

**IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, CHAPTER S.5, AS AMENDED
(the “Act”)**

AND

**IN THE MATTER OF
AEQUITAS INNOVATIONS INC.
AND
AEQUITAS NEO EXCHANGE INC.**

AND

**IN THE MATTER OF
BCE INC.
BARCLAYS CORPORATION LIMITED
BRILLIANT ORANGE HOLDINGS LTD.
CI INVESTMENTS INC.
IGM FINANCIAL INC.
ITG CANADA CORP.
OMERS OCM INVESTMENTS II INC.
PSP PUBLIC MARKETS INC.
AND
RBC DOMINION SECURITIES INC.**

**ORDER
(Sections 21 and 144 of the Act)**

WHEREAS Aequitas Innovations Inc. (Aequitas) and Aequitas Neo Exchange Inc. (Aequitas Neo Exchange) (the Applicants) have filed an application requesting recognition of Aequitas and Aequitas Neo Exchange as an exchange pursuant to section 21 of the Act (Application);

AND WHEREAS at the time of granting this order, Aequitas is the sole shareholder of Aequitas Neo Exchange and BCE Inc., Barclays Corporation Limited, Brilliant Orange Holdings Ltd., CI Investments Inc., IGM Financial Inc., ITG Canada Corp., OMERS OCM Investments II Inc., PSP Public Markets Inc. and RBC Dominion Securities Inc. are each shareholders in Aequitas;

AND WHEREAS near the time of the launch of Aequitas Neo Exchange, Aequitas will conduct a financing whereby additional voting shares will be issued to buy-side institutions, issuers and sell-side firms;

AND WHEREAS the Commission has received certain representations and undertakings from the Applicants in connection with the Application;

AND WHEREAS the Applicants represent that Aequitas and Aequitas Neo Exchange satisfy the criteria for recognition as an exchange in Schedule 1 of this order;

AND WHEREAS the Commission has determined that it is in the public interest to recognize each of Aequitas and Aequitas Neo Exchange as an exchange pursuant to section 21 of the Act;

AND WHEREAS Aequitas, Aequitas Neo Exchange and the founding shareholders (as defined in Schedule 2) have agreed to the applicable terms and conditions set out in Schedules 2 to 4 to the Order;

AND WHEREAS each of the launch shareholders that is also a significant shareholder (as defined in Schedule 2) will, upon acquisition of its shares, agree to the applicable terms and conditions set out in Schedule 4 to the Order and will execute and become a party to the Aequitas shareholders' agreement;

IT IS ORDERED that:

- (a) pursuant to section 21 of the Act, Aequitas is recognized as an exchange, and
- (b) pursuant to section 21 of the Act, Aequitas Neo Exchange is recognized as an exchange,

provided that the Applicants, the founding shareholders and the launch shareholders that are significant shareholders (as defined in Schedule 2) comply with the terms and conditions set out in Schedules 2, 3 and 4 to the Order, as applicable.

Dated this 13th day of November, 2014 and effective as at March 1, 2015.

“Howard Wetston”

“Monica Kowal”

SCHEDULE 1

CRITERIA FOR RECOGNITION

PART 1 COMPLIANCE WITH NI 21-101 AND NI 23-101

1.1 Compliance with NI 21-101 and NI 23-101

The exchange complies with the requirements set out in National Instrument 21-101 *Marketplace Operation* (NI 21-101) and in National Instrument 23-101 *Trading Rules*, each as amended from time to time, which include requirements relating to:

- (a) access;
- (b) marketplace operations;
- (c) exchange rules, policies and other similar instruments;
- (d) order and trade transparency;
- (e) transparency of marketplace operations;
- (f) record keeping;
- (g) marketplace systems and business continuity planning;
- (h) confidentiality of information;
- (i) outsourcing;
- (j) clearing and settlement;
- (k) fair and orderly markets;
- (l) the management of conflicts of interest; and
- (m) filing of financial statements.

PART 2 GOVERNANCE

2.1 Governance

The governance structure and governance arrangements of the exchange ensure:

- (a) effective oversight of the exchange;
- (b) that business and regulatory decisions are in keeping with the exchange's public interest mandate;
- (c) fair, meaningful and diverse representation on the board of directors (Board) and any committees of the Board, including:
 - (i) appropriate representation of independent directors, and
 - (ii) a proper balance among the interests of the different persons or companies using the services and facilities of the exchange;
- (d) the exchange has policies and procedures to appropriately identify and manage conflicts of interest; and

- (e) there are appropriate qualifications, remuneration, limitation of liability and indemnity provisions for directors, officers and employees of the exchange.

2.2 Fitness

The exchange has policies and procedures under which it will take reasonable steps, and has taken such reasonable steps, to ensure that each director and officer is a fit and proper person.

PART 3 ACCESS

3.1 Fair Access

- (a) The exchange has established appropriate written standards for access to its services including requirements to ensure participants are appropriately registered under Ontario securities laws, or exempted from these requirements.
- (b) The access standards and the process for obtaining, limiting and denying access are fair, transparent and applied reasonably.

PART 4 REGULATION OF PARTICIPANTS AND ISSUERS ON THE EXCHANGE

4.1 Regulation

The exchange has the authority, resources, capabilities, systems and processes to allow it to perform its regulation functions, whether directly or indirectly through a regulation services provider, including setting requirements governing the conduct of participants and issuers, monitoring their conduct, and appropriately disciplining them for violations of exchange requirements.

PART 5 RULES AND RULEMAKING

5.1 Rules and Rulemaking

- (a) The exchange has rules, policies, and other similar instruments (Rules) that are designed to appropriately govern and regulate the operations and activities of participants and issuers.
- (b) In addition to meeting the requirements of NI 21-101 relating to market operations and exchange rules, policies and other similar instruments as referred to in paragraphs 1.1(b) and (c) of this Schedule, respectively, the Rules are also designed to
 - (i) ensure a fair and orderly market; and
 - (ii) provide a framework for disciplinary and enforcement actions.

PART 6 DUE PROCESS

6.1 Due Process

For any decision made by the exchange that affects a participant or issuer, or an applicant to be a participant or issuer, including a decision in relation to access, listing, exemptions, or discipline, the exchange ensures that:

- (a) parties are given an opportunity to be heard or make representations, and
- (b) it keeps a record of, gives reasons for and provides for appeals or reviews of its decisions.

PART 7 CLEARING AND SETTLEMENT

7.1 Clearing and Settlement

The exchange has appropriate arrangements for the clearing and settlement of trades.

PART 8 SYSTEMS AND TECHNOLOGY

8.1 Information Technology Risk Management Procedures

The exchange has appropriate risk management procedures in place including those that handle trading errors, trading halts and circuit breakers.

PART 9 FINANCIAL VIABILITY

9.1 Financial Viability

The exchange has sufficient financial resources for the proper performance of its functions and to meet its responsibilities.

PART 10 FEES

10.1 Fees

- (a) All fees imposed by the exchange are reasonable and equitably allocated and are consistent with the requirements in Ontario securities laws, including those requirements listed in paragraphs 1.1(a) and (e) of this Schedule.
- (b) The process for setting fees is fair and appropriate, and the fee model is transparent.

PART 11 INFORMATION SHARING AND REGULATORY COOPERATION

11.1 Information Sharing and Regulatory Cooperation

The exchange has mechanisms in place to enable it to share information and otherwise cooperate with the Commission, recognized self-regulatory organizations, other recognized or exempt exchanges, clearing agencies, investor protection funds, and other appropriate regulatory bodies.

SCHEDULE 2

TERMS AND CONDITIONS APPLICABLE TO AEQUITAS NEO EXCHANGE

1. DEFINITIONS AND INTERPRETATION

(a) For the purposes of this Schedule:

“accounting principles” means accounting principles as defined in National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards*;

“Aequitas Neo Exchange dealer” means a dealer that is also a significant shareholder;

“Aequitas Neo Exchange marketplace participant” means a marketplace participant of Aequitas Neo Exchange;

“Aequitas Neo Exchange issuer” means a person or company whose securities are listed on Aequitas Neo Exchange;

“affiliated entity” has the meaning ascribed to it in section 1.3 of National Instrument 21-101 *Marketplace Operation*;

“associate” has the meaning ascribed to it in subsection 1(1) of the Act;

“Board” means the board of directors of Aequitas or Aequitas Neo Exchange, as the context requires;

“criteria for recognition” means all the criteria for recognition set out in Schedule 1 to the Order;

“Competitor” means a person whose consolidated business, operations or disclosed business plans are in competition, to a significant extent, with the listing functions, trading functions, market data services or other material lines of business of Aequitas Neo Exchange or its affiliated entities;

“dealer” means “investment dealer”, as that term is defined in section 1.1 of National Instrument 31-103 *Registration Requirements*;

“founding shareholder” means each of the BCE Inc., Barclays Corporation Limited, Brilliant Orange Holdings Ltd., CI Investments Inc., IGM Financial Inc., ITG Canada Corp., OMERS OCM Investments II Inc., PSP Public Markets Inc. and RBC Dominion Securities Inc.;

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

“launch shareholder” means a person or company that acquired any class of voting shares of Aequitas in a financing completed in connection with the launch of Aequitas Neo Exchange;

“marketplace” has the meaning ascribed to it in subsection 1(1) of the Act;

“marketplace participant” has the meaning ascribed to it in section 1.1 of NI 21-101;

“Nominating Committee” means the committee established by Aequitas Neo Exchange pursuant to section 6 of this Schedule or by Aequitas pursuant to section 27 of Schedule 3, as the context requires;

“officer” has the meaning ascribed to it in subsection 1(1) of the Act;

“Regulatory Oversight Committee” means the committee established by Aequitas Neo Exchange pursuant to section 7 of this Schedule;

“Rule” means a rule, policy, or other similar instrument of Aequitas Neo Exchange;

“shareholder” means a founding shareholder or a launch shareholder;

“significant shareholder” means a person or company that:

- (i) is a founding shareholder;
- (ii) is a launch shareholder whose nominee is on the Board of Aequitas or Aequitas Neo Exchange, for so long as the nominee of the launch shareholder remains on the Board of Aequitas or Aequitas Neo Exchange;
- (iii) is a launch shareholder that has a partner, director or employee who is a director on the Board of Aequitas or Aequitas Neo Exchange, for so long as such partner, officer, director or employee remains a member on this board; or
- (iv) beneficially owns or controls, directly or indirectly, more than 5% of any class or series of voting shares of Aequitas.

“unaudited consolidated financial statements” means financial statements that are prepared in the same manner as audited consolidated financial statements, except that they are not audited; and

“unaudited non-consolidated financial statements” means financial statements that are prepared in the same manner as audited consolidated financial statements, except that

- (i) they are not audited; and
 - (ii) investments in subsidiary entities, jointly controlled entities and associates are accounted for as specified for separate financial statements in International Accounting Standard 27 Separate Financial Statements.
- (b) For the purposes of this Schedule, an individual is independent if the individual is “independent” within the meaning of section 1.4 of National Instrument 52-110 *Audit Committees*, as amended from time to time, but is not independent if the individual:
- (i) is a partner, officer, director or employee of an Aequitas Neo Exchange marketplace participant or an associate of that partner, officer or employee;
 - (ii) is a partner, officer, director or employee of an affiliated entity of an Aequitas Neo

Exchange marketplace participant who is responsible for or is actively engaged in the day-to-day operations or activities of that Aequis Neo Exchange marketplace participant;

- (iii) is an officer or an employee of Aequis or any of its affiliates;
 - (iv) is a partner, officer or employee of a founding shareholder or launch shareholder or any of its affiliated entities or an associate of that partner, officer or employee;
 - (v) is a director of a founding shareholder or launch shareholder or any of its affiliated entities or an associate of that director;
 - (vi) is a person who owns or controls, or is the officer or employee of a person or company that owns or controls, directly or indirectly, more than 5% of the shares of Aequis;
 - (vii) is the director of a person or company that beneficially owns or controls, directly or indirectly, more than 5% of any class or series of voting shares of Aequis;
 - (viii) is a director that was nominated, and as a result appointed or elected, by a founding shareholder or launch shareholder; or
 - (ix) has, or has had, any relationship with a founding shareholder or a launch shareholder or a person or company that owns or controls, directly or indirectly, more than 5% of the shares of Aequis, that could, in the view of the Nomination Committee, having regard to all relevant circumstances, be reasonably perceived to interfere with the exercise of his or her independent judgment as a director of Aequis or Aequis Neo Exchange.
- (c) For the purposes of paragraph (b), the Nominating Committee may waive the restrictions set out in subparagraphs (b)(v), (b)(vii) and (viii) provided that:
- (i) the individual being considered does not have, and has not had, any relationship with a shareholder that could, in the view of the Nominating Committee, having regard to all relevant circumstances, be reasonably perceived to interfere with the exercise of his or her independent judgement as a director of Aequis Neo Exchange;
 - (ii) Aequis Neo Exchange publicly discloses the use of the waiver with reasons why the particular candidate was selected;
 - (iii) Aequis Neo Exchange provides advance notice to the Commission, at least 15 business days before the public disclosure in sub-paragraph (c)(ii) is made, and
 - (iv) the Commission does not object within 15 business days of its receipt of the notice provided under sub-paragraph (c)(iii) above.

2. PUBLIC INTEREST RESPONSIBILITIES

- (a) Aequitas Neo Exchange shall conduct its business and operations in a manner that is consistent with the public interest.
- (b) The mandate of the Board shall expressly include regulatory and public interest responsibilities of Aequitas Neo Exchange.

3. SHARE OWNERSHIP RESTRICTIONS

- (a) Without the prior approval of the Commission, and subject to terms and conditions considered appropriate by the Commission, no person or company and no combination of persons or companies acting jointly or in concert shall beneficially own or exercise control or direction over:
 - (i) more than 10% of any class or series of voting shares of Aequitas Neo Exchange and, thereafter,
 - (ii) more than 50% of any class or series of voting shares of Aequitas Neo Exchange.
- (b) The articles of Aequitas Neo Exchange shall contain the share ownership restrictions and provisions respecting the enforcement of such restrictions which, without limiting the foregoing, may provide for the filing of declarations, the suspension of voting rights, the forfeiture of dividends, the refusal of the issue or registration of voting shares and the sale or redemption of voting shares held contrary to the restrictions and payment of net proceeds of the sale or redemption to the person entitled thereto.

4. RECOGNITION CRITERIA

Aequitas Neo Exchange shall continue to meet the criteria for recognition set out in Schedule 1 to the Order.

5. FITNESS

In order to ensure that Aequitas Neo Exchange operates with integrity and in the public interest, Aequitas Neo Exchange will take reasonable steps to ensure that each person or company that is a significant shareholder, as defined in this Schedule 2, is a fit and proper person and the past conduct of each person or company that is a significant shareholder affords reasonable grounds for belief that the business of Aequitas Neo Exchange will be conducted with integrity.

6. BOARD OF DIRECTORS

- (a) Aequitas Neo Exchange shall ensure that at least 50% of its Board members are independent.
- (b) The chair of the Board shall be independent.
- (c) In the event that Aequitas Neo Exchange fails to meet the requirements of paragraphs (a) or (b) of this section, it shall immediately advise the Commission and take appropriate

measures to promptly remedy such failure.

- (d) Aequitas Neo Exchange shall ensure that its Board is subject to requirements that the quorum for the Board consists of a majority of the Board members, with at least 50% being independent.

7. NOMINATING COMMITTEE

Aequitas Neo Exchange shall maintain a Nominating Committee of the Board that, at a minimum:

- (a) is made up of at least three directors, at least 50% of which shall be independent;
- (b) confirms the status of a nominee to the Board as independent before the name of the individual is submitted to the shareholder(s) of Aequitas Neo Exchange as a nominee for election to the Board;
- (c) confirms, on an annual basis, that the status of the directors that are independent has not changed;
- (d) assesses and approves all nominees of management to the Board; and
- (e) has a requirement that the quorum consist of at least 50% of independent directors.

8. REGULATORY OVERSIGHT COMMITTEE

- (a) Aequitas Neo Exchange shall establish and maintain a Regulatory Oversight Committee that, at a minimum:

- (i) is made up of at least three directors, a majority of which shall be independent;
- (ii) reviews and decides, or makes recommendations to the Board, on proposed regulation and rules that must be submitted to the OSC for review and approval under *Schedule 5 Process for the Review and Approval of Rules and the Information Contained in Form 21-101F1 and the Exhibits Thereto* of this Order;
- (iii) considers real or perceived conflicts of interest that may arise, including but not limited to the following contexts:
 - (A) ownership interests in Aequitas by any Aequitas Neo Exchange marketplace participant with representation on the Board of Aequitas or the Board of Aequitas Neo Exchange,
 - (B) increased concentration of ownership of Aequitas, and
 - (C) the profit-making objective and the public interest responsibilities of Aequitas Neo Exchange, including general oversight of the management of the regulatory and public interest responsibilities of Aequitas Neo Exchange.
- (iv) oversees the establishment of mechanisms to avoid and appropriately manage

conflicts of interest or potential conflicts of interest, perceived or real, including any policies and procedures that are developed by Aequitas Neo Exchange, including those that are required to be established pursuant to the Schedules of the Order;

- (v) monitors the operation of mechanisms that deal with conflicts of interest, including oversight of reporting of issuer regulation activities and conflicts of interest by Aequitas Neo Exchange;
 - (vi) reviews regularly, and at least annually, the effectiveness of the policies and procedures regarding conflicts of interest;
 - (vii) annually prepares a written report examining the avoidance and management of conflicts of interest, the mechanisms used and the effectiveness of those mechanisms and provides the report to the Board promptly, and to the Commission within 30 days of providing it to its Board;
 - (viii) reports in writing directly to the Commission on any matter that the Regulatory Oversight Committee deems appropriate or that is required by the Commission without first requiring Board approval for such reporting.
- (b) The mandate of the Regulatory Oversight Committee shall be publicly available on the website of Aequitas Neo Exchange.
 - (c) The Regulatory Oversight Committee shall provide to the Commission meeting materials provided to the Regulatory Oversight Committee members in conjunction with each meeting, within 30 days after any meeting it held, and will include a list of the matters considered and a detailed summary of the Regulatory Oversight Committee's considerations, how those matters were addressed and any other information required by the Commission.
 - (d) The Regulatory Oversight Committee shall provide such information as may be required by the Commission from time to time.

9. CONFLICTS OF INTEREST AND CONFIDENTIALITY

- (a) Aequitas Neo Exchange shall establish, maintain and require compliance with policies and procedures that:
 - (i) identify and manage any conflicts of interest or potential conflicts of interest, real or perceived, arising from the operation of the marketplace or the services it provides including, but not limited to, the following:
 - (A) conflicts of interest or potential conflicts of interest that arise from the involvement of any partner, director, officer or employee of a significant shareholder in the management or oversight of the exchange operations or regulation functions of Aequitas Neo Exchange and the services or products it provides;
 - (B) conflicts of interest or potential conflicts of interest that arise from any

interactions between Aequitas Neo Exchange and a significant shareholder where Aequitas Neo Exchange may be exercising discretion that involves or affects the significant shareholder either directly or indirectly, and

- (C) conflicts of interest or potential conflicts of interest that arise between the regulation functions and the business activities of Aequitas Neo Exchange, particularly with respect to conflicts of interest or potential conflicts of interest that arise between the Aequitas Neo Exchange issuer regulation functions and the business activities of Aequitas Neo Exchange; and
- (ii) require that confidential information regarding marketplace operations, regulation functions, an Aequitas Neo Exchange marketplace participant or an Aequitas Neo Exchange issuer that is obtained by a partner, director, officer or employee of a significant shareholder through that individual's involvement in the management or oversight of marketplace operations or regulation functions of Aequitas Neo Exchange:
 - (A) be kept separate and confidential from the business or other operations of the significant shareholder, except with respect to information regarding marketplace operations where disclosure is necessary to carry out the individual's responsibilities for the management or oversight of marketplace operations and the individual can and does exercise due care in his or her disclosure of the information, and
 - (B) not be used to provide an advantage to the significant shareholder or its affiliated entities.
- (b) Aequitas Neo Exchange shall establish, maintain and require compliance with policies and procedures that identify and manage conflicts of interest or potential conflicts of interest arising from the listing of the shares of any significant shareholder or an affiliate of a significant shareholder on Aequitas Neo Exchange.
 - (c) Aequitas Neo Exchange shall establish, maintain and require compliance with policies and procedures that identify and manage conflicts of interest or potential conflicts of interest arising from the listing of the shares of any Competitor. These policies and procedures, including the process for an Aequitas Neo Exchange issuer to assert that it is a Competitor, shall be published on the website of Aequitas Neo Exchange. Aequitas Neo Exchange shall use its best efforts to ensure that IIROC at all times is provided with the current list of the Aequitas Neo Exchange issuers that are Competitors.
 - (d) Aequitas Neo Exchange shall require each shareholder that is a dealer and each affiliate of shareholder that is a dealer to disclose its relationship to Aequitas Neo Exchange to:
 - (i) clients whose orders might be, and clients whose orders have been, routed to Aequitas Neo Exchange; and
 - (ii) entities for which the dealer is acting or proposing to act as underwriter in connection with the issuance of securities to be listed on Aequitas Neo Exchange.

- (e) Aequitas Neo Exchange shall regularly review compliance with the policies and procedures established in accordance with paragraphs 8(a), (b), (c) and (d) and shall document each review, and any deficiencies, and how those deficiencies were remedied. A report detailing review(s) conducted shall be provided to the Commission on an annual basis.
- (f) The policies established in accordance with paragraphs 8(a), (b) and (c) shall be made publicly available on the website of Aequitas Neo Exchange.

10. ACCESS

Aequitas Neo Exchange's requirements shall provide access to the facilities of Aequitas Neo Exchange only to properly registered investment dealers that are members of IIROC and satisfy reasonable access requirements established by Aequitas Neo Exchange.

11. REGULATION OF AEQUITAS NEO EXCHANGE MARKETPLACE PARTICIPANTS AND AEQUITAS NEO EXCHANGE ISSUERS

- (a) Aequitas Neo Exchange shall establish, maintain and require compliance with policies and procedures that effectively monitor and enforce the Rules against Aequitas Neo Exchange marketplace participants and Aequitas Neo Exchange issuers, either directly or indirectly through a regulation services provider.
- (b) Aequitas Neo Exchange has retained and shall continue to retain IIROC as a regulation services provider to provide, as agent for Aequitas Neo Exchange, certain regulation services that have been approved by the Commission. Aequitas Neo Exchange shall provide to the Commission, on an annual basis, a list outlining the regulation services performed by IIROC and the regulation functions performed by Aequitas Neo Exchange. Aequitas Neo Exchange shall obtain approval of the Commission before amending the listed services.
- (c) Aequitas Neo Exchange shall perform all other regulation functions not performed by IIROC, and shall maintain adequate staffing, systems and other resources in support of those functions. Aequitas Neo Exchange shall obtain prior Commission approval before outsourcing such regulation functions to any party, including affiliated entities or associates of Aequitas Neo Exchange.
- (d) Aequitas Neo Exchange shall at least annually assess the performance by IIROC of the regulation services it provides to Aequitas Neo Exchange and self-assess the performance by Aequitas Neo Exchange of any regulation functions not performed by IIROC, and provide a written report to its Board and the Regulatory Oversight Committee, together with any recommendations for improvements. Aequitas Neo Exchange shall provide the Commission with copies of such reports and advise the Commission of the views of its Board and the Regulatory Oversight Committee on the recommendations and any proposed actions arising therefrom within 30 days of the presentation of the report to the Board.
- (e) Aequitas Neo Exchange shall notify the Commission of any violations of Ontario securities law of which it becomes aware in the ordinary course of its business or otherwise.

12. RULES, RULEMAKING AND FORM 21-101F1

Aequitas Neo Exchange shall comply with the process for review and approval of Rules and the information contained in Form 21-101F1 and the exhibits thereto, as set out in Schedule 5, as amended from time to time.

13. DUE PROCESS

- (a) Aequitas Neo Exchange shall ensure that the requirements of Aequitas Neo Exchange relating to access to the trading and listing facilities of Aequitas Neo Exchange, the imposition of limitations or conditions on access, and denial of access are fair and reasonable, including in respect of notice, an opportunity to be heard or make representations, the keeping of a record, the giving of reasons and the provisions of appeals.
- (b) Aequitas Neo Exchange shall, within ninety days of the effective date of recognition of Aequitas Neo Exchange as an exchange pursuant to this Order, establish written procedural requirements governing the process for appeals or review of decisions referred to in section 6.1 of the criteria for recognition and file the procedures with the Commission for approval.
- (c) For greater clarity, the procedural requirements referred to in paragraph (b) shall be considered to be Rules and therefore subject to the rule review process established in accordance with Schedule 5.

14. FEES, FEE MODELS AND INCENTIVES

- (a) Aequitas Neo Exchange shall not, through any fee schedule, any fee model or any contract, agreement or other arrangement with any marketplace participant or any other person or company, provide:
 - (i) any discount, rebate, allowance, price concession or other similar arrangement that is accessible only to, whether as designed or by implication, a particular marketplace participant or any other particular person or company, or
 - (ii) any discount, rebate, allowance, price concession or other similar arrangement for any service or product offered by Aequitas Neo Exchange that is conditional upon:
 - (A) the requirement to have Aequitas Neo Exchange be set as the default or first marketplace a marketplace participant routes to, or
 - (B) the router of Aequitas Neo Exchange being used as the marketplace participant's primary router.
- (b) Except with the prior approval of the Commission, Aequitas Neo Exchange shall not, through any fee schedule, any fee model or any contract, agreement or other arrangement with any marketplace participant or any other person or company, provide:
 - (i) any discount, rebate, allowance, price concession or other similar arrangement on

any services or products offered by Aequitas Neo Exchange that is conditional upon the purchase of any other service or product provided by Aequitas Neo Exchange or any affiliated entity, or

- (ii) any discount, rebate, allowance, price concession or other similar arrangement that is accessible only to, whether as designed or by implication, a class of marketplace participants or of any other persons or companies.
- (c) Aequitas Neo Exchange shall obtain prior Commission approval before implementing any new, or amendments to, fees and fee models, including any new, or amendments to any, incentives relating to arrangements that provide for equity ownership in Aequitas for marketplace participants or their affiliated entities based on trading volumes of values on Aequitas Neo Exchange.
- (d) Except with the prior approval of the Commission, Aequitas Neo Exchange shall not require another person or company to purchase or otherwise obtain products or services from Aequitas Neo Exchange or a significant shareholder as a condition of Aequitas Neo Exchange supplying or continuing to supply a product or service.
- (e) If the Commission considers that it would be in the public interest, the Commission may require Aequitas Neo Exchange to submit for approval by the Commission a fee, fee model or incentive that has previously been filed with and/or approved by the Commission.
- (f) Where the Commission decides not to approve the fee, fee model or incentive submitted under paragraph (e), any previous approval for the fee, fee model or incentive shall be revoked, if applicable, and Aequitas Neo Exchange shall no longer be permitted to offer the fee, fee model or incentive.
- (g) Any fee, fee model or incentive, or amendment thereto, shall be filed in accordance with the Rule and Form 21-101F1 Filing Protocol attached as Schedule 5.

15. ORDER ROUTING

Aequitas Neo Exchange shall not support, encourage or incent, either through fee incentives or otherwise, Aequitas Neo Exchange marketplace participants to coordinate the routing of their orders to Aequitas Neo Exchange.

16. FINANCIAL REPORTING

- (a) Within 90 days of its financial year end, Aequitas Neo Exchange shall deliver to the Commission audited consolidated financial statements and unaudited non-consolidated financial statements without notes for its latest financial year.
- (b) Within 60 days of each quarter end, Aequitas Neo Exchange shall deliver to the Commission unaudited consolidated financial statements and unaudited non-consolidated financial statements without notes for its latest financial quarter.
- (c) Aequitas Neo Exchange shall deliver to the Commission its annual financial budget, together with the underlying assumptions, that has been approved by its Board, within 30

days from the commencement of each fiscal year.

17. FINANCIAL VIABILITY MONITORING AND REPORTING

- (a) Aequitas Neo Exchange shall calculate the following financial ratios monthly:
- (i) a current ratio, being the ratio of current assets to current liabilities;
 - (ii) a debt to cash flow ratio, being the ratio of total debt (including any line of credit draw downs, and the current and long-term portions of any loans, but excluding accounts payable, accrued expenses and other liabilities) to EBITDA (earnings before interest, taxes, stock-based compensation, depreciation and amortization) for the most recent 12 months; and
 - (iii) a financial leverage ratio, being the ratio of total assets to shareholders' equity,

in each case following the same accounting principles as those used for the unaudited non-consolidated financial statements of Aequitas Neo Exchange.

- (b) Aequitas Neo Exchange shall report quarterly in writing to the Commission, along with the financial statements required to be delivered pursuant to this Schedule, the monthly calculations for the previous quarter of the financial ratios as required to be calculated under paragraph (a).
- (c) If Aequitas Neo Exchange determines that it does not have, or anticipates that, in the next twelve months, it will not have:
- (i) a current ratio of greater than or equal to 1.1/1,
 - (ii) a debt to cash flow ratio of less than or equal to 4.0/1, or
 - (iii) a financial leverage ratio of less than or equal to 4.0/1,

it will immediately notify Commission staff of the above ratio(s) that it is not maintaining, the reasons, along with an estimate of the length of time before the ratio(s) will be met.

- (d) Upon receipt of a notification made by Aequitas Neo Exchange under paragraph (c), the Commission may, as determined appropriate, impose any of the terms and conditions set out in paragraph (e) below.
- (e) If Aequitas Neo Exchange's current ratio, debt to cash flow ratio or financial leverage ratio falls below the levels outlined in subparagraphs 17(c)(i), 16(c)(ii) and 16(c)(iii) above for a period of more than three months, Aequitas Neo Exchange will:
- (i) immediately deliver a letter advising the Commission staff of the reasons for the continued ratio deficiencies and the steps being taken to rectify the situation;
 - (ii) deliver to Commission staff, on a monthly basis, within 30 days of the end of each month:

- (A) unaudited monthly financial statements and a status update on any pending capital raising transaction(s) including the amount, terms and name(s) of individuals/entities that have committed to providing funding and their commitment,
 - (B) a comparison of the monthly revenues and expenses incurred by Aequitas Neo Exchange against the projected monthly revenues and expenses included in Aequitas Neo Exchange's most recently updated budget for that fiscal year,
 - (C) for each revenue item whose actual amount was significantly lower than its projected amount, and for each expense item whose actual amount was significantly higher than its projected amount, the reasons for the variance, and
 - (D) a calculation of the current ratio, debt to cash flow ratio and financial leverage ratio for the month;
- (iii) prior to making any type of payment to any director, officer, affiliated entity or shareholder that is in excess of the amount included in the most recent annual financial budget delivered to Commission staff, demonstrate to the satisfaction of the Commission staff that it will have sufficient financial resources to continue its operations after the payment; and
 - (iv) adhere to any additional terms and conditions imposed by the Commission or its staff, as determined appropriate,

until such time as Aequitas Neo Exchange has maintained each of its current ratio, debt to cash flow ratio and financial leverage ratio at the levels set out in subparagraphs 17(c)(i), 17(c)(ii) and 17(c)(iii) for a period of at least 6 consecutive months.

18. ADDITIONAL INFORMATION

- (a) Aequitas Neo Exchange shall provide the Commission with:
 - (i) the information set out in Appendix A to this Schedule, as amended from time to time; and
 - (ii) any information required to be provided by Aequitas Neo Exchange to IIROC, including all order and trade information, as required by the Commission.
- (b) Aequitas Neo Exchange shall comply with the reporting program set out in the *Automation Review Program for Market Infrastructure Entities in the Canadian Capital Markets*, as amended from time to time, and published on the Commission's website.

19. COMPLIANCE

Aequitas Neo Exchange shall carry out its activities as an exchange recognized under section 21

of the Act and in compliance with Ontario securities law.

20. GOVERNANCE REVIEW

- (a) Aequitas Neo Exchange shall engage an independent consultant, or independent consultants acceptable to the Commission to prepare a written report assessing the governance structure of Aequitas Neo Exchange (Governance Review) as follows:
 - (i) within six months after Aequitas Neo Exchange meets or exceeds any of the trading thresholds referred to in subsection 6.7(1) of NI 21-101, or
 - (ii) at any other times required by the Commission.
- (b) The written report shall be provided to the Board of Aequitas Neo Exchange promptly after the report's completion and then to the Commission within 30 days of providing it to the Boards.
- (c) The scope of the Governance Review shall be approved by the Commission and shall include, at a minimum, the following:
 - (i) a review of the composition of the Board of Aequitas Neo Exchange, in particular whether its composition continues to meet the recognition criteria, including the requirement that there be fair, meaningful and diverse representation on the Board and any committees of the Board, including:
 - (A) appropriate representation of independent directors, and
 - (B) a proper balance among the interests of the different persons or companies using the services and facilities of Aequitas Neo Exchange;
 - (ii) a review of the impact of the composition requirements applicable to the Board of Aequitas Neo Exchange, including requirements imposed by all securities regulatory authorities, on their ability to meet the recognition criteria;
 - (iii) a review of the degree to which the governance structure of Aequitas Neo Exchange allows for appropriate input into the business and operations of Aequitas Neo Exchange by users of its services and facilities;
 - (iv) a review of how the Nominating Committee discharges its mandate and performs its role and functions; and
 - (v) a review of how the Regulatory Oversight Committee discharges its mandate and performs its role and functions, including how conflicts of interest and potential conflicts of interest are actually managed, whether they are managed effectively, if there are any identified deficiencies, what they were and how they were remedied and whether further measures are warranted.

21. PROVISION OF INFORMATION

- (a) Aequitas Neo Exchange shall, and shall cause its affiliated entities, to promptly provide to

the Commission, on request, any and all data, information and analyses in the custody or control of Aequitas Neo Exchange or any of its affiliated entities, without limitations, redactions, restrictions or conditions, including, without limiting the generality of the foregoing:

- (i) data, information and analyses relating to all of its or their businesses; and
 - (ii) data, information and analyses of third parties in its or their custody or control.
- (b) Aequitas Neo Exchange shall share information and otherwise cooperate with other recognized or exempt exchanges, recognized self-regulatory organizations, recognized or exempt clearing agencies, investor protection funds, and other appropriate regulatory bodies.

22. COMPLIANCE WITH TERMS AND CONDITIONS

- (a) Aequitas Neo Exchange shall certify in writing to the Commission, in a certificate signed by its CEO and general counsel, within one year of the effective date of its recognition as an exchange pursuant to this Order and every year subsequent to that date, or at any times required by the Commission, that it is in compliance with the terms and conditions applicable to it in the Order and describe in detail:
- (i) the steps taken to require compliance;
 - (ii) the controls in place to verify compliance;
 - (iii) the names and titles of employees who have oversight of compliance.
- (b) If Aequitas Neo Exchange or any of its directors, officers or employees become aware of a breach or a possible breach of any of the terms and conditions applicable to the Aequitas Neo Exchange under the Schedules to the Order, such person shall, within two business days after becoming aware of the breach or possible breach, notify the Regulatory Oversight Committee of the breach or possible breach. The director, officer or employee of the recognized exchange shall provide to the Regulatory Oversight Committee details sufficient to describe the nature, date and effect (actual and anticipated) of the breach or possible breach.
- (c) The Regulatory Oversight Committee shall, within two business days after being notified of the breach or possible breach, notify the Commission and confirm that the breach or possible breach is under investigation as required by section 22(d).
- (d) The Regulatory Oversight Committee shall promptly cause to be conducted an investigation of the breach or possible breach reported under section 22(b). Once the Regulatory Oversight Committee has made a determination as to whether there has been a breach, or that there is an impending breach, of any terms and conditions applicable to Aequitas Neo Exchange under the Schedules to the Order, the Regulatory Oversight Committee shall, within two business days of such determination, notify the Commission of its determination and shall provide details sufficient to describe the nature, date and effect (actual and anticipated) of the breach or impending breach, and any actions that will

be taken to address it.

APPENDIX A

Additional Reporting Obligations

1. Ad Hoc

- (a) Immediate notification of a decision to enter into a definitive agreement (including a binding letter of intent), memorandum of understanding or other similar agreement with any governmental or regulatory body, self-regulatory obligation, clearing agency, stock exchange, other marketplace or market, except in the case where the agreement or arrangement: (i) is primarily intended to restrict the use or disclosure of confidential information, (ii) is primarily for the purpose of facilitating discussions in connection with a possible definitive agreement, (iii) is necessary to support the provision of the existing exchange services, or (iv) relates to the provision of the existing exchange services and is also subject to the standard form agreements of the exchange (for example, listing agreements, data subscription agreements, etc.).
- (b) Any plans by Aequitas Neo Exchange to enter into new businesses (directly or indirectly, including joint ventures) or to cease existing businesses, promptly after the Board has made the decision to implement those plans.
- (c) Immediate notification of:
 - (i) the appointment of any new director or officer of Aequitas Neo Exchange, including a description of the individual's employment history; and
 - (ii) the receipt of notice of resignation from, or the resignation of, a director or officer or the auditor of Aequitas Neo Exchange, including a statement of the reasons for the resignation.
- (d) Any minutes of the meetings of Board and Board committees of Aequitas Neo Exchange, promptly after their approval.
- (e) Immediate notification if Aequitas Neo Exchange:
 - (i) becomes the subject of any order, directive or similar action of a governmental or regulatory authority;
 - (ii) becomes aware that it is the subject of a criminal or regulatory investigation; or
 - (iii) becomes, or it is notified in writing that it will become, the subject of a material lawsuit.
- (f) Any strategic plan for Aequitas Neo Exchange, within 30 days of approval by the Board.
- (g) Any filings made by Aequitas Neo Exchange with a Canadian securities regulatory authority pursuant to a recognition order, exemption order or NI 21-101, filed concurrently.

- (h) Copies of all notices, bulletins and similar forms of communication that Aequitas Neo Exchange sends to the Aequitas Neo Exchange marketplace participants or Aequitas Neo Exchange issuers.
- (i) Prompt notification of any suspension or delisting of an Aequitas Neo Exchange issuer, including the reasons for the suspension or delisting.
- (j) Prompt notification of any original listing application received from a significant shareholder or any of its affiliates.
- (k) Prompt notification of any original listing application received from a Competitor.
- (l) Prompt notification of any application for exemption or waiver from requirements received from a significant shareholder or any of its affiliates.
- (m) Within 30 days from the one-year anniversary of the launch of Aequitas Neo Exchange, a review of market making activities, the scope of which shall be approved by the Commission, and analysis of the proportionality between the benefits and obligations of designated market makers, together with a summary of the actions taken to identify, address and resolve any instances of potential or actual non-compliance with performance benchmarks applicable to designated market makers.

2. Quarterly Reporting

- (a) A list of the internal audit reports and risk management reports issued in the previous quarter that relate to the operations and business of Aequitas Neo Exchange, if such reports are produced.
- (b) A quarterly report summarizing all exemptions or waivers granted during the period pursuant to the Rules to any Aequitas Neo Exchange marketplace participant or Aequitas Neo Exchange issuer, which shall include the following information:
 - (i) the name of the Aequitas Neo Exchange marketplace participant or Aequitas Neo Exchange issuer;
 - (ii) the type of exemption or waiver granted during the period;
 - (iii) the date of the exemption or waiver; and
 - (iv) a description of the recognized exchange's reason for the decision to grant the exemption or waiver.
- (c) A quarterly report regarding original listing applications containing the following information:
 - (i) the name of any Aequitas Neo Exchange issuer whose original listing application was conditionally approved, the date of such approval, the type of listing, the category of listing and, if known, whether the issuer was denied an application to list its securities on another marketplace;

- (ii) the name of any issuer whose original listing application was rejected and the reasons for rejection, by category of listing; and
- (iii) the name of any issuer whose original listing application was withdrawn or abandoned and, if known, the reasons why the application was withdrawn or abandoned, by category of listing.

The information required by section 2(b)(i) above should disclose whether the issuer is an Emerging Market Issuer, whether the listing involved an agent, underwriter or Canadian Securities Regulatory Authority, and any additional requirements imposed by Aequitas Neo Exchange pursuant to sections 2.10 and 2.11 of the Aequitas Neo Exchange Listing Manual.

- (d) A quarterly report summarizing all significant incidents of non-compliance by Aequitas Neo Exchange issuers identified by Aequitas Neo Exchange during the period, together with a summary of the actions taken to address and resolve the incidents of non-compliance.
- (e) A quarterly report listing all the Competitors listed on Aequitas Neo Exchange.
- (f) A quarterly report summarizing instances where conflicts of interest or potential conflicts of interest with respect to Competitors have been identified by Aequitas Neo Exchange and how such conflicts were addressed.
- (g) A quarterly report, the scope of which shall be approved by the Commission, relating to compliance with the use of certain designations by marketplace participants, including the results of reviews of marketplace participants' use of such designations and a description of the actions taken to address and resolve instances of non-compliance.
- (h) A quarterly report, the scope of which shall be approved by the Commission, providing statistics and analysis relating to the occurrence of trade-throughs caused by the introduction of the speed bump on the Neo Book of Aequitas Neo Exchange.
- (i) Upon request, Aequitas Neo Exchange will provide to the Commission copies of any information that was provided to Aequitas and any shareholders.

3. Annual Reporting

At least annually, or more frequently if required by the Commission, an assessment of the risks, including business risks, facing Aequitas Neo Exchange and the plan for addressing such risks.

SCHEDULE 3

TERMS AND CONDITIONS APPLICABLE TO AEQUITAS

23. DEFINITIONS AND INTERPRETATION

Terms used in this Schedule have the same meanings and interpretation as in section 1 of Schedule 2. In addition:

24. PUBLIC INTEREST RESPONSIBILITIES

- (a) Aequitas shall conduct its business and operations in a manner that is consistent with the public interest.
- (b) The mandate of the Board shall expressly include Aequitas' regulatory and public interest responsibilities.

25. SHARE OWNERSHIP RESTRICTIONS

- (a) Without the prior approval of the Commission, and subject to terms and conditions considered appropriate by the Commission, no person or company and no combination of persons or companies acting jointly or in concert shall beneficially own or exercise control or direction over:
 - (i) more than 10% of any class or series of voting shares of Aequitas and, thereafter,
 - (ii) more than 50% of any class or series of voting shares of Aequitas.
- (b) The articles of Aequitas shall contain the share ownership restrictions and provisions respecting the enforcement of such restrictions which, without limiting the foregoing, may provide for the filing of declarations, the suspension of voting rights, the forfeiture of dividends, the refusal of the issue or registration of voting shares and the sale or redemption of voting shares held contrary to the restrictions and payment of net proceeds of the sale or redemption to the person entitled thereto.

26. RECOGNITION CRITERIA

Aequitas shall continue to meet the criteria for recognition set out in Schedule 1 to the Order.

27. FITNESS

In order to ensure that Aequitas and its affiliates operate with integrity and in the public interest, Aequitas will take reasonable steps to ensure that each person or company that is a significant shareholder, as defined in Schedule 2, is a fit and proper person and the past conduct of each person or company that is a significant shareholder affords reasonable grounds for belief that the business of Aequitas Neo Exchange will be conducted with integrity.

28. BOARD OF DIRECTORS

- (a) Aequitas shall ensure that at least one third of its Board members are independent.
- (b) In the event that Aequitas fails to meet the requirements of paragraph (a) of this section, it shall immediately advise the Commission and take appropriate measures to remedy such failure.
- (c) Aequitas shall ensure that the Board is subject to requirements that the quorum for the Board consists of a majority of the Board members, with at least two directors being independent.

29. NOMINATING COMMITTEE

Aequitas shall maintain a Nominating Committee that, at a minimum:

- (a) is made up of at least three directors, at least 50% of which shall be independent;
- (b) confirms the status of a nominee to the Board as independent before the name of the individual is submitted to shareholders as a nominee for election to the Board;
- (c) confirms, on an annual basis, that the status of the directors that are independent has not changed;
- (d) assesses and approves all nominees of management to the Board; and
- (e) has a requirement that the quorum consist of at least 50% of independent directors.

30. CONFLICTS AND CONFIDENTIALITY PROCEDURES

- (a) Aequitas shall establish, maintain and require compliance with policies and procedures that:
 - (i) identify and manage any conflicts of interest or potential conflicts of interest, perceived or real, arising from its ownership interest in Aequitas Neo Exchange, and
 - (ii) require that confidential information regarding marketplace operations, regulation functions, an Aequitas Neo Exchange marketplace participant or an Aequitas Neo Exchange issuer that is obtained by a partner, director, officer or employee of a significant shareholder through that individual's involvement in the management or oversight of the marketplace operations or regulation functions of Aequitas Neo Exchange:
 - (A) be kept separate and confidential from the business or other operations of the significant shareholder, except with respect to information regarding marketplace operations where disclosure is necessary to carry out the individual's responsibilities for the management or oversight of marketplace operations and the individual can and does exercise due care in his or her disclosure of the information, and

- (B) not be used to provide an advantage to the significant shareholder or its affiliated entities.
- (b) Aequitas shall cause Aequitas Neo Exchange to mandate that each Aequitas Neo Exchange dealer and affiliate of an Aequitas Neo Exchange dealer disclose its relationship with Aequitas Neo Exchange to:
 - (i) clients whose orders might be, and clients whose orders have been, routed to Aequitas Neo Exchange, and
 - (ii) entities for which the Aequitas Neo Exchange dealer or the affiliate of the Aequitas Neo Exchange dealer is acting or proposing to act as underwriter in connection with the issuance of securities to be listed on Aequitas Neo Exchange.
- (c) Aequitas shall regularly review compliance with the policies and procedures established in accordance with sections 30(a) and (b), and shall document each review and any deficiencies and how those deficiencies were remedied. A report detailing the review(s) conducted shall be provided to the Commission on an annual basis.
- (d) The policies established in accordance with paragraph sections 30(a) and (b) shall be made publicly available on the website of Aequitas or Aequitas Neo Exchange.

31. ALLOCATION OF RESOURCES

- (a) Aequitas shall, for so long as Aequitas Neo Exchange carries on business as an exchange, allocate sufficient financial and other resources to Aequitas Neo Exchange to ensure that Aequitas Neo Exchange can carry out its functions in a manner that is consistent with the public interest and in compliance with Ontario securities law.
- (b) Aequitas shall notify the Commission immediately upon being aware that it is or will be unable to allocate sufficient financial and other resources, as required under paragraph (a), to Aequitas Neo Exchange.

32. FEES, FEE MODELS AND INCENTIVES

- (a) Aequitas shall ensure that its affiliated entities, including Aequitas Neo Exchange, do not, through any fee schedule, any fee model or any contract, agreement or other arrangement with any marketplace participant or any other person or company, provide:
 - (i) any discount, rebate, allowance, price concession or other similar arrangement that is accessible only to, whether as designed or by implication, a particular marketplace participant or any other particular person or company, or
 - (ii) any discount, rebate, allowance, price concession or other similar arrangement for any service or product offered by the affiliated entity, including Aequitas Neo Exchange, that is conditional upon:
 - (A) the requirement to have Aequitas Neo Exchange be set as the default or first marketplace a marketplace participant routes to; or

- (B) the router of Aequitas Neo Exchange being used as the marketplace participant's primary router.
- (b) Aequitas shall ensure that its affiliated entities, including Aequitas Neo Exchange, do not, through any fee schedule, any fee model or any contract, agreement or other arrangement with any marketplace participant or any other person or company, provide:
 - (i) any discount, rebate, allowance, price concession or other similar arrangement on any services or products offered by the affiliated entity, including Aequitas Neo Exchange, that is conditional upon the purchase of any other service or product provided by the affiliated entity; or
 - (ii) any discount, rebate, allowance, price concession or other similar arrangement that is accessible only to, whether as designed or by implication, a class of marketplace participants or of any other persons or companies,

unless prior approval has been granted by the Commission.

- (c) Aequitas shall ensure that Aequitas Neo Exchange obtains prior Commission approval before implementing any new, or amendments to, fees and fee models, including any new, or amendments to any, incentives relating to arrangements that provide for equity ownership in Aequitas for marketplace participants or their affiliated entities based on trading volumes of values on Aequitas Neo Exchange.
- (d) Aequitas shall ensure that Aequitas Neo Exchange does not require a person or company to purchase or otherwise obtain products or services from Aequitas Neo Exchange or from a significant shareholder as a condition of Aequitas Neo Exchange supplying or continuing to supply a product or service unless prior approval has been granted by the Commission.
- (e) Aequitas shall ensure that any affiliated entity does not require another person or company to obtain products or services from Aequitas Neo Exchange as a condition of the affiliated entity supplying or continuing to supply a product or service.

33. ORDER ROUTING

Aequitas shall not support, encourage or incent, either through fee incentives or otherwise, Aequitas Neo Exchange marketplace participants to coordinate the routing of their order to Aequitas Neo Exchange.

34. FINANCIAL REPORTING

- (a) Within 90 days of its financial year end, Aequitas shall deliver to the Commission audited consolidated financial statements and unaudited non-consolidated financial statements without notes for its latest financial year.
- (b) Within 60 days of each quarter end, Aequitas shall deliver to the Commission unaudited consolidated financial statements and unaudited non-consolidated financial statements without notes for its latest financial quarter.

- (c) Aequitas shall deliver to the Commission its annual financial budget, together with the underlying assumptions, that has been approved by its Board, within 30 days from the commencement of each fiscal year.

35. PRIOR COMMISSION APPROVAL

Aequitas shall obtain prior Commission approval of any changes to any agreement between Aequitas and its shareholders.

36. REPORTING REQUIREMENTS

Aequitas shall provide the Commission with the information set out in Appendix A to this Schedule, as amended from time to time.

37. GOVERNANCE REVIEW

- (a) Aequitas shall engage an independent consultant, or independent consultants, acceptable to the Commission to prepare a written report assessing the governance structure of Aequitas (Aequitas Governance Review) as follows:
 - (i) within six months after Aequitas Neo Exchange meets or exceeds any of the trading thresholds referred to in subsection 6.7(1) of NI 21-101, or
 - (ii) at any other times required by the Commission.
- (b) The written report shall be provided to the Board of Aequitas promptly after the report's completion and then to the Commission within 30 days of providing it to the Board.
- (c) The scope of the Aequitas Governance Review shall be approved by the Commission and shall include, at a minimum, the following:
 - (i) a review of the composition of the Board of Aequitas, in particular whether its composition continues to meet the recognition criteria, including the requirement that there be fair, meaningful and diverse representation on the Board and any committees of the Board, including:
 - (A) appropriate representation of independent directors, and
 - (B) a proper balance among the interests of the different persons or companies using the services and facilities of Aequitas;
 - (ii) a review of the impact of the composition requirements applicable to the Board of Aequitas, including requirements imposed by all securities regulatory authorities, on their ability to meet the recognition criteria;
 - (iii) a review of the degree to which the governance structure of Aequitas allows for appropriate input into the business and operations of Aequitas by users of its

services and facilities; and

- (iv) a review of how the Nominating and Governance Committee discharges its mandate and performs its role and functions.

38. PROVISION OF INFORMATION

- (a) Aequitas shall, and shall cause its affiliated entities to promptly provide to the Commission, on request, any and all data, information and analyses in the custody or control or Aequitas or any of its affiliated entities, without limitations, redactions, restrictions or conditions, including, without limiting the generality of the foregoing:
 - (i) data, information and analyses relating to all of its or their businesses; and
 - (ii) data, information and analyses of third parties in its or their custody or control.
- (b) Aequitas shall share information and otherwise cooperate with other recognized or exempt exchanges, recognized self-regulatory organizations, recognized or exempt clearing agencies, investor protection funds, and other appropriate regulatory bodies.

39. COMPLIANCE WITH TERMS AND CONDITIONS

- (a) Aequitas shall certify in writing to the Commission, in a certificate signed by its CEO and general counsel, within one year of the effective date of its recognition as an exchange pursuant to this Order and every year subsequent to that date, or at any times required by the Commission, that it is in compliance with the terms and conditions applicable to it in the Order and describe in detail:
 - (i) the steps taken to require compliance;
 - (ii) the controls in place to verify compliance; and
 - (iii) the names and titles of employees who have oversight of compliance.
- (b) If Aequitas or any of its directors, officers or employees become aware of a breach or a possible breach of any of the terms and conditions applicable to Aequitas under the Schedules to the Order, such person shall, within two business days after becoming aware of the breach or possible breach, notify the Board or committee designated by the Board and approved by the Commission of the breach or possible breach. The director, officer or employee of the recognized exchange shall provide to the Board or committee designated by the Board details sufficient to describe the nature, date and effect (actual and anticipated) of the breach or possible breach.
- (c) The Board or committee designated by the Board shall, within two business days after being notified of the breach or possible breach, notify the Commission and confirm that the breach or possible breach is under investigation as required by section 39(d).
- (d) The Board or committee designated by the Board shall promptly cause to be conducted an investigation of the breach or possible breach reported under section 39(b). Once the

Board or committee designated by the Board has made a determination as to whether there has been a breach, or that there is an impending breach, of any terms and conditions applicable to Aequitas under the Schedules to the Order, the Board or committee designated by the Board shall, within two business days of such determination, notify the Commission of its determination and shall provide details sufficient to describe the nature, date and effect (actual and anticipated) of the breach or impending breach, and any actions that will be taken to address it.

APPENDIX A

Additional Reporting Obligations

1. Ad Hoc

- (a) Immediate notification of a decision to enter into a definitive agreement (including a binding letter of intent), memorandum of understanding or other similar agreement with any governmental or regulatory body, self-regulatory obligation, clearing agency, stock exchange, other marketplace or market, except in the case where the agreement or arrangement: (i) is primarily intended to restrict the use or disclosure of confidential information, (ii) is primarily for the purpose of facilitating discussions in connection with a possible definitive agreement, (iii) is necessary to support the provision of the existing exchange services, (iv) relates to the provision of the existing exchange services and is also subject to the standard form agreements of the exchange (for example, listing agreements, data subscription agreements, etc.), or (v) relates to a business line other than exchange services.
- (b) Any plans by Aequitas or its affiliated entities to enter into new businesses (directly or indirectly, including joint ventures) or to cease existing businesses, promptly after the Board has made the decision to implement those plans.
- (c) Immediate notification of:
 - (i) the appointment of any new director or officer of Aequitas, including a description of the individual's employment history; and
 - (ii) the receipt of notice of resignation from, or the resignation of, a director or officer or the auditor of Aequitas, including a statement of the reasons for the resignation.
- (d) Any minutes of the meetings of Board and Board committees of Aequitas, promptly after their approval.
- (e) Immediate notification if Aequitas:
 - (i) becomes the subject of any order, directive or similar action of a governmental or regulatory authority;
 - (ii) becomes aware that it is the subject of a criminal or regulatory investigation; or
 - (iii) becomes, or it is notified in writing that it will become, the subject of a material

lawsuit.

- (f) Immediate notification if any shareholder or any affiliate of a shareholder of Aequitas becomes, or it is notified in writing that it will become, the subject of a criminal, administrative or regulatory proceeding.
- (g) Any strategic plan for Aequitas and its affiliated entities, within 30 days of approval by the Board.
- (h) Any filings made by Aequitas with a Canadian securities regulatory authority pursuant to a recognition order, exemption order or NI 21-101, filed concurrently.
- (i) Upon request, Aequitas will provide to the Commission copies of any information that was provided to its shareholders.

2. Quarterly Reporting

A list of the internal audit reports and risk management reports issued in the previous quarter that relate to the operations and business of Aequitas and its affiliated entities, if such reports are produced.

3. Annual Reporting

At least annually, or more frequently if required by the Commission, an assessment of the risks, including business risks, facing Aequitas and its affiliated entities and the plan for addressing such risks.

SCHEDULE 4

TERMS AND CONDITIONS APPLICABLE TO SIGNIFICANT SHAREHOLDERS

40. DEFINITIONS AND INTERPRETATION

Terms used in this Schedule have the same meanings and interpretation as in section 1 of Schedule 2.

41. CONFLICTS OF INTEREST AND CONFIDENTIALITY

- (a) Each significant shareholder shall establish, maintain and require compliance with policies and procedures that:
- (i) identify and manage any conflicts of interest or potential conflicts of interest, real or perceived, arising from the involvement of a nominee by a significant shareholder to the Board of Aequitas or Aequitas Neo Exchange in the management or oversight of the marketplace operations or regulation functions of Aequitas Neo Exchange, and
 - (iii) require that confidential information regarding marketplace operations or regulation functions, or regarding an Aequitas Neo Exchange marketplace participant or an Aequitas Neo Exchange issuer that is obtained by such nominee on the Board of Aequitas Neo Exchange or Aequitas:
 - (A) be kept separate and confidential from the business or other operations of the significant shareholder, except with respect to information regarding marketplace operations where disclosure is necessary to carry out the individual's responsibilities for the management or oversight of exchange operations and the individual can and does exercise due care in his or her disclosure of the information, and
 - (B) not be used to provide an advantage to the significant shareholder or its affiliated entities.
- (b) Each significant shareholder shall establish, maintain and require compliance, or ensure that its affiliates that are dealers establish, maintain or require compliance with policies and procedures that identify and manage any conflicts of interest or potential conflicts of interest, real or perceived, arising from its ownership interest in Aequitas, and indirectly in Aequitas Neo Exchange, including, but not limited to, conflicts of interest or potential conflicts of interest that arise from any interactions between either of Aequitas Neo Exchange and the significant shareholder, or between Aequitas Neo Exchange and the affiliate of the significant shareholder that is a dealer where Aequitas Neo Exchange may be exercising discretion in the application of its Rules that involves or affects the significant shareholder either directly and indirectly.

- (c) Each significant shareholder shall regularly review compliance with the policies and procedures established in accordance with paragraphs (a) and (b), as applicable, and shall document each review of compliance.

42. ROUTING AND OTHER OPERATIONAL DECISIONS

- (a) Each significant shareholder shall not enter into, and shall not cause any of its affiliates that are dealers to enter into, any arrangements, undertakings, commitments, understandings or agreements with Aequitas, Aequitas Neo Exchange, any other shareholder or any other marketplace participant with respect to coordination of the routing of orders between the significant shareholder or any of its affiliated entities and any other entity, including the coordination of the routing of orders to Aequitas Neo Exchange, except with respect to activities that are permitted by the requirements of Aequitas Neo Exchange or IROC.
- (b) For greater certainty, paragraph (a) is not intended to prohibit any temporary agreements or coordination between any significant shareholder or affiliate of a significant shareholder that is a dealer and any other shareholder or affiliate of a shareholder that is a dealer or any other person in the event of any failure, malfunction or material delay of the systems or equipment of a marketplace if and to the extent reasonably necessary to protect the integrity and liquidity of capital markets, provided that prior notice of the temporary agreement or coordination is provided to the Commission.
- (c) Each significant shareholder shall not, and shall not cause any of its affiliated entities to, offer or pay any benefit, financial or otherwise to:
 - (i) its traders that would incent such traders to direct their orders to Aequitas Neo Exchange in preference to any other marketplace; or
 - (ii) its employees involved in and responsible for underwriting activities that would incent such employees to recommend to issuers or prospective issuers for whom the significant shareholder or affiliated entity is acting or proposing to act as underwriter to list securities on Aequitas Neo Exchange in preference to any other marketplace.
- (d) Each significant shareholder that is not a dealer shall provide a written directive to its traders that they shall not cause routing decisions to be made based on the significant shareholder's ownership interest in Aequitas.
- (e) Each Aequitas Neo Exchange dealer and each of its affiliates that is a marketplace participant shall establish, maintain and require compliance with a written directive requiring its traders to base routing decisions on the best execution and order protection obligations, where applicable, without regard to any ownership interest in Aequitas. The written policy shall provide that where best execution and order protection obligations are satisfied and an order or orders are being routed on the basis of other factors, the dealer's routing decisions, including the use of algorithms, or those of its affiliated entities that are marketplace participants, shall not take into account any financial benefit that would accrue to the dealer by virtue of its equity ownership in Aequitas.

- (f) Each Aequitas Neo Exchange dealer and each of its affiliates that is a marketplace participant shall establish, maintain and require compliance with a written directive requiring its employees involved in and responsible for underwriting activities to base any listing recommendations on what would be most advantageous for the issuer or prospective issuer, without regard to any ownership interest of the dealer, or of those affiliated entities that are marketplace participants on Aequitas Neo Exchange.

43. DISCLOSURE TO CLIENTS

- (a) Each Aequitas Neo Exchange dealer shall or shall ensure that any of its affiliated entities that is an Aequitas Neo Exchange marketplace participant shall disclose its relationship with Aequitas and its affiliated entities to:
 - (i) clients whose orders might be, and clients whose orders have been, routed to Aequitas Neo Exchange; and
 - (ii) entities for whom the Aequitas Neo Exchange marketplace participant is acting or proposing to act as an underwriter in connection with the issuance of securities to be listed on Aequitas Neo Exchange.
- (b) Each significant shareholder that is not a dealer shall ensure that any of its affiliated entities that is an Aequitas Neo Exchange marketplace participant shall disclose its relationship with Aequitas and its affiliated entities to:
 - (i) clients whose orders might be, and clients whose orders have been, routed to Aequitas Neo Exchange; and
 - (ii) entities for whom the Aequitas Neo Exchange marketplace participant is acting or proposing to act as an underwriter in connection with the issuance of securities to be listed on Aequitas Neo Exchange.

44. CONDITIONAL PROVISION OF PRODUCTS OR SERVICES

- (a) An Aequitas Neo Exchange dealer shall not require another person or company to obtain products or services from Aequitas Neo Exchange or any of its affiliated entities as a condition of the Aequitas Neo Exchange dealer supplying or continuing to supply a product or service.
- (b) A significant shareholder shall not cause its dealer affiliate to require another person or company to obtain products or services from Aequitas Neo Exchange or any of its affiliated entities as a condition of the significant shareholder supplying or continuing to supply a product or service.

45. NOTIFICATION OF NEW DEALER AFFILIATES

Each significant shareholder shall promptly notify the Commission if it creates or acquires an affiliate that is a dealer.

46. CERTIFICATIONS

- (a) Each significant shareholder shall certify in writing to the Commission, in a certificate signed by its CEO and either its general counsel or chief compliance officer, within ten days of the date that is one year from the effective date of the recognition of Aequitas and Aequitas Neo Exchange as exchanges pursuant to this Order and every year subsequent to that date, or at other times required by the Commission that, based on their knowledge, having exercised reasonable diligence, the significant shareholder is in compliance with the terms and conditions applicable to it in this Schedule and describe the steps taken to require compliance.

- (b) Each significant shareholder shall certify in writing to the Commission, in a certificate signed by its CEO and either its general counsel or chief compliance officer, within ten days of the date that is one year from the effective date of the recognition of Aequitas and Aequitas Neo Exchange as exchanges pursuant to this Order and every year subsequent to that date, or at other times required by the Commission, that, based on their knowledge, having exercised reasonable diligence:
 - (i) the significant shareholder is not acting jointly or in concert with any other significant shareholder, or any affiliated entity or associated thereof, with respect to any voting shares of Aequitas;
 - (ii) despite subparagraph (b)(i), the shareholders may act jointly or in concert with any other shareholders under arrangements to nominate a director to the board of Aequitas or Aequitas Neo Exchange;
 - (iii) the significant shareholder has no agreement, commitment or understanding, written or otherwise, with any other significant shareholder, or any affiliated entity or associate thereof, with respect to the acquisition or disposition of voting shares of Aequitas, the exercise of any voting rights attached to any voting shares of Aequitas or the coordination of decisions or voting by its nominee director of Aequitas (if any) with the decisions or voting by the nominee of any other significant shareholder, other than what is included in the Aequitas shareholders' agreement; and
 - (iv) since the last certification, the significant shareholder has not acted jointly or in concert with any other significant shareholder, or any affiliated entity or associate thereof, with respect to (i) any voting shares of Aequitas, including with respect to the acquisition or disposition of any voting shares of Aequitas or the exercise of any voting rights attached to any voting shares of Aequitas, or (ii) coordination of decisions or voting by its nominee director of Aequitas (if any) with the decisions or voting by the nominee director of any other significant shareholder, other than what is included in the Aequitas shareholders' agreement as approved by the Commission.

47. COMPLIANCE WITH TERMS AND CONDITIONS

- (a) If the significant shareholder or its partners, officers, directors or employees (or, in the case of a significant shareholder that is not a dealer, its relevant officers, directors or employees that are subject to policies and procedures implemented by that shareholder for the purpose of complying with the applicable terms and conditions of this Schedule) becomes aware that there has been a breach or possible breach of any of the terms and conditions applicable to it under this schedule of the Order, such person shall, promptly after becoming aware of the breach or possible breach, notify the Designated Recipient (as defined below) of such shareholder of the breach or possible breach. The partner, director, officer or employee of the significant shareholder shall provide to the Designated Recipient details sufficient to describe the nature, date and effect (actual and anticipated) of the breach or possible breach.
- (b) “Designated Recipient” means the person or body that the significant shareholder designates as having the responsibilities described in this section, which may be its Board, audit committee, governance committee (or chairperson of any of the foregoing), General Counsel, Chief Compliance Officer, an ombudsperson specifically designated by the shareholder to review compliance with corporate policies under the shareholder’s established whistle-blowing procedures, or, with the period approval of the Commission, such other person or committee designated by the significant shareholder.
- (c) The Designated Recipient shall promptly cause an investigation to be conducted of the breach or possible breach reported under paragraph (a) and shall promptly provide a report to the Commission and to Aequitas Neo Exchange after concluding such investigation if the Designated Recipient determines that a breach has occurred or that there is an impending breach. Any such report to the Commission by the Designated Recipient shall include details sufficient to describe the nature, date and effect (actual and anticipated) of the breach or impending breach, and any actions that will be taken to address it.

48. EXPIRY OF TERMS AND CONDITIONS

The obligations of a significant shareholder to comply with the terms and conditions of this Schedule expire on the later of:

- (a) the date on which, for a consecutive six month period, the significant shareholder owns less than 50% of the number of voting shares of Aequitas that it had beneficially owned or exercised control or direction over at the launch of the recognized exchange, and
- (b) the date on which the nominee or partner, officer, director or employee of the significant shareholder has ceased to be a director on the board of Aequitas or Aequitas Neo Exchange.

49. WAIVER

One or more of the terms and conditions in this Schedule 4 applicable to a launch shareholder whose nominee is appointed to the Board may be waived where:

- (a) the launch shareholder has filed with the Commission a written request to waive one or more of the terms and conditions in this Schedule 4, including an explanation on the term or terms that should be waived and the rationale for the request;
- (b) the nominee of the launch shareholder would, except for subparagraph 1(b)(viii) of Schedule 2, qualify as an independent director;
- (c) the Commission does not object within 15 days of receipt of the written request provided under paragraph (a) above; and
- (d) Aequitas or Aequitas Neo Exchange publicly discloses the use of the waiver with reasons why the particular candidate was selected after the end of the 15 day period referred to in paragraph (c) above.

SCHEDULE 5

PROCESS FOR THE REVIEW AND APPROVAL OF RULES AND THE INFORMATION CONTAINED IN FORM 21-101F1 AND THE EXHIBITS THERETO

1. Purpose

This Protocol sets out the procedures a recognized exchange (Exchange) must follow for any Rule or Change, both as defined in section 2 below, and describes the procedures for their review by Commission Staff (Staff) and approval by the Commission or the Director.

2. Definitions

For the purposes of this Protocol:

- (a) *Change* means a Fee Change, a Housekeeping Change or a Significant Change.
- (b) *Fee Change* means any new fee or fee model of the Exchange and any amendment to a fee or fee model.
- (c) *Housekeeping Change* means an amendment to the information in Form 21-101F1 that
 - (i) does not have an impact on the Exchange's market structure, members, issuers, investors or the capital markets, or
 - (ii) is of a housekeeping or administrative nature and is comparable to the types of housekeeping changes listed in subsection 6.1(5)(b) of Companion Policy 21-101CP.
- (d) *Housekeeping Rule* means a new Rule or an amendment to a Rule that
 - (i) does not have an impact on the Exchange's market structure, members, issuers, investors or the capital markets, or
 - (ii) is of a housekeeping or administrative nature and is comparable to the types of housekeeping changes listed in subsection 6.1(5)(b) of Companion Policy 21-101CP.
- (e) *Public Interest Rule* means a Rule or an amendment to a Rule that is not a Housekeeping Rule.
- (f) *Rule* includes a rule, policy and other similar instrument of the Exchange.
- (g) *Significant Change* means an amendment to the information in Form 21-101F1 other than
 - (i) a Housekeeping Change,
 - (ii) a Fee Change, or
 - (iii) a Rule,

and for greater certainty includes the matters listed in subsection 6.1(4) of Companion Policy 21-101 CP.

- (h) *Significant Change subject to Public Comment* means a Significant Change that
 - (i) is listed in paragraphs 6.1(4)(a), (b), (c) or (d) of Companion Policy 21-101 CP, or
 - (ii) in Staff's view, has an impact on the Exchange's market structure or members, or on issuers, investors or the capital markets or otherwise raises public interest concerns and should be subject to public comment.

3. Scope

- (a) The Exchange and Staff will follow the process for review and approval set out in this Protocol for all Changes, new Rules and Rule amendments.

4. Board Approval

- (a) The Exchange's board of directors, or a duly authorized committee of the board, must approve all Rules prior to their submission under this Protocol.

5. Waiving or Varying the Protocol

- (a) The Exchange may file a written request with Staff to waive or vary any part of this Protocol. The request must provide reasons why granting the waiver is appropriate in the circumstances.
- (b) Staff will use their best efforts to provide to the Exchange within five business days of receipt of its request either:
 - (i) written notice that Staff object to granting the waiver or variation; or
 - (ii) written notice that the waiver or variation has been granted by Staff.

6. Materials to be Filed and Timelines

- (a) Prior to the implementation of a Fee Change, Public Interest Rule or Significant Change, the Exchange will file with Staff the following materials:
 - (i) a cover letter that, together with the notice for publication filed under paragraph 6(a)(ii), if applicable, fully describes:
 - (A) the proposed Fee Change, Public Interest Rule or Significant Change;
 - (B) the expected date of implementation of the proposed Fee Change, Public Interest Rule or Significant Change;
 - (C) the rationale for the proposal and any relevant supporting analysis;

- (D) the expected impact of the proposed Fee Change, Public Interest Rule or Significant Change on the market structure, members and, if applicable, on investors, issuers and the capital markets;
 - (E) whether a proposed Public Interest Rule or Significant Change would increase or decrease systemic risk in the Canadian financial system and how any increase would be mitigated, if applicable;
 - (F) a discussion of the expected impact of the Fee Change, Public Interest Rule or Significant Change on the Exchange's compliance with Ontario securities law and in particular on requirements for fair access and maintenance of fair and orderly markets;
 - (G) details of any consultations undertaken in formulating the Fee Change, Public Interest Rule or Significant Change, including the internal governance process followed to approve the Rule or Change;
 - (H) if the Public Interest Rule or Significant Change will require members and service vendors to modify their own systems after implementation of the Rule or Change, a reasonable estimate of the amount of time needed to perform the necessary work, or an explanation as to why a reasonable estimate was not provided;
 - (I) a discussion of any alternatives considered; and
 - (J) if applicable, whether the proposed Fee Change, Significant Change or Public Interest Rule would introduce a fee model, feature or Rule that currently exists in other markets or jurisdictions;
- (ii) for a proposed Public Interest Rule or Significant Change subject to Public Comment, a notice for publication that includes the information required under paragraph 6(a)(i) above, except that the following may be excluded from the notice:
- (A) supporting analysis required under subparagraph 6(a)(i)(C) above that, if included in the notice, would result in the public disclosure of intimate financial, commercial or technical information;
 - (B) the information on systemic risk required under subparagraph 6(a)(i)(E) above;
 - (C) the information on the internal governance processes followed required under subparagraph 6(a)(i)(G) above;
 - (D) the reasonable estimate of time needed for members and service vendors to modify their own systems, or the explanation as to why a reasonable estimate was not provided, required under subparagraph 6(a)(i)(H), so long as the notice for publication contains a statement that the Exchange did not or could not make a reasonable estimate; and

- (E) the discussion of alternatives required under subparagraph 6(a)(i)(I) above.
 - (iii) for a proposed Public Interest Rule, the text of the Rule and a blacklined version of the Rule indicating changes to any existing Rules, and if supplementary material relating to the Rule is contained in Form 21-101F1, blacklined and clean copies of Form 21-101F1; and
 - (iv) for a proposed Fee Change or Significant Change, blacklined and clean copies of Form 21-101F1 showing the proposed Change.
- (b) The Exchange will file the materials set out in subsection 6(a)
- (i) at least 45 days prior to the expected implementation date of a proposed Public Interest Rule or Significant Change; and
 - (ii) at least seven business days prior to the expected implementation date of a proposed Fee Change.
- (c) For a Housekeeping Rule, the Exchange will file with Staff the following materials:
- (i) a cover letter that fully describes the Rule and indicates that it was classified as a Housekeeping Rule and provides an analysis of the rationale for the classification, and the date or proposed date of implementation of the Rule;
 - (ii) the text of the Rule and a blacklined version of the Rule indicating changes to any existing Rules;
 - (iii) if supplementary material relating to the Rule is contained in Form 21-101F1, blacklined and clean copies of Form 21-101F1; and
 - (iv) a notice for publication on the OSC website and in the OSC Bulletin that contains the information in paragraph (ii) above as well as the implementation date for the Rule, and indicates that the Rule has been classified as a Housekeeping Rule and was not published for comment.
- (d) For a Housekeeping Change, the Exchange will file with Staff the following materials:
- (i) a cover letter that indicates that the Change was classified as a Housekeeping Change and provides an analysis of the rationale for the classification and the expected or actual date of implementation of the Change; and
 - (ii) blacklined and clean copies of Form 21-101F1 showing the Change.
- (e) The Exchange will file the materials set out in subsection 6(d) by the earlier of
- (i) the Exchange's close of business on the 10th calendar day after the end of the month in which the Housekeeping Change was implemented; and

- (ii) the date on which the Exchange publicly announces a Housekeeping Change, if applicable.

7. Review by Staff of notice and materials to be published for comment

- (a) Within 5 business days of the receipt of the notice and materials filed by the Exchange relating to a Public Interest Rule or Significant Change subject to Public Comment in accordance with subsection 6(a), Staff will review the notice and materials to ensure that they contain an adequate level of detail, analysis and discussion to elicit meaningful public comment, and will promptly notify the Exchange of any deficiency requiring a re-filing of the notice and materials.
- (b) Where the notice and materials are considered by Staff to be deficient, the Exchange will amend and resubmit the notice and materials accordingly, and the date of resubmission will serve as the filing date for the purposes of this Protocol.
- (c) Where the notice and materials are considered by Staff to be adequate for publication, Staff will proceed with the processes set out in section 8.

8. Publication of a Public Interest Rule or Significant Change Subject to Public Comment

- (a) As soon as practicable after the receipt of the notice and materials filed by the Exchange relating to a Public Interest Rule or Significant Change subject to Public Comment in accordance with subsection 6(a), Staff will publish in the OSC Bulletin and on the OSC website the notice prepared by the Exchange, along with a notice prepared by Staff, if necessary, that provides market participants with an opportunity to provide comments to Staff and to the Exchange within 30 days from the date the notice appears in the OSC Bulletin or on the OSC website, whichever comes first.
- (b) If public comments are received
 - (i) the Exchange will forward copies of the comments promptly to Staff; and
 - (ii) the Exchange will prepare a summary of the public comments and a response to those comments and provide them to Staff promptly after the end of the comment period.

9. Review and Approval Process for Proposed Fee Changes, Public Interest Rules and Significant Changes

- (a) Staff will use their best efforts to complete their review of a proposed Fee Change, Public Interest Rule or Significant Change within
 - (i) 45 days from the date of filing of a proposed Public Interest Rule or Significant Change; and
 - (ii) seven business days from the date of filing of a proposed Fee Change.

- (b) Staff will notify the Exchange if they anticipate that their review of the proposed Fee Change, Public Interest Rule or Significant Change will exceed the timelines in subsection 9(a).
- (c) If Staff have material comments or require additional information to complete their review of a proposed Fee Change, Public Interest Rule or Significant Change, Staff will use best efforts to provide the Exchange with a comment letter promptly by the end of the public comment period for a Public Interest Rule or Significant Change subject to Public Comment, and promptly after the receipt of the materials filed under section 6 for all other Changes.
- (d) The Exchange will respond to any comments received from Staff in writing.
- (e) Unless Staff agree to an extension of time, if the Exchange fails to respond to Staff's comments within 120 days after the receipt of Staff's comment letter, the Exchange will be deemed to have withdrawn the proposed Fee Change, Public Interest Rule or Significant Change. If the Exchange wishes to proceed with the Fee Change, Public Interest Rule or Significant Change after it has been deemed withdrawn, the Exchange will have to be re-submit it for review and approval in accordance with this Protocol.
- (f) Upon completion of Staff's review of a Fee Change, Public Interest Rule or Significant Change, Staff will submit the Change or Rule to the Director or, in the circumstances described in subsection 9(g), to the Commission, for a decision within the following timelines:
 - (i) for a Public Interest Rule or a Significant Change subject to Public Comment, the later of 45 days from the date that the related materials were published for comment and the date that Staff's comments and public comments, including any concerns identified, have been adequately addressed by the Exchange;
 - (ii) for any other Significant Change, the later of 45 days from the date of filing of the Change and the date that Staff's comments and any concerns identified have been adequately addressed by the Exchange; or
 - (iii) for a Fee Change, the later of seven business days from the date of filing of the change and the date that Staff's comments and any concerns identified have been adequately addressed by the Exchange.
- (g) A Fee Change, Public Interest Rule or Significant Change may be submitted to the Commission for a decision, within the timelines in subsection 9(f),
 - (i) if the proposed Fee Change, Public Interest Rule or Significant Change is complex or introduces a novel feature to the Exchange or the capital markets;
 - (ii) if comments received through the public comment process raise significant public interest concerns; or
 - (iii) in any other situation where, in Staff's view, Commission approval is appropriate.

- (h) Staff will promptly notify the Exchange of the decision.
- (i) If a Public Interest Rule or Significant Change subject to Public Comment is approved, Staff will publish the following documents in the OSC Bulletin and on the OSC website promptly after the approval:
 - (i) a notice indicating that the proposed Rule or Change is approved;
 - (ii) the summary of public comments and responses prepared by the Exchange, if applicable; and
 - (iii) if non-material changes were made to the version published for public comment, a brief description of these changes prepared by the Exchange and a blacklined copy of the revised Rule or Change highlighting the revisions made.

10. Review Criteria for a Fee Change, Public Interest Rule and Significant Change

- (a) Staff will review a proposed Fee Change, Public Interest Rule or Significant Change in order to assess whether it is in the public interest for the Director or the Commission to approve the Rule or Change. In making this determination, Staff will have regard to the mandate of the Commission as set out section 1.1 of the *Securities Act* (Ontario). The factors that Staff will consider in making their determination also include whether:
 - (i) the Rule or Change would impact the Exchange's compliance with Ontario securities law;
 - (ii) the Exchange followed its established internal governance practices in approving the proposed Rule or Change;
 - (iii) the Exchange followed the requirements of this Protocol and has provided sufficient analysis of the nature, purpose and effect of the Rule or Change; and
 - (iv) the Exchange adequately addressed any comments received.

11. Effective Date of a Fee Change, Public Interest Rule or Significant Change

- (a) A Fee Change, Public Interest Rule or Significant Change will be effective on the later of:
 - (i) the date that the Exchange is notified that the Change or Rule is approved;
 - (ii) if applicable, the date of publication of the notice of approval on the OSC website; and
 - (iii) the date designated by the Exchange.

12. Significant Revisions and Republication

- (a) If, subsequent to its publication for comment, the Exchange revises a Public Interest Rule or a Significant Change subject to Public Comment in a manner that results in a material change to the proposed substance or effect of the Rule or Change, Staff will, in consultation with the Exchange, determine whether or not the revised Rule or Change should be published for an additional 30-day comment period.
- (b) If a Public Interest Rule or Significant Change subject to Public Comment is republished under subsection 12(a), the request for comments will include a blacklined version marked to the originally published version, a summary of comments and responses prepared by the Exchange, and an explanation of the revisions and the supporting rationale for the revisions.

13. Withdrawal of a Fee Change, Public Interest Rule or Significant Change

- (a) If the Exchange withdraws a Fee Change, Public Interest Rule or a Significant Change that was previously submitted, it will provide a written notice of withdrawal to Staff.
- (b) If the notice of withdrawal relates to a Public Interest Rule or Significant Change subject to Public Comment, Staff will publish the notice of withdrawal in the OSC Bulletin and OSC website as soon as practicable.
- (c) If a Public Interest Rule or Significant Change subject to Public Comment is deemed to have been withdrawn as provided in subsection 9(e), Staff will prepare and publish a notice informing market participants that the Exchange did not proceed with the Rule or Change.

14. Effective Date of a Housekeeping Rule or Housekeeping Change

- (a) Subject to subsections 14(c) and 14(d), a Housekeeping Rule will be effective on the later of
 - (i) the date of the publication of the notice to be published on the OSC website in accordance with subsection 14(e), and
 - (ii) the date designated by the Exchange.
- (b) Subject to subsections 14(c) and 14(d), a Housekeeping Change will be effective on the date designated by the Exchange.
- (c) Staff will review the materials filed by the Exchange for a Housekeeping Change or Housekeeping Rule to assess the appropriateness of the categorization of the Rule or Change as housekeeping within five business days from the date that the Exchange filed the documents in accordance with subsections 6(c) and 6(d). The Exchange will be notified in writing if there is disagreement with respect to the categorization of the Rule or Change as housekeeping.
- (d) If Staff disagree with the categorization of the Rule or Change as housekeeping, the Exchange will immediately repeal the Change, if applicable, file the proposed Rule as a

Public Interest Rule or the proposed Change as a Significant Change, and follow the review and approval processes described in this Protocol as applying to a Public Interest Rule or Significant Change, including those processes applicable to a Significant Change subject to Public Comment if applicable.

- (e) If Staff do not disagree with the categorization of the Rule, Staff will publish a notice to that effect in the OSC Bulletin and on the OSC website as soon as is practicable.

15. Immediate Implementation of a Public Interest Rule or Significant Change

- (a) The Exchange may need to make a Public Interest Rule or Significant Change effective immediately where the Exchange determines that there is an urgent need to implement the Rule or Change to maintain fair and orderly markets, or because of a substantial and imminent risk of material harm to the Exchange, its members, other market participants, issuers or investors.
- (b) When the Exchange determines that immediate implementation is necessary, it will advise Staff in writing as soon as possible but in any event at least five business days prior to the proposed implementation of the Public Interest Rule or Significant Change. The written notice will include the expected effective date of the Public Interest Rule or Significant Change and an analysis to support the need for immediate implementation. An application for an exemption from the 45-day advance filing requirements in National Instrument 21-101 must also be included as part of the written notice.
- (c) If Staff do not agree that immediate implementation is necessary, Staff will promptly notify the Exchange, in writing, of the disagreement no later than the end of the third business day following filing of the notice under subsection 15(b). If the disagreement is not resolved, the Exchange will file the Public Interest Rule or Significant Change in accordance with the timelines in section 6.

16. Review of a Public Interest Rule or Significant Change Implemented Immediately

A Public Interest Rule or Significant Change that has been implemented immediately in accordance with section 15 will be published, if applicable, and reviewed and approved by the Director or by the Commission in accordance with the procedures set out in section 9, with necessary modifications. If the Director or the Commission does not approve the Public Interest Rule or Significant Change, the Exchange will immediately repeal the Rule or Change and inform its members of the decision.

17. Application of Section 21 of the *Securities Act* (Ontario)

The Commission's powers under subsection 21(5) of the *Securities Act* (Ontario) are not constrained in any way, notwithstanding a Rule or Change having been approved under this Protocol.