total revenue on this line.
3. Administration fees permitted as a deduction are limited solely to those that are otherwise included in gross revenue and represent the reasonable recovery of costs from the investment funds for operating expenses paid on their behalf by the registrant firm or unregistered capital markets participant.

4. Where the advisory services of a registrant firm, within the meaning of this Rule or OSC Rule 13-503 (*Commodity Futures Act*) Fees, or of an exempt international firm, are used by the person or company to advise on a portion of its assets under management, such sub-advisory costs are permitted as a deduction on this line to the extent that they are otherwise included in gross revenues.
5. Trailer fees paid to registrant firms described in note 4 are permitted as a deduction on this line to the extent they are otherwise included in gross revenues.

1. Gross revenue for reference fiscal year (note 1) _____

Less the following items:

2. Revenue not attributable to capital markets activities _____

3. Redemption fee revenue (note 2) _____

4. Administration fee revenue (note 3) _____

5. Advisory or sub-advisory fees paid to registrant firms or exempt international firms (note 4) _____

6. Trailer fees paid to registrant firms (note 5) _____

7. Total deductions (sum of lines 2 to 6) _____

8. Revenue subject to participation fee (line 1 less line 7) _____

9. Ontario percentage for reference fiscal year
(See definition of “Ontario percentage” in the Rule) _____ %

10. Specified Ontario revenues (line 8 multiplied by line 9) _____

11. Participation fee
(From Appendix B of the Rule, select the participation fee beside the specified Ontario revenues calculated above) _____

Part IV - Management Certification

Where available, we have examined the financial statements on which the participation fee calculation is based and certify that, to the best of our knowledge, the financial statements present fairly the revenues of the firm for the period ended as noted under **Financial Information** above, and that the financial statements have been prepared in agreement with the books of the firm.

We certify that the reported revenues of the firm are complete and accurate and in accordance with generally accepted accounting principles.

	Name and Title	Signature	Date
1.	_____	_____	_____
2.	_____	_____	_____

FORM 13-502F5
ADJUSTMENT OF FEE FOR REGISTRANT FIRMS AND UNREGISTERED EXEMPT
INTERNATIONAL FIRMS

Firm name: _____

End date of last completed fiscal year: _____

Note: Subsection 3.5(2) of the Rule requires that this form must be filed concurrent with a completed Form 13-502F4 that shows the firm's actual participation fee calculation.

1. Estimated participation fee paid under subsection 3.5(1) of the Rule: _____
2. Actual participation fee calculated under paragraph 3.5(2)(b) of the Rule: _____
3. Refund due (Balance owing): _____
(Indicate the difference between lines 1 and 2) _____

**FORM 13-502F6
SUBSIDIARY ENTITY EXEMPTION NOTICE**

Name of Subsidiary Entity: _____

Name of Parent: _____

End Date of Subsidiary Entity’s Reference Fiscal Year: _____

(A subsidiary entity’s reference fiscal year is generally its last fiscal year ending before May 1, 2012, provided that it was a reporting issuer at the end of that fiscal year. In any other case, it is the subsidiary entity’s last completed fiscal year.)

Indicate below which exemption the subsidiary entity intends to rely on by checking the appropriate box:

1. Subsection 2.6(1)

The reporting issuer (subsidiary entity) meets the following criteria set out under subsection 2.6(1) of the Rule:

- a) at the end of the subsidiary entity’s reference fiscal year, the parent of the subsidiary entity was a reporting issuer;
- b) the accounting standards pursuant to which the parent’s financial statements are prepared under Ontario securities law require the consolidation of the parent and the subsidiary entity;
- c) the parent has paid a participation fee required with reference to the parent’s market capitalization for the parent’s reference fiscal year;
- d) the market capitalization of the subsidiary entity for the reference fiscal year was included in the market capitalization of the parent for the reference fiscal year; and
- e) the net assets and total revenues of the subsidiary entity for its reference fiscal year represented more than 90 percent of the consolidated net assets and total revenues of the parent for the parent’s reference fiscal year.

	Net Assets for reference fiscal year	Total Revenues for reference fiscal year	
Reporting Issuer (Subsidiary Entity)	_____	_____	(A)
Reporting Issuer (Parent)	_____	_____	(B)
Percentage (A/B)	_____ %	_____ %	

2. Subsection 2.6(2)

The reporting issuer (subsidiary entity) meets the following criteria set out under subsection 2.6(2) of the Rule:

- a) at the end of the subsidiary entity's reference fiscal year, the parent of the subsidiary entity was a reporting issuer;
- b) the accounting standards pursuant to which the parent's financial statements are prepared under Ontario securities law require the consolidation of the parent and the subsidiary entity;
- c) the parent has paid a participation fee required with reference to the parent's market capitalization for the parent's reference fiscal year;
- d) the market capitalization of the subsidiary entity for the reference fiscal year was included in the market capitalization of the parent for the reference fiscal year; and
- e) throughout the previous fiscal year of the subsidiary entity, the subsidiary entity was entitled to rely on an exemption, waiver or approval from the requirements in subsections 4.1(1), 4.3(1) and 5.1(1) and sections 5.2 and 6.1 of NI 51-102 *Continuous Disclosure Obligations*.

**FORM 13-502F7
SPECIFIED REGULATED ENTITIES – PARTICIPATION FEE**

Name of Specified Regulated Entity: _____

Applicable calendar year: _____ (2013 or later)

Type of Specified Regulated Entity:
(check one)

- (1) Specified market operator, including recognized exchange
- (2) Alternative trading system
- (3) Recognized clearing agency
- (4) Exempt exchange, Exempt clearing agency or Trade Repository

(1) Participation Fee for applicable calendar year -- Specified market operator, including recognized exchange

Filer should enter their Canadian trading share for the period beginning on April 1 of the previous calendar year and ending on March 31 of the calendar year below:

Canadian Trading Share Description	% (To be Entered by Filer)
Line 1: the share in the specified period of the total dollar values of trades of exchange-traded securities;	
Line 2: the share in the specified period of the total trading volume of exchange-traded securities;	
Line 3: the share in the specified period of the total number of trades of exchange-traded securities;	
Line 4: Average of Lines 1,2 & 3 above	

Line 5: Filer is required to Pay the Amount from the corresponding column in the table below based on the average calculated on Line 4 above:	\$
--	----

Canadian trading share for the specified period of up to 5%	\$30,000
Canadian trading share for the specified period of 5% to up to 15%	\$50,000
Canadian trading share for the specified period of 15% to up to 25%	\$135,000
Canadian trading share for the specified period of	\$275,000

25% to up to 50%	
Canadian trading share for the specified period of 50% to up to 75%.	\$400,000
Canadian trading share for the specified period of 75% or more	\$500,000

(2) Participation Fee for applicable calendar year -- Alternative trading system

Note: If all or substantially all of your gross revenues attributable to capital markets activities derive from the operation of an alternative trading system, enter the amounts described in Lines 6, 8, 9, 10 and 11, respectively. Otherwise, enter “\$0” on each of the applicable lines.

Line 6: Amount Paid Based on Form 13-502F4 on December 31 of the preceding calendar year:	\$
Line 7: If operating an alternative trading system only for unlisted debt or securities lending enter \$8,750 on this line, otherwise enter \$17,000.	\$
Line 8: Sum Line 6 and Line 7	\$
Line 9: If operating an alternative trading system for exchange-traded securities, calculate Participation Fee based on Section (1) Specified Market Operator of this form. Enter amount from Line 5 on this line.	\$
Line 10: If operating an alternative trading system other than for exchange-traded securities enter \$30,000 on this line.	\$
Line 11: Subtract Line 9 or Line 10 from Line 8.	\$
Line 12: Subtract Line 11 from the Amount Entered on Line 7. If positive, this is your Part 3.1 fee payable for the year . If zero or negative, there is no Part 3.1 fee payable and there is a refund due to you of the amount determined.	\$

(3) Participation Fee for applicable calendar year -- Recognized clearing agency

For services offered in Ontario Market the filer should enter the corresponding amount in the Fees Payable Column:

Services:	Fee Payable
Line 13: Matching services, being the provision of facilities for comparing data respecting the terms of settlement of a trade or transaction. Enter \$10,000	\$
Line 14: Netting services, being the provision of facilities for the calculation of the mutual obligations of participants for the exchange of securities and/or money. Enter \$20,000	\$
Line 15: Settlement services, being services that ensure that securities are transferred finally and irrevocably from one participant to another in exchange for a corresponding transfer of money and/or <i>vice versa</i> . Enter \$20,000.	\$
Line 16: Acting as a central clearing	\$

counterparty by providing novation services, if the Commission does not place reliance on another regulator for direct oversight. Enter \$150,000	
Line 17: Acting as a central clearing counterparty by providing novation services, if the Commission places reliance on another regulator for direct oversight. Enter \$70,000.	\$
Line 18: Depository services, being the provision of centralized facilities as a depository for securities. Enter \$20,000.	\$
Line 19: Total Fee Payable (Sum of Lines 13-18):	\$

(4) Participation Fee for applicable calendar year for other types of specified regulated entities:

Line 20: Filer is required to Pay the Amount from the corresponding column in the table below.	\$
Exempt Exchange	\$10,000
Exempt clearing agency	\$10,000
Trade Repository	\$30,000

Late Fee

Line 21: Unpaid portion of Participation Fee from Sections (1),(2),(3),(4)	
Line 22: Number of Business Days Late	
Line 23: Fee Payable is as follows: Amount from Line 21*[Amount from Line 22*0.1%]	

FORM 13-502F8
DESIGNATED RATING ORGANIZATIONS – PARTICIPATION FEE

Name of Designated Rating Organization: _____

Fiscal year end date: _____

Participation Fee in respect of the fiscal year \$15,000

(From subsection 3.2.1(1) of the Rule)

Late Fee, if applicable

(From section 3.2.2 of the Rule)

**ONTARIO SECURITIES COMMISSION
COMPANION POLICY 13-502CP FEES**

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ONTARIO SECURITIES COMMISSION COMPANION POLICY 13-502CP FEES

PART 1 – PURPOSE OF COMPANION POLICY

- 1.1 Purpose of Companion Policy** – The purpose of this Companion Policy is to state the views of the Commission on various matters relating to OSC Rule 13-502 *Fees* (the “Rule”), including an explanation of the overall approach of the Rule and a discussion of various parts of the Rule.

PART 2 – PURPOSE AND GENERAL APPROACH OF THE RULE

2.1 Purpose and General Approach of the Rule

- (1) The purpose of the Rule is to establish a fee regime that creates a clear and streamlined fee structure.
- (2) The fee regime of the Rule is based on the concepts of “participation fees” and “activity fees”.

2.2 Participation Fees

- (1) Reporting issuers, registrant firms and unregistered capital markets participants, as well as specified regulated entities and designated rating organizations, are required to pay participation fees annually. For the purposes of the Rule, “unregistered capital markets participants” are defined to mean “unregistered investment fund managers” and “unregistered exempt international firms”. Subject to exceptions applying to an investment fund manager that has no place of business in Ontario, the Rule defines an “unregistered investment fund manager” to mean an “investment fund manager” that is not registered under the Act. (The term “investment fund manager” is defined in subsection 1(1) of the Act to mean “a person or company that directs the business, operations or affairs of an investment fund”.)

The Rule defines “unregistered exempt international firms” to mean a dealer or adviser that is not registered under the Act and is:

- (a) exempt from the dealer registration requirement and the underwriter registration requirement only because of section 8.18 [International dealer] of NI 31-103;
- (b) exempt from the adviser registration requirement only because of section 8.26 [International adviser] of NI 31-103; or
- (c) exempt from each of the dealer registration requirement, the underwriter registration requirement and the adviser registration requirement only because of sections 8.18 [International dealer] and 8.26 [International adviser] of NI 31-103.

The term “dealer” is, in turn, defined in subsection 1(1) of the Act to mean “a person or company engaging in or holding himself, herself or itself out as engaging in the business of trading in securities”. Similarly, an adviser is defined in that subsection to mean “a person or company engaging in or holding himself, herself or itself out as engaging in the business of advising others as to the investing in or the buying or selling of securities”.

- (1.1) Participation fees are designed to cover the Commission’s costs not easily attributable to specific regulatory activities. The participation fee required of a market participant under Parts 2 of 3 of the Rule is based on a measure of the market participant’s size, which is used as a proxy for its proportionate participation in the Ontario capital markets. In the case of a reporting issuer, the participation fee is based on the issuer’s capitalization, which is used to approximate its proportionate participation in the Ontario capital markets. In the case of a registrant firm or unregistered capital markets participant, the participation fee is based on the firm’s revenues attributable to its capital markets activity in Ontario.
- (1.2) Participation fees under Part 3.1 of the Rule are generally fixed annual amounts payable each calendar year, In the case of specified regulated entities to which Part 3.1 of the Rule applies, participation fees are generally specified for a particular organization or type of organization in Appendix B.1. The level of participation fees for recognized clearing agencies is determined by reference to the services they provide.
- (1.3) Participation fees for designated rating organizations under Part 3.2 of the Rule are \$15,000 per fiscal year.
- (2) Participation fees under Parts 2 and 3 are determined with reference to capitalization or revenue from a market participant’s “reference fiscal year”. As defined in section 1.1 of the Rule, a market participant’s “reference fiscal year” is generally the market participant’s last fiscal year ending before May 1, 2012. There are two exceptions:
 - (a) where the market participant was **not** a reporting issuer, registrant firm or unregistered investment fund manager at the end of that fiscal year; and
 - (b) where the participant became a reporting issuer in that fiscal year by reason of being issued a receipt under the Act and all or substantially of its securities were not listed or quoted on a marketplace at the end of that fiscal year.

In these two cases, the participant’s reference fiscal year is its last completed fiscal year at or before the time the participation fee is required to be paid—(which is defined in section 1.1 of the Rule as the market participant’s “previous fiscal year”). In cases where the participant falls within an exception described in paragraph (a) or (b) above, the participation fee is determined with reference to the “previous fiscal year” (which advances from year to year), rather than with reference to a static “reference fiscal year”. For example, for the purposes of subsection 3.1(1) of the Rule, if a new firm is registered in Ontario in 2013 and has annual fiscal years ending on March 31, its reference fiscal years for the 2013, 2014 and 2015 calendar years would be March 31, 2013, 2014 and 2015, respectively.

2.3 Application of Participation Fees – Although participation fees are determined with reference to information from a fiscal year of the payor ending before the time of their payment, they are applied to the costs of the Commission of regulating the ongoing participation in Ontario’s capital markets of the payor and other market participants.

2.4 Registered Individuals – The participation fee is paid at the firm level under the Rule. For example, a “registrant firm” is required to pay a participation fee, not an individual who is registered as a representative of the firm.

2.5 Activity Fees – Activity fees are generally charged where a document of a designated class is filed. Estimates of the direct cost of Commission resources expended in undertaking the activities listed in Appendix C of the Rule are considered in determining these fees (e.g., reviewing prospectuses, registration applications, and applications for discretionary relief). Generally, the activity fee charged for filing a document of a particular class is based on the average cost to the Commission of reviewing documents of the class.

2.6 Registrants under the *Securities Act* and the *Commodity Futures Act*

- (1) The Rule imposes an obligation to pay a participation fee on registrant firms, defined in the Rule as a person or company registered under the Act as a dealer, adviser or investment fund manager. An entity so registered may also be registered as a dealer or adviser under the *Commodity Futures Act*. Given the definition of “capital markets activities” under the Rule, the revenue of such an entity from its *Commodity Futures Act* activities must be included in its calculation of revenues when determining its fee under the Rule. Section 2.8 of OSC Rule 13-503 (*Commodity Futures Act*) Fees exempts such an entity from paying a participation fee under that rule if it has paid its participation fees under the *Securities Act* Rule.
- (2) Note that dealers and advisers registered under the *Commodity Futures Act* are subject to activity fees under OSC Rule 13-503 (*Commodity Futures Act*) Fees even if they are not required to pay participation fees under that rule.

2.7 No Refunds

- (1) Generally, a person or company that pays a fee under the Rule is not entitled to a refund of that fee. For example, there is no refund available for an activity fee paid in connection with an action that is subsequently abandoned by the payor of the fee. Also, there is no refund available for a participation fee paid by a reporting issuer, registrant firm or unregistered capital markets participant that loses that status later in the fiscal year in respect of which the fee was paid.
- (2) An exception to this principle is provided in subsections 2.6.1(3) and 3.5(3) of the Rule. These subsections allow for a refund where a registrant firm overpaid an estimated participation fee.
 - (2.1) A further exception to this principle is provided under subsections 3.1.1(8) to (10). These subsections deal with a refund mechanism used to effect a cap of Part 3 and Part 3.1

participation fees for alternative trading systems, in an attempt to align the participation fees to those charged to other specified regulated entities.

- (3) The Commission will also consider requests for adjustments to fees paid in the case of incorrect calculations made by fee payors.

2.8 Indirect Avoidance of Rule – The Commission may examine arrangements or structures implemented by market participants and their affiliates that raise the suspicion of being structured for the purpose of reducing the fees payable under the Rule. For example, the Commission will be interested in circumstances in which revenues from registrable activities carried on by a corporate group are not treated as revenues of a registrant firm, thereby possibly artificially reducing the firm’s specified Ontario revenues and, consequently, its participation fee.

PART 3 – CORPORATE FINANCE PARTICIPATION FEES

3.1 Application to Investment Funds – Part 2 of the Rule does not apply to an investment fund if the investment fund has an investment fund manager. The reason for this is that under Part 3 of the Rule an investment fund’s manager must pay a capital markets participation fee in respect of revenues generated from managing the investment fund.

3.2 Late Fees – Section 2.5 of the Rule requires a reporting issuer to pay an additional fee when it is late in paying its participation fee. Reporting issuers should be aware that the late payment of participation fees may lead to the reporting issuer being noted in default and included on the list of defaulting reporting issuers available on the Commission’s website.

3.3 Exemption for Subsidiary Entities – Under section 2.6 of the Rule, an exemption from participation fees is available to a reporting issuer that is a subsidiary entity if, among other requirements, the parent of the subsidiary entity has paid a participation fee applicable to the parent under section 2.2 of the Rule determined with reference to the parent’s capitalization for the parent’s fiscal year. For greater certainty, this condition to the exemption is not satisfied in circumstances where the parent of a subsidiary entity has paid a fixed participation fee in reliance on subsection 2.2(2) or (3) of the Rule in lieu of a participation fee determined with reference to the parent’s capitalization for its fiscal year.

3.4 Determination of Market Value

- (1) Section 2.7 of the Rule requires the calculation of the capitalization of a Class 1 reporting issuer to include the total market value of classes of securities that may not be listed or quoted on a marketplace, but trade over the counter or, after their initial issuance, are otherwise generally available for sale. Note that the requirement that securities be valued in accordance with market value excludes from the calculation securities that are not normally traded after their initial issuance. In addition, also note that, if the issuer became a reporting issuer pursuant to clause (b) of the definition of “reporting issuer” in subsection 1(1) of the Act in its reference year because of being issued a prospectus receipt, month-end valuations do not include those before the issuer’s securities were listed or quoted on a marketplace.

- (2) When determining the value of securities that are not listed or quoted in any relevant month, a reporting issuer should use the best available source for pricing the securities. That source may be one or more of the following:
 - (a) pricing services,
 - (b) quotations from one or more dealers,
 - (c) prices on recent transactions.
- (3) Note that market value calculation of a class of securities included in a calculation under section 2.7 of the Rule includes all of the securities of the class, even if some of those securities are still subject to a hold period or are otherwise not freely tradable.
- (4) If the closing price of a security on a particular date is not ascertainable because there is no trade on that date or the marketplace does not generally provide closing prices, a reasonable alternative, such as the most recent closing price before that date, the average of the high and low trading prices for that date, or the average of the bid and ask prices on that date is acceptable.

3.5 Owners' Equity and Non-Current Borrowings – A Class 2 reporting issuer calculates its capitalization on the basis of certain items reflected in its audited statement of financial position. Two such items are “share capital or owners' equity” and “non-current borrowings, including the current portion”. The Commission notes that “owners' equity” is designed to describe the equivalent of share capital for non-corporate issuers, such as partnerships or trusts. “Non-current borrowings” is designed to describe the equivalent of long term debt or any other borrowing of funds beyond a period of twelve months.

3.6 Identification of Non-Current Liabilities – If a Class 2 reporting issuer does not present current and non-current liabilities as separate classifications on its statement of financial position, the reporting issuer will still need to classify these liabilities for purposes of its capitalization calculation. In these circumstances non-current liabilities means total liabilities minus current liabilities, using the meanings ascribed to those terms under the accounting standards pursuant to which the entity's financial statements are prepared under Ontario securities law.

PART 4 – CAPITAL MARKETS PARTICIPATION FEES

4.1 Liability for Capital Markets Participation Fees – Capital markets participation fees are payable annually by registrant firms and “unregistered capital markets participants”, as defined in section 1.1 of the Rule.

4.2 Filing Forms under Section 3.5 of the Rule – If the estimated participation fee paid under subsection 3.5(1) of the Rule by a registrant firm or unregistered exempt international firm does not differ from its true participation fee determined under paragraph 3.5(2)(b) of the Rule, the registrant firm is not required to file either a Form 13-502F4 or a Form 13-502F5 under paragraph 3.5(2)(d) of the Rule.

- 4.3 Late Fees** – Section 3.6 of the Rule prescribes an additional fee if a participation fee is paid late. The Commission and the Director will, in appropriate circumstances, consider tardiness in the payment of fees as a matter going to the fitness for registration of a registrant firm. The Commission may also consider measures in the case of late payment of fees by an unregistered capital markets participant, such as: in the case of an unregistered investment fund manager, prohibiting the manager from continuing to manage any investment fund or cease trading the investment funds managed by the manager; or, in the case of an unregistered exempt international firm, making an order pursuant to section 127 of the Act, that the corresponding exemptions from registration requirements under which the firm acts do not apply to the firm (either permanently or for such other period as specified in the order).
- 4.4 Form of Payment of Fees** – Registrant firms pay through the National Registration Database. The filings and payments for unregistered exempt international firms should be sent to the Ontario Securities Commission (Attention: Manager, Registrant Regulation).
- 4.5 “Capital markets activities”**
- (1) A person or company must consider its capital markets activities when calculating its participation fee. The term “capital markets activities” is defined in the Rule to include “activities for which registration under the Act or an exemption from registration is required”. The Commission is of the view that these activities include, without limitation, carrying on the business of trading in securities, carrying on the business of an investment fund manager, providing securities-related advice or portfolio management services. The Commission notes that corporate advisory services may not require registration or an exemption from registration and would therefore, in those contexts, not be capital markets activities.
 - (2) The definition of “capital markets activities” also includes activities for which registration or an exemption from registration under the *Commodity Futures Act* is required. The Commission is of the view that these activities include, without limitation, trading in commodity futures contracts, carrying on the business of providing commodity futures contracts-related advice and portfolio management services involving commodity futures contracts.
- 4.6 Permitted Deductions** – Subsection 3.4(3) of the Rule permits certain deductions to be made for the purpose of calculating specified Ontario revenues for unregistered capital markets participants and registrant firms. The purpose of these deductions is to prevent the “double counting” of revenues that would otherwise occur.
- 4.7 Active solicitation** – For the purposes of the definition of “unregistered investment fund manager” in section 1.1 of the Rule, “active solicitation” refers to intentional actions taken by the investment fund or the investment fund manager to encourage a purchase of the fund’s securities, such as proactive, targeted actions or communications that are initiated by an investment fund manager for the purpose of soliciting an investment. Actions that are undertaken by an investment fund manager at the request of, or in response to, an existing or prospective investor who initiates contact with the investment fund manager would not constitute active solicitation.

- 4.8 Change of Status of Unregistered Investment Fund Managers** – Subsection 3.1(4) of the Rule reduces the participation fee otherwise payable after the end of a fiscal year under subsection 3.1(2) of the Rule by an unregistered investment fund manager that becomes a registrant firm. The reduction takes into account the imposition of a participation fee payable by registrant firms under subsection 3.1(1) of the Rule on December 31 of a calendar year and generally prevents the imposition of total participation fees in excess of total participation fees that would have been charged had there been no change of registration status.
- 4.9 Confidentiality of Forms** – The material filed under Part 3 of the Rule will be kept confidential. The Commission is of the view that the material contains intimate financial, commercial and technical information and that the interests of the filers in non-disclosure outweigh the desirability of the principle that the material be available for public inspection.

PART 5 – OTHER PARTICIPATION FEES

- 5.1 General** – Participation fees are also payable annually by specified regulated entities and designated rating organizations under Parts 3.1 and 3.2 of the Rule.
- 5.2 Specified Regulated Entities** – The calculation of participation fees under Part 3.1 of the Rule is generally determined with reference to described classes of entities. The classes, and their level of participation fees, are set out in Appendix B.1 of the Rule. To provide more equitable treatment among exchanges and alternative trading systems for exchange-traded securities and to take into account Part 3 participation fees payable by an alternative trading system entity for exchange-traded securities, its participation fee is adjusted under subsection 3.1.1(8) provided all of substantially of the entity's gross revenues from capital markets activities derive from the operation of an alternative trading system. For example, assume that participation fees under Part 3 for an eligible alternative trading system entity payable on December 31, 2012 was \$67,400 and the eligible entity's Canadian trading share is under 5%. In this case, the alternative trading system entity would pay the \$67,400 on December 31 when filing its Form 13-502F4. On April 30 when calculating its Part 3.1 fees payable the excess of \$37,400 (= \$67,400 (above) minus \$30,000 (Appendix B.1)) first reduces the Part III.1 fee payable from \$17,000 to nil. The unapplied part of the excess (\$20,400 = \$37,400 - \$17,000) is then refunded prior to June 1. A mechanism that is similar in principle applies to other alternative trading systems under subsections 3.1.1(9) and (10).
- 5.3 Designated Rating Organizations**- The participation fees for designated rating organizations are a flat \$15,000 per fiscal year.