

**Nova Scotia Securities Commission**  
**Rule 33-105(Amendment)**  
**Amendments to National Instrument 33-105**  
**Underwriting Conflicts**

**-And-**

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

WHEREAS:

1. Pursuant to section 150 of the *Securities Act*, R.S.N.S. 1989, chapter 418, as amended (the "Act"), the Nova Scotia Securities Commission (the "Commission") has power to make rules subject to compliance with the requirements of the Act;
2. Amendments to National Instrument 33-105 Underwriting Conflicts, a copy of which is attached hereto and is hereinafter called the "Rule", has been made a rule by one or more of the Canadian securities regulatory authorities; and
3. The Commission is of the opinion that the attainment of the purpose of the Act is advanced by this Instrument.

NOW THEREFORE the Commission hereby:

(a) pursuant to the authority contained in section 150 of the Act and subject to compliance with the requirements of section 150A of the Act, approves the Rule and makes the same a rule of the Commission; and

(b) declares that the rule approved and made pursuant to clause (a) shall take effect on **September 14, 2005**, unless the Governor-in-Council disapproves the rule or returns it to the Commission in accordance with subsection 150A(3) of the Act in which event the rule shall not become effective until the rule is approved by the Governor-in-Council.

IN WITNESS WHEREOF this Instrument has been signed by the Chair and Vice-Chair of the Commission, being the members of the Commission prescribed by the Chair pursuant to subsection

15(3) of the Act to attend the hearing of this matter and the quorum with respect to this matter, on the 29 day of June, 2005.

"H. Leslie O'Brien"  
H. Leslie O'Brien

"R. Daren Baxter"  
R. Daren Baxter

Attachments

## AMENDMENTS TO NATIONAL INSTRUMENT 33-105 *Underwriting Conflicts*

### PART 1 AMENDMENTS TO NATIONAL INSTRUMENT 33-105

1.1 **Amendments** - National Instrument 33-105 *Underwriting Conflicts* (NI 33-105) is amended by:

(a) in clause (b) of section 3.1, striking and replacing “a provision listed in Appendix B” with:

“section 2.8 of National Instrument 45-102 Resale of Securities”;

(b) repealing and replacing Appendix A with:

#### Appendix A - Exempt Securities

<b>Jurisdiction</b>	<b>Securities Legislation Reference</b>
All	Sections 2.20, 2.21 and 2.34 to 2.39 of National Instrument 45-106 Prospectus and Registration Exemptions
Alberta	Section 87(h), (h.1) and (h.2) of the <i>Securities Act</i> (Alberta)
British Columbia	Section 46 of the <i>Securities Act</i> (British Columbia)
Manitoba	Subsection 19(2)(g) and (h) of the <i>Securities Act</i> (Manitoba)
Newfoundland and Labrador	Subsections 36(2)(h) and (i) of the <i>Securities Act</i> (Newfoundland and Labrador)
Nova Scotia	Clause 41(2)(i) of the <i>Securities Act</i> (Nova Scotia)
Ontario	Sections 2.4 to 2.6 of OSC Rule 45-501
Prince Edward Island	Subsection 2(4)(f) and (g) of the <i>Securities Act</i> (Prince Edward Island)
Quebec	Section 41 of the <i>Securities Act</i> (Quebec)
Saskatchewan	Subsection 39(2)(i) and (j) of <i>The Securities Act, 1988</i> (Saskatchewan)

(c) repealing Appendix B.

**PART 2 EFFECTIVE DATE**

2.1 **Effective Date** - This amendment is effective September 14, 2005.

