

**AEQUITAS NEO EXCHANGE
REQUEST FOR COMMENTS
LISTING MANUAL AND LISTING FORMS AMENDMENTS**

March 23, 2017

Introduction

Aequitas NEO Exchange Inc. (“**NEO Exchange**” or “**Exchange**”) is publishing proposed amendments to the NEO Exchange Listing Manual and Listing Forms (“**Public Interest Rule Amendments**” and “**Housekeeping Rule Amendments**”, as applicable, and together, the “**Rule Amendments**”) in accordance with Schedule 5 to its recognition order, as amended (the “**Protocol**”). As required under the Protocol, the Rule Amendments were filed with the Ontario Securities Commission (“**OSC**”). The Public Interest Rule Amendments are being published for comment. The Rule Amendments are set out below and, subject to any changes resulting from comments received, the Public Interest Rule Amendments will be effective upon publication of the notice of approval on the OSC’s website. The Housekeeping Rules will also be effective upon the publication of the notice of approval, unless an earlier date is determined and published by NEO Exchange.

Description of the Rule Amendments

Description of Public Interest Rule Amendments

1. Revision to the definition of “Decision” to include implied decisions

Text has been added in section 1.01 of the Listing Manual to broaden the definition beyond express decisions.

2. Replacement of the concept of “Posting” with “Filing”

The requirement to “Post” has been replaced, as applicable, with a requirement to “File” documents with NEO Exchange. Additional changes were made to eliminate duplicative filing requirements.

More specifically, the following amendments have been made:

- A definition of “File” and “Filing” has been added and “Post” has been deleted in section 1.01;
- Former sections 4.06 – Posting Officer and 4.07 – Postings have been deleted; and
- All references to “Post” and “Posting” have been replaced with “File” and “Filing”.

3. Clarifications to distinctions between types of exchange traded products

We propose to revise the nomenclature of the range of exchange traded products contemplated by the Exchange:

- The current, narrow definition of “Exchange Traded Product” or “ETP” will be renamed “Structured Product” and “Exchange Traded Product” or “ETP” will instead be a broad category that includes all non-corporate issuers, i.e., closed end funds, exchange traded funds

and structured products, including other exchange traded investment funds.

- As a consequence, “ETP Issuer” has been replaced with “Structured Product Issuer” and “ETP Debt-Security” has been deleted and references to any debt-based Structured Products have been described as such in the applicable section.
- The revised terms have been changed accordingly throughout the Listing Manual.

4. Updates to Minimum Listing Standards in Part II and Continuous Listing Requirements in Part III

We have updated, clarified and complemented the listing standards for corporate issuers and ETPs, to ensure a better distinction between the different types of standards and a better match with the characteristics of the different types of issuer situations they seek to address, including timing for applying the standards:

- Text of section 2.02(2) has been revised to address migration scenarios from other Canadian exchanges where the price of the security is below \$2 but the track record of the issuer raises no concerns;
- The expected market value of the Public Float at time of listing under sections 2.02(3)(a) – Equity Standard and (c) – Market Value Standard has been reduced from \$15,000,000 to \$10,000,000;
- The shareholder equity requirement in section 2.02(3)(c) – Market Value Standard has been removed for publicly listed issuers with a sustained market value of at or over \$50,000,000 for the previous 90 days and reduced to \$2,500,000 if part of the \$50,000,000 is to be derived from a concurrent raise of capital on the Exchange;
- A new listing standard has been added as 2.02(3)(d) – Assets and Revenue Standards;
- The Investor Relations requirement in section 2.02(5) has been clarified;
- Under section 2.02(6), the general description of Investment Issuer as an issuer type has been replaced with SPACs (defined below) and the detailed listing standards applicable to them;
- The minimum initial Net Asset Value requirement for CEFs in section 2.03(2) has been changed from \$20,000,000 to \$10,000,000;
- The minimum Distribution requirement for ETFs in section 2.04(1) has been changed from 100,000 to 50,000;
- The minimum Net Asset Value standard in section 2.04(2) has been set at \$1,000,000 for all ETFs;
- The reference regarding the calculation of net asset value in sections 2.03, 2.04, 2.05 and 2.06 has been deleted and the section renamed Publication of Net Asset Value;
- The minimum Public Float value requirement for Structured Products and debt-based Structured Products, in sections 2.05(2) and 2.06(2) respectively, has been changed from \$4,000,000 to \$1,000,000; and
- Corresponding changes have been made to the Continuous Listing Requirements in Part III, as well as Forms 1A and 1B.

5. Clarification of the procedure and documentation requirements for Corporate Issuers, ETPs, and migrations in Part II

We have revised the documents required by the Exchange as part of an initial and final listing application and approval process:

- Sections 2.13 and 2.14, as well as Form 1, Form 1A and Form 1B, have been amended;
- Definitions of “Offering Document”, “Recognized Exchange” and “Other Listed ETP” have been added to section 1.01; and
- Section 2.15 and Form 2 – Listing Statement have been deleted.

6. Clarification of Ongoing Requirements in Part IV

Notice requirements for insiders in Part IV have been consolidated, maintaining the differences between corporate issuers and investment fund issuers. Specifically, rather than having different forms to be filed as a result of officer and director changes versus changes in independent review committee members, the Exchange proposes to require notice of any change of any insider:

- The definition of “Insider” under section 1.01 has been revised to exclude the category of insider that is based on control of the issuer, for issuers that are investment funds;
- “Insider” has also been amended to include individuals designated as such by the issuer and specific references to directors and officers of investment fund managers and members of members of investment fund independent review committees have been deleted;
- Clarification amendments have been made to sections 4.03 (reference to non-certificated securities added) and 4.04 (reference to the fee schedule);
- Section 4.07 has been amended to include documents to be filed by ETPs on a semi-annual basis; and
- Forms 5A and 5B have been deleted and replaced with Form 5 – Change of Insider.

7. Changes to ETF Creation and Redemption reporting requirements

- Changes have been made to the reporting requirements in section 7.13 of the Listing Manual and Form 15 to create a monthly reporting requirement for ETF creations and redemptions.

8. Additional requirements for special purpose acquisition corporations (“SPACs”)

We are proposing new definitions, initial listing standards and ongoing listing requirements for SPACs that seek to offer securities to the public and list those securities on NEO Exchange (the “**Proposed SPAC Rules**”):

- Definitions added under section 1.01 -
 - “Approved Bank”,
 - “Escrowed Funds”,
 - “Founding Securities”,
 - “Founding Security Holders”,
 - “IPO”,
 - “Liquidation Distribution”,

- “Permitted Investments”,
 - “Permitted Time for Completion of a Qualifying Transaction”,
 - “Principal Regulator”,
 - “Qualifying Transaction”,
 - “Resulting Issuer”,
 - “Special Purpose Acquisition Corporation” or “SPAC”, and
 - “Specified SPAC Securities”;
- Section 2.01(2) has been amended to include SPACs;
 - Former section 2.02(6) has been revised to replace the description of initial listing requirements for an Investment Issuer with those for a SPAC;
 - New subsection 2.12(2) has been inserted to set out escrow requirements specific to SPACs;
 - Section 10.17 has been added to provide additional initial and ongoing listing requirements for SPACs (the “**Initial and Ongoing SPAC Listing Requirements**”); and
 - Section 11.03(1)(c) has been revised to replace “Investment Issuer” with “SPAC”, and a similar amendment was made throughout Form 1A.

The Initial and Ongoing SPAC Listing Requirements include certain provisions that are consistent with the evolution of the SPAC regime in Canada. This includes provisions that permit SPAC issuers to obtain debt financing in the ordinary course and through unsecured loans from Founding Security Holders (as defined in the proposed changes to the Listing Manual) or affiliates of such Founding Security Holders, subject to certain conditions. The Exchange also proposes to permit a SPAC to issue Restricted Securities (as defined in the proposed changes to the Listing Manual) and super-voting securities to Founding Security Holders subject to prior approval of disinterested shareholders and certain forfeiture and transfer restrictions. The Proposed SPAC Rules will also permit the SPAC to limit the number of shares that can be converted or redeemed by each eligible security holder of the SPAC, together with any affiliate of such security holder or other Person (as this term is defined in the Listing Manual) with whom such security holder or affiliate is acting jointly or in concert, to a maximum of 15% of the issued and outstanding listed shares issued and outstanding following the closing of the initial public offering (“**IPO**”).

The Proposed SPAC Rules place a requirement on a SPAC to hold a shareholder vote in respect of any Qualifying Transaction (as defined in the proposed changes to the Listing Manual). The Qualifying Transaction must be approved by the majority of the votes cast by holders of the affected shares at the meeting at which the Qualifying Transaction is being considered. If there is more than one class of shares issued by the SPAC, the Exchange will permit all affected shares to be voted together as if a single class provided that 100% of the gross proceeds raised in under the IPO or subsequent rights offering from non-Founding Security Holders are held as Escrow Funds (as defined in the proposed changes to the Listing Manual) and the Founding Security Holders have provided capital for the SPAC to operate.

Under NEO Exchange proposed SPAC rules, Founding Securities are subject to the escrow requirements in National Policy 46-201 *Escrow for Initial Public Offerings* (“**NP 46-201**”) both at the time of the SPAC IPO and the Qualifying Transaction. Founding Securities will be released 18 months following the completion of the Qualifying Transaction, after the listing date of the Resulting Issuer (as defined in the Listing Manual). The application of NEO Exchange escrow requirements would permit the disposition of 25% of Founding Securities upon listing of the Resulting Issuer rather than 10% permitted under the TSX Escrow Policy in respect of the resulting issuer of a TSX listed SPAC.

We request comments as to whether the NEO Exchange escrow requirement: (i) balances the

efficiency of the capital markets and the investor protection concerns for which NI 46-201 was created, and (ii) aligns the interests of Founding Security Holders with non-Founding Security Holders of a SPAC.

9. Changes to Part X – Governance Requirements relating to Investment Funds

- The specific quorum requirement in section 10.07 has been amended to refer to the applicable corporate and securities law requirements; and
- Sections 10.11(2) and 10.12 have been amended to clarify language relating to acquisitions, including that regarding shareholder approval.

10. Other Clarifications

- “laws” has been replaced with “legislation” where the latter more narrow reference was intended;
- “Head of Listings” has been replaced with “Exchange” in Part XI;
- Section 7.14, 7.15, 7.16 and 7.17 have been revised to include references to global certificates;
- Section 8.01(c) regarding loans about which the Exchange must be notified has been narrowed; and
- Section 10.09(6) has been broadened to allow combined class voting where otherwise permitted.

11. Removal of the Fee Schedule from the Listing Forms

We propose to remove Form 4A – Listing Fee Schedule from the Listing Forms and instead publish it as a stand-alone document. Corresponding changes have been made to rename Form 4B – Issuer Performance Program (IPP) as Form 4, and these changes are tracked in Form 1 – Listing Agreement for All Listed Issuers.

Description of Housekeeping Rule Amendments

We have also included typographical, formatting and other non-material edits for consistency and simplification throughout:

- Formatting and branding changes - cover page, table of contents, headings, “percentage” replaced with “%” throughout, renumbering of Forms as a result of deletions;
- Substitution of defined terms instead of their individual components;
- Definition of “Member” included, although it is defined in the Trading Policies, to assist those not as familiar with the trading activities of the Exchange;
- Reordering of the list in section 1.03(2);
- Commentary following section 1.04 has been deleted due to the finalization of the amendments to securities laws that were referenced therein as being under consideration;
- “knowledgeable” replaced with “informed” in Commentary in section 2.02(5);
- Section 5.07(3) moved to Commentary;
- Corrections for consistency - see heading of Part IV and section 4.01, 4.05, 4.07, 7.13 and 7.18;

and

- “takeover” replaced with “take-over” to conform to securities legislation.

Expected Date of Implementation of the Rule Amendments

NEO Exchange seeks to implement the Public Interest Rule Amendments in April, 2017. There is no urgency to the Housekeeping Rule Amendments and for convenience we would make them effective upon the same date as the Public Interest Rule Amendments.

Rationale for the Public Interest Rule Amendments and Relevant Supporting Analysis

1. Re: “Decision”

The proposed change to the definition of “Decision” in section 1.01 will ensure that, in all cases, including where documents and information are submitted but no explicit action or confirmation is required from the Exchange, there is a “Decision” that will allow a Listed Issuer or any other Person to be able to invoke the process for appeals of a decision.

2. Re: “Posting” and “Filing” Amendments

The concept of “Posting” was aimed at ensuring that certain documents required to be filed would also be published on the Exchange’s website. As a result, many documents were required to be both filed and “Posted”. Upon review, we believe that filing the required documents with the Exchange is sufficient and in that many instances the “Posting” requirement duplicates the filing requirements. In addition, the proposed changes eliminate the obligation to file some documents that have been made public through a filing on SEDAR or posted on the issuer’s website.

3. Re: Renaming of ETPs

In each clarification, the definition remains unchanged as the change relates to the terminology rather than the substantive meaning of the revised term. The proposed changes aim to assist in better distinguishing between corporate issuers, including SPACs, and manufacturers of investment products.

4. Re: Minimum Listing Standards

The proposed changes seek to clarify the operation of listing standards including the timing of when the particular standard must be met.

The proposed changes to the standards in section 2.02 are based on our assessment of how issuers’ needs are evolving and our continuous benchmarking against other exchanges’ standards in Canada and other jurisdictions:

- Adjustments to expected market value of the Public Float at time of listing under sections 2.02(3)(a) – Equity Standard and (c) – Market Value Standard are proposed as we believe that this still provides for enough depth to the market, while providing issuers with more flexibility around the amount to be available for Public Float;
- The shareholder equity requirement under section 2.02(3)(c) – Market Value Standard has been removed for already publicly listed issuers with a sustained market value of at or over

\$50,000,000 for the previous 90 days and maintained but reduced to \$2,500,000 if part of the \$50,000,000 is to be derived from a concurrent capital raise, to ensure a better distinction with the Equity Standard and allow users to benefit from the specific purpose of the Market Value Standard;

- The addition of a new Listing Standard – 2.02(3)(d) Assets and Revenue Standard, covers the scenario where an issuer has substantial assets and/or revenues, but lacks shareholder equity due to past circumstances and is seeking additional financing to restructure their business; and
- The proposed change to the investor relations requirement in section 2.02(5) shifts the focus of the requirement from analyst coverage to sufficient investor relation budget as future analyst coverage commitments may be difficult to evidence.

The proposed changes to sections 2.03, 2.04, 2.05 and 2.06 are intended to bring the minimum listing standards for ETPs in line with our competitors' standards.

The specific proposal to lower the Net Asset Value standard in section 2.03(2) from \$20,000,000 to \$10,000,000 is based on input from issuers and we believe it is appropriate to accommodate CEFs with a Net Asset Value of \$10,000,000.

The specific proposed revisions to the Net Asset Value standard in section 2.04(2) will eliminate the distinction between ETFs that are part of the group of funds and those that are not. We believe the distinction is unnecessary at present in the Canadian marketplace.

5. Re: Listing procedure and documentation

The revisions to sections 2.13 and 2.14 and the associated Listing Forms aim to streamline the application process, reduce the filing burden for potential issuers and differentiate the specific documents required for corporate issuers, ETP issuers and migrating issuers from other Canadian exchanges.

We propose to replace Form 2 – Listing Statement with clear instructions regarding the required offering documents. This is the purpose of the new definition of “Offering Document” under section 1.01 and explicit related requirements. Form 2 currently contains instructions with respect to the offering documents required by the Exchange as part of its listing application review process.

The revised requirements provide more specific guidance to corporate issuers, ETP issuers and issuers migrating from other Canadian exchanges as to the documentation required to commence and complete the listing application process. We believe that the proposed changes will result in a more transparent and streamlined listing application and approval process.

6. Re: Insiders

In order to simplify the insider reporting process and to reduce the filing burden on issuers, we are proposing to replace Form 5A – Notice of Change of Directors and Officers and Form 5B – Notice of Change of Independent Review Committee Member with Form 5 – Notice of Change of Insider. We believe that a single revised form will meet the Exchange's reporting requirements more efficiently. In order to implement the change, revisions to the definition of “Insider” in section 1.01 were required to capture individuals deemed to be insiders of an issuer by virtue of their office or position and exclude individuals deemed to be insiders by virtue of their ownership/voting rights where inapplicable due to the issuer's structure (i.e. investment funds).

7. Re: ETF creation and redemption

The proposed amendments to section 7.13 and Form 15 are aimed at streamlining the creation/redemption reporting process and tailoring the reporting requirements for ETF issuers and widely accepted industry practices. The proposed language clarifies the timing of the required filing. The revisions to Form 15 update the form to comport to the revised requirements in Section 7.13.

8. Re: SPAC

The Proposed SPAC Rules will provide SPAC issuers with a listing venue of choice. Our listing standards are designed to promote fairness and investor confidence in Canadian equity markets, while providing issuers with an exchange that will promote their success and growth. Our Proposed SPAC Rules are consistent with other SPAC listing rules and accepted practices.

9. Re: Changes to Part X relating to Investment Funds

The proposed changes make drafting adjustments for the purpose of additional clarity regarding the applicability of certain governance requirements to ETPs that are Investment Funds. The quorum requirement of one-third of the shareholders in section 10.01 has been replaced with a requirement to comply with the applicable corporate and securities law requirements. We believe that such a requirement will be effective in achieving the corporate governance objectives of the Exchange.

10. Re: Other Clarifications

We propose to replace certain references to “laws” with “legislation” where, in the context, the former was unnecessarily broad.

The proposed change to remove the reference to “Head of Listings” in Part XI of the Listing Manual is intended to eliminate unnecessary and potentially constraining references in the Listing Manual to the Exchange’s organizational structure. We believe that a more generic reference to the Exchange is sufficient for the purpose of providing notice to listed issuers that proscribed conduct will result in disciplinary action by the Exchange.

References to global certificates were included to reflect the evolution of the clearing and settlement process.

We received input that the reference in Section 8.01(c) regarding notification by Listed Issuers to the Exchange of all loans other than those by financial institutions was unnecessarily broad and, as a result, we have qualified that loans in the ordinary course on acceptable commercial terms would not trigger the notification requirement.

To provide flexibility to issuers, where consistent with applicable securities and corporate law requirements and the issuer’s constating documents, we propose to permit classes to be combined for voting purposes.

11. Re: Removal of Fee Schedule from Forms

We propose to remove the Fee Schedule from the Listing Forms. Substantive changes to the Fee Schedule are currently subject to a separate approval process under our recognition order. For the purpose of future amendments, a Fee Schedule published as a stand-alone document would help clarify the amendment process and make it easier to find.

Expected Impact on Market Structure, Members, Investors, Issuers and Capital Markets

There is no anticipated impact on the market structure of NEO Exchange or the capital markets generally, other than a positive one.

Many of the proposed changes relating to listing standards in Part II are similar to those implemented by the Toronto Stock Exchange (“TSX”). We believe that issuers of ETPs will benefit from more harmonized listing requirements among Canadian exchanges and a broader choice of listing venues.

The proposed SPAC rules are also similar to those in place at the TSX. By offering a SPAC issuer a choice of listing venue for its SPAC securities, NEO Exchange continues to encourage competition, confidence and participation in Canada’s capital markets for investors, issuers and dealers.

Impact on Exchange’s Compliance with Ontario Securities Law and on Requirements for Fair Access and Maintenance of Fair and Orderly Markets

The proposed Rule Amendments will not adversely impact the Exchange’s compliance with Ontario securities laws, including requirements for fair access and maintenance of fair and orderly markets. As indicated above, our listing standards are designed to achieve fairness and encourage investor confidence in Canada’s equity markets, while providing issuers with an exchange that will promote their success and growth. The bulk of the Rule Amendments seeks to provide additional clarity to our existing rules, streamline the listing process for new issuers and simplify the reporting requirements for listed issuers.

With respect to the proposed SPAC rules, similar to any public offering in Canada, issuers seeking to list securities on NEO Exchange will be required to comply with a robust set of rules that are consistent with and uphold the principles of securities legislation in Canada. Securities legislation in certain provinces and territories of Canada (for example, section 130 of the *Securities Act* (Ontario)) provides original purchasers of SPAC securities distributed under the initial public offering (“**SPAC IPO Security Holders**”) with the right to withdraw from an agreement to purchase securities where the initial public offering prospectus (the “**SPAC IPO Prospectus**”) and any amendment contains a misrepresentation or is not delivered to the SPAC IPO Security Holder, subject to certain limited conditions. This right of action is available provided such remedies are exercised by the SPAC IPO Security Holder within the time prescribed by securities legislation in the jurisdiction of the SPAC IPO Security Holder. However, securities legislation does not contemplate such remedies for rescission or damages for SPAC IPO Security Holders in respect of the securities issued under the Qualifying Transaction and the Exchange does not propose to include such obligations through its Proposed SPAC Rules.

Impact on the Systems of Members or Service Vendors

None of the Rule Amendments require members or service vendors to modify their systems.

New Rule

None of the Public Interest Rule Amendments are new and none introduce any material new feature.

Comments

Comments should be provided, in writing, no later than April 24, 2017 to:

Cindy Petlock
General Counsel & Corporate Secretary
Aequitas NEO Exchange Inc.
155 University Avenue, Suite 400
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e-mail: legal@aequin.com

with a copy to:

Market Regulation Branch
Ontario Securities Commission
20 Queen Street West, 22nd Floor
Toronto, ON M5H 3S8
e-mail: marketregulation@osc.gov.on.ca

Please note that, unless confidentiality is requested, all comments will be publicly available.

AEQUITAS NEO EXCHANGE

TEXT OF PROPOSED AMENDMENTS TO LISTING MANUAL

PART I DEFINITIONS, INTERPRETATION AND GENERAL DISCRETION

Section 1.01 Definitions

...

- (1) Unless otherwise defined or interpreted or the subject matter or context otherwise requires, every term used in the Exchange Requirements that is defined or interpreted in:

- (a) Ontario securities ~~law~~[legislation](#);

...

“**Accepted Foreign Exchange**” means an exchange that is not located within Canada and for which an issuer listed on such exchange has demonstrated that such exchange and the jurisdiction’s securities ~~laws~~[legislation](#) requirements are substantially similar to that of the Exchange and Ontario securities ~~laws~~[legislation](#).

...

“**Approved Bank**” means a bank listed in Schedule I or III of the Bank Act (Canada).

“**Average Daily Trading Volume**” means, with respect to a Normal Course Issuer Bid, the trading volume for a listed security on all marketplaces for the six months preceding the date of ~~Posting~~[Filing](#) of a Form 20A (excluding any purchases made under a Normal Course Issuer Bid, all marketplace purchases by the issuer of the listed security, a Person acting jointly or in concert with the issuer, and all purchases made under section 7.19(1)(b)) divided by the number of trading days during that period. If the securities have traded for less than six months, the trading volume on all marketplaces since the first day on which the security traded, which must be at least four weeks prior to the date of ~~Posting~~[Filing](#) of Form 20A.

...

“**Decision**” means:

- (1) any decision, direction, order, ruling, guideline or other determination of the Exchange or of the Market Regulator made in the administration of this Listing Manual; ~~or~~
- (2) [any instance where:](#)
- (a) [the Exchange requires a Listed Issuer to File materials in advance of a proposed transaction or other material change or event for which the requirements of the Listing Manual applies, and](#)
- (b) [the proposed transaction or other material change or event proceeds without communication from the Exchange \(written or otherwise\) as to its determination on the merits of the a proposed transaction or other material change or event.](#)

...

~~“ETP Debt Security” means an ETP that is a debt security.~~

~~“ETP Issuer” mean an issuer of an ETP.~~

“**Escrowed Funds**” means at least 90% of the gross proceeds raised in the SPAC IPO or subsequent rights offering by a SPAC and at least 50% of the underwriters’ commission relating to the SPAC IPO held in an escrow account.

...

“**Exchange Traded Fund**” or “**ETF**” means a “mutual fund” ~~for within~~ the purposes meaning of the Securities Act (Ontario), Canadian securities laws, the units of which are a-listed or quoted securities and are in continuous distribution ~~in accordance with applicable Canadian securities laws~~.

“**Exchange Traded Product**” or “**ETP**” means a ~~financial instrument that has the characteristics of a base instrument (such as a note, warrant or other instrument) with economic exposure to one or more reference asset(s), index(indices), portfolio(s), or combination thereof~~ CEF, ETF or Structured Product, including any other exchange traded Investment Fund.

“**File**” and “**Filing**” means to submit any required document to the Exchange electronically through a virtual data room or otherwise make available in the format indicated by the Exchange, including email, mail, courier or hand delivery.

Commentary:

The Exchange is recognized to carry on business as an exchange for the listing and trading of securities. A product may be considered a security if:

(1) The offeror receives payment of the purchase price on the delivery of the product (the listed security);

(2) The purchaser is under no obligation to make any additional payment beyond the purchase price as a margin deposit, margin, settlement or other such amount during the life of the product or at maturity; and

(3) The terms of the product do not include margin requirements based on a market value of its underlying interest.

Examples of products that are securities include: notes whose return is linked to the price increase of a reference portfolio or to an index, principal protected equity index linked notes, and interest coupons and notes without coupons based on debt securities of an issuer. An example of a product which is not a security is a listed option or a futures contract.

The Exchange may request the issuer to participate in consultations with the relevant regulators where questions regarding the nature of the product arise.

...

“**Founding Securities**” means securities of a SPAC held by its Founding Security Holders, excluding any securities purchased by Founding Security Holders under the IPO Prospectus, on the secondary market or under a rights offering by the SPAC.

“**Founding Security Holders**” means insiders and equity security holders of a SPAC prior to the completion of the IPO who continue to be insiders or equity security holders or both immediately after the IPO.

...

“**Insider**” means, ~~for a Listed Issuer:~~

(1) for a Listed Issuer that is not an Investment Fund, an officer, director or “insider” (within the meaning of the *Securities Act* (Ontario));

~~(1)~~(2) for a Listed Issuer that is an Investment Fund, an officer or director (within the meaning of the *Securities Act* (Ontario)) of the investment fund manager and the portfolio manager (if different from the investment fund manager) of the Listed Issuer;

~~(2)~~(3) a promoter of ~~the~~ a Listed Issuer;

~~(3) if the Listed Issuer is an Investment Fund:~~

~~(a) a director or officer of the investment fund manager of the Listed Issuer; and~~

~~(b) a member of the “independent review committee” (within the meaning of National Instrument 81-107 Independent Review Committees for Investment Funds) of the Listed Issuer;~~

(4) a Person identified as an Insider, individually or by virtue of their position, by an issuer;

...

“IPO” means initial public offering.

“Liquidation Distribution” means, in respect of a SPAC, the distribution of the Escrowed Funds to each existing security holder (other than the Founding Security Holders in respect of their Founding Securities and their Specified SPAC Securities) for each security held (other than warrants), on a pro rata basis net of any applicable taxes and direct expenses related to the distribution, if the Qualifying Transaction is not completed within the Permitted Time for Completion of a Qualifying Transaction.

...

“Member” means a Person that has executed a member agreement and been approved by the Exchange to access the Exchange Ssystems (as such term is defined in the Trading Policies), provided such access has not been terminated.

...

“Normal Course Issuer Bid” or “NCIB” means an issuer bid for a class of Listed Securities where the purchases over a 12-month period by the Listed Issuer or Persons acting jointly or in concert with the Listed Issuer and commencing on the date of PostingFiling of the documents required by Exchange Requirements, do not exceed the greater of:

- (1) 10% of the Public Float; or
- (2) 5% of the securities of the class outstanding,

as of the date of PostingFiling of the documents required by Exchange Requirements, excluding purchases under a formal issuer bid.

“Offering Document” means a prospectus, offering memorandum or other document that contains the disclosure required for the distribution of securities under securities legislation in Canada. For the purposes of the Listing Manual, “Offering Document” does not include a summary disclosure document made available by an ETF.

“Other Listed Issuer” means an issuer which, at the time of applying for the listing of a security, is has that security or one or more other securities listed on a Canadian recognized exchange-Recognized Exchange other than the Exchange, but which does not include an Accepted Foreign Exchange. Once an Other Listed Issuer has listed its securities on the Exchange, the issuer will become a Listed Issuer.

“Permitted Investments” means investments in the following: cash or in book-based securities, negotiable instruments, investments or securities which evidence:

- (1) obligations issued or fully guaranteed by the Government of Canada, the Government of the United States of America or any Province of Canada or State of the United States of America;
- (2) demand deposits, term deposits or certificates of deposit of an Approved Bank;
- (3) commercial paper directly issued by an Approved Bank; or
- (4) notes or bankers' acceptances issued or accepted by an Approved Bank.

“Permitted Time for Completion of a Qualifying Transaction” means a period not longer than 36 months after the date of closing of the IPO of a SPAC, or such shorter period that the SPAC specifies in its IPO Prospectus (provided that a period shorter than 36 months may be selected subject to one or more extensions, but such period as extended may not exceed such 36 month period in aggregate).

...

~~“Post” means to submit and “Posting” means submitting a Listed Issuer document or a document in prescribed electronic format to the Exchange so that it can be publicly displayed on the Listed Issuer’s page on the Exchange’s website, or otherwise made publicly available in electronic format as required by the Exchange.~~

“Principal Regulator” means the issuer’s principal regulator determined in accordance with Multilateral Instrument 11-102 *Passport System*.

...

“Qualifying Transaction” means the direct or indirect acquisition of assets or one or more businesses by a SPAC. For greater certainty, a Qualifying Transaction may include a merger or other reorganization or an acquisition of the SPAC.

“Recognized Exchange” means a Person recognized by a securities regulatory authority in Canada as an Exchange.

...

“Resulting Issuer” means the combined or new Person continuing or formed, respectively, as a result of a Qualifying Transaction.

...

“Special Purpose Acquisition Corporation” or “SPAC” means an issuer that does not have an operating business or a specific business plan or that has indicated that its business plan is to engage in a merger or acquisition of, by or with a business or businesses (without any binding agreement to do so at the time of the IPO final prospectus) within a specific period of time.

“Specified SPAC Securities” means unlisted securities of a SPAC purchased by its Founding Security Holders under the IPO Prospectus or under a rights offering by the SPAC and into which the SPAC’s listed securities are convertible or exercisable in the event of the completion of a Qualifying Transaction.

“Structured Product” means a financial instrument that has the characteristics of a base instrument (such as a note, warrant or other instrument) with economic exposure to one or more reference asset(s), index (indices), portfolio(s), or combination thereof, but is not an ETF or CEF.

Commentary:

The Exchange is recognized to carry on business as an exchange for the listing and trading of securities. A product may be considered a security if:

1. The issuer receives payment of the purchase price on the delivery of the product (the listed security).
2. The purchaser is under no obligation to make any additional payment beyond the purchase price as a margin deposit, margin, settlement or other such amount during the life of the product or at maturity, and
3. The terms of the product do not include margin requirements based on a market value of its underlying interest.

Examples of products that are securities include: notes whose return is linked to the price increase of a reference portfolio or to an index, principal protected equity index-linked notes, and interest coupons and notes without coupons based on debt securities of an issuer. An example of a product which is not a security is a listed option or a futures contract.

The Exchange may request the issuer to participate in consultations with the relevant regulators where questions regarding the nature of the product arise.

“Structured Product Issuer” mean an issuer of a Structured Product.

...

1.03 General Discretion of the Exchange

...

- (2) Without limiting the generality of the foregoing, the Exchange may consider the following factors when exercising its general discretion:

...

- (c) Characteristics of Underlying Assets of ETPs: Whether the CEF, ETF or Structured Product is suitable for listing on the Exchange having regard to the liquidity and transparency of the pricing of the underlying assets;
- (d) Characteristics of Issuer and Type of Security of Structured Products: Whether the Structured Product is suitable for listing on the Exchange having regard to the financial size of the Structured Product Issuer, and the nature of the security, including whether it is convertible;
- (e)(e) Liquid Market: Whether the conditions that promote a liquid and orderly market in the Listed Securities exist;
- (d) ~~Related Party Involvement: Whether the involvement of Related Parties in transactions of the issuer gives rise to concerns that the business of the issuer will not be conducted with integrity or due regard to the interests of shareholders;~~
- (e)(f) Review of Filings: Whether a review of public and other filings raise market integrity or public interest concerns, or concerns that the business of the issuer will not be conducted with integrity or due regard to the interests of shareholders; and
- (g) ~~Characteristics of Issuer, Type of Security and~~ Characteristics of Underlying Assets ~~Related Parties in transactions of CEFs and ETFs: For CEFs and ETFs, whether the CEF or ETF is suitable for listing on the Exchange having regard to the liquidity and transparency of the pricing of the underlying assets; issuer will not be conducted with integrity or due~~ Related Parties in transactions of CEFs and ETFs: For CEFs and ETFs, whether the CEF or ETF is suitable for listing on the Exchange having regard to the liquidity and transparency of the pricing of the underlying assets; issuer will not be conducted with integrity or due

~~Underlying Assets of ETPs: For ETPs, whether the ETP is suitable for listing on the Exchange having regard to the financial size of the ETP Issuer, the nature of the security including whether it is convertible, and the liquidity and transparency of the pricing of the underlying assets~~ interests of shareholders.

- (3) The Exchange may request any other documentation or information as part of the ~~initial original~~ and ongoing listing requirements ~~so that it may~~ in order to confirm that the ~~Listed Issuer~~ issuer is suitable for listing and/or meeting Exchange Requirements.

Section 1.04 Compliance with Canadian Securities Laws ~~Legislation~~

A Listed Issuer will be subject to Canadian securities ~~laws~~ legislation as a reporting issuer that is not a “venture issuer” and that is a “non-venture issuer” and must meet those requirements.

Commentary deleted

PART II ~~ORIGINAL~~ INITIAL LISTING REQUIREMENTS

Section 2.01 General

- (1) This part of the Manual is applicable to issuers seeking to list a class or series of securities on the Exchange.

Commentary:

Listed Issuers that wish to issue additional Listed Securities through a Prospectus or Private Placement Offering should refer to the requirements set out in Part VII.

Listed Issuers that wish to ~~supplement~~ substitute a class of Listed Securities with a different class of securities should refer to the requirements set out in Part VII.

- (2) The Exchange has set out minimum listing standards for:
- (a) ~~general~~ Corporate issuers ~~and investment issuers;~~ (including SPACs);
- ...
- (d) ~~ETP Issuers;~~ Structured Products.

Commentary:

With respect to an application (or proposed application) to list securities of a CEF or ETF, or to list ~~ETP securities~~ a Structured Product, where the securities: (i) introduce novel characteristics or features into the Canadian capital markets...

Section 2.02 Minimum Listing Standards – ~~General~~ Corporate Issuers

...

- (2) *Minimum Price* – \$2 per security, unless the applicant is an Other Listed Issuer or is listed on an Accepted Foreign Exchange.
- (3) *Issuer Criteria* – An applicant must demonstrate at the time of the application to list on the Exchange that it meets or will, at the time of listing, ~~Meet~~ the requirements of at least one of the following categories:
- (a) Equity Standard:
- (i) Shareholders’ equity of at least \$5,000,000,

- ~~(i) Market value of Public Float of \$15,000,000, and~~
- (ii) An operating history of at least ~~2~~two years; and
- (iii) Expected market value of Public Float of at least \$10,000,000 or

(b) Net Income Standard:

- ~~(i) Shareholders' equity of \$4,000,000, and~~
- ~~(ii) Market value of Public Float of \$5,000,000, and~~
- (i) Net income ~~of at least \$750,000~~ from continuing operations in ~~its~~the last fiscal year; or in two of ~~its~~the last three ~~fiscal~~ years,
- (ii) Shareholders' equity of at least \$~~750~~2,500,000; and
- (iii) Expected market value of Public Float of at least \$5,000,000 or

(c) Market Value Standard:

- ~~(i) Shareholders' equity of \$5,000,000,~~
- (i) Market value of ~~all securities of at least \$50,000,000, based on either~~
 - ~~(A) the market value of securities listed (~~or to be listed~~) on ~~the~~a Recognized Exchange, ~~another Canadian marketplace~~ or an Accepted Foreign Exchange of \$50,000,000, and ~~or both, or~~~~
 - ~~(ii) Market value of Public Float of \$15,000,000.~~
 - (B) ~~Where the Market Value Standard is used,~~ amount derived from combining the market value of securities listed on a Recognized Exchange or an Accepted Foreign Exchange or both and an additional offering of securities concurrent with the listing application, where the market value of the securities ~~on the other exchange(s) under both (A) and (B) must meet the applicable requirements~~ have been maintained for at least 90 consecutive trading days ~~prior to the listing~~ before the date of the application to list on the Exchange.
- (ii) Shareholders' equity of at least \$2,500,000, if the market value standard is met under (i)(B), and
- (iii) Expected market value of Public Float of at least \$10,000,000 or

(d) Assets and Revenue Standard:

- (i) Total assets and total revenues of at least \$50,000,000 each in the last fiscal year or in two of the last three fiscal years, and
- (ii) Expected market value of Public Float of at least \$5,000,000.

...

- (5) ~~Analyst Coverage / Investor Relations / Analyst Coverage Requirement – At least one of An annual investor relations budget of at least \$50,000, unless the following: The commitment of issuer can demonstrate that~~ at least one Qualified Analyst ~~to has covered in the preceding year or will~~ cover the security for a period of at least one year and ~~to has issued or will~~ issue one or more research reports (as defined in Rule 3400 of the IROC dealer member rules); ~~or~~.

- ~~(a) An investor relations budget of at least \$50,000 per year for a period of at least one year.~~

Commentary:

The Exchange will review the proposed plan to allocate the investor relations budget to confirm it is being used to provide information which facilitates ~~knowledgeable~~ informed investment decisions...

- (6) ~~Investment Issuer – SPACs – Subsections 2.02(3), (4) and (5) do not apply to a SPAC.~~ An issuer that ~~does not have an operating business may~~ is a SPAC must meet the following standards to qualify for listing on the Exchange ~~where:~~

- ~~(a) the issuer is not an Investment Fund;~~

- (b) ~~the issuer has adopted an investment policy setting out the issuer's policy in relation to asset allocation and risk diversification which has:~~
 - ~~(i) been approved by shareholders, and~~
 - ~~(ii) been disclosed in the issuer's Listing Statement or has otherwise been Posted and filed on SEDAR; and~~
- ~~(a) the issuer satisfies the expected market value of Public Float of at least \$30,000,000 at time of listing; and~~
- ~~(c)(b) the criteria set out prescribed in this section, ~~provided that the issuer is not required to satisfy: 10.17.~~~~
 - ~~(i) the operating history criteria set out in section 2.02(3)(a)(iii), if applying under the Equity Standard, and~~
 - ~~(ii) the analyst coverage / investor relations requirement set out in section 2.02(5).~~

...

(7) Supplemental Listings

- (b) *Preference Shares* – Preference Shares issued by a Listed Issuer or an Other Listed Issuer must have a Public Float of at least 150,000 shares held by at least 150 Public Security Holders, each holding at least ~~100 shares~~ a Board Lot; and

...

Section 2.03 Minimum Listing Standards ~~for~~ Closed End Funds

...

- (2) *Net Asset Value* – A CEF must have a net asset value of at least \$~~20~~10,000,000.
- (3) ~~Calculation~~ Publication of *Net Asset Value* – A CEF must provide the Exchange with a representation that the net asset value will be ~~calculated and~~ made publicly available each business day.

Section 2.04 Minimum Listing Standards ~~for~~ Exchange Traded Funds

- (1) *Distribution* – There must be at least ~~100~~50,000 securities outstanding prior to the commencement of trading on the Exchange.
- (2) *Net Asset Value* – An ETF must have a net asset value of at least \$~~2,000,000, unless it is an ETF with a net asset value of at least \$1,000,000 and is part of a group of Investment Funds that are managed by the same Investment Fund manager, all of which are listed or are to be listed on the Exchange or another Canadian exchange, and the group has a net asset value of at least \$10~~1,000,000.
- (3) ~~Calculation~~ Publication of *Net Asset Value* – An ETF must provide the Exchange with a representation that the net asset value will be ~~calculated and~~ made publicly available each business day.

Section 2.05 Minimum Listing Standards ~~for Exchange-Traded~~ Structured Products

...

- (2) *Minimum Public Float Value* – \$~~4~~1,000,000.

For some ~~ETPs~~ Structured Products, the distribution or Public Float of the ~~ETP~~ Structured Product may not be relevant to the Exchange's review, for example, where the ~~ETP~~ Structured Product is convertible into the underlying securities or asset, or into cash. In such cases, the Exchange's review will focus on the ~~ETP~~ issuer and the liquidity (directly, or in the case of an index or portfolio, indirectly) of the underlying assets and/or securities...

- (3) *Assets of ~~ETP~~the Structured Product Issuer – ~~The ETP~~A Structured Product Issuer must have assets in excess of \$100,000,000.*
- (4) *Other ~~ETP Issuer Criteria~~The ETP Requirements – A Structured Product Issuer must (i) be, or be an affiliate of, a Listed Issuer, Other Listed Issuer or Foreign Issuer, or (ii) be a trust company, asset manager or financial institution with substantial capital, surplus and experience.*
- (5) *CalculationPublication of Net Asset Value – ~~Where appropriate for the particular ETP, the ETP~~A Structured Product Issuer must provide the Exchange with a representation that the net asset value will be ~~calculated and~~ made publicly available each business day.*

Section 2.06 Minimum Listing Standards ~~for ETP~~Debt Securities ~~–~~Based Structured Products

- (1) *Minimum Distribution – Public Float of 1,000,000 securities together with a minimum of 300 Public Security Holders each holding at least ~~a Board Lot, or a minimum of 300 Public Security Holders~~ each holding at least \$1,000 of ETP Debt Securities the debt-based Structured Product.*
- (2) *Minimum Public Float Value – \$~~41~~1,000,000.*

Commentary:

For some ~~ETP Debt Securities~~debt-based Structured Products, the distribution or Public Float ~~of the ETP Debt Security~~ may not be relevant to the Exchange’s review, for example, where the ~~ETP Debt Security~~ Structured Product is convertible into the underlying securities or asset, or into cash. In such cases, the Exchange’s review will focus on the ~~ETP Structured Product~~ Issuer and the liquidity (directly, or in the case of an index or portfolio, indirectly) of the underlying assets and/or securities...

...

- (4) *Not Convertible Debt – The issue must not be convertible debt of the ETP Structured Product Issuer of a type contemplated in ~~section~~ paragraph 2.02(7)(c).*
- (5) *Assets of ETP Structured Product Issuer – ~~The ETP~~A Structured Product Issuer must have assets in excess of \$100,000,000.*
- (6) *Tangible Net Worth of ETP Structured Product Issuer – ~~The ETP~~A Structured Product Issuer must have a minimum tangible net worth in excess of \$100,000,000.*
- (7) *Other ~~ETP Issuer Criteria~~The ETP Requirements – A Structured Product Issuer must (i) be, or be an affiliate of, a Listed Issuer, Other Listed Issuer or Foreign Issuer, or (ii) be a trust company, asset manager or financial institution with substantial capital, surplus and experience.*
- (8) *CalculationPublication of Net Asset Value – ~~Where appropriate for the particular ETP Debt Security, the ETP~~The Structured Product Issuer must provide the Exchange with a representation that the net asset value will be ~~calculated and~~ made publicly available each business day.*

...

Section 2.08 Other Listed Issuers

- (1) An Other Listed Issuer can apply to list its securities on the Exchange by following the procedures set out in this Part. Upon acceptance, the Other Listed Issuer will become a Listed Issuer and subject to all of the provisions of this Listing Manual unless explicitly exempted by the Exchange ~~and, notwithstanding~~ Notwithstanding anything else herein, such issuer must contemporaneously File all documents filed with the other ~~Canadian recognized exchange~~ Recognized Exchange with the Exchange ~~(and Post such documents~~ as required by this Listing Manual).

...

Commentary:

...

Where an exemption has been granted to the Other Listed Issuer by ~~the Canadian~~ another Recognized Exchange on which its securities are listed, the Exchange will not automatically grant a similar exemption...

Section 2.09 Foreign Issuers

- (1) A Foreign Issuer can apply to list its securities on the Exchange by following the procedures set out in this Part. Upon acceptance, the Foreign Issuer is subject to all of the provisions of this Listing Manual unless explicitly exempted by the Exchange and, notwithstanding anything else herein, such issuer must contemporaneously File all documents filed with the Accepted Foreign Exchange with the Exchange (~~and Post such documents~~ as required by this Listing Manual), translated if necessary into English and/or French.

Commentary:

Foreign Issuers are subject to all applicable Canadian securities ~~laws~~legislation unless exemptions are obtained from the relevant securities commission(s).

An exemption may be granted from the Listing Manual where the Exchange is satisfied that the issuer is subject to a substantially similar regulatory and exchange listing regime as in Canada, as well as similar requirements as those contained in this Listing Manual.

The Exchange may require a Foreign Issuer to establish that its original listing jurisdiction has substantially similar requirements to those required by the Exchange Requirements and Ontario securities ~~laws~~legislation, and may require that the Foreign Issuer provide a legal opinion or other documentation in support of an exemption from the Listing Manual. The Exchange may publish additional guidance concerning the availability of exemptions from the Listing Manual for Foreign Issuers, and may publish a list of Accepted Foreign Exchanges.

...

Section 2.12 Escrow

- (1) An issuer other than an ETP, applying for listing in conjunction with an initial public offering must have an escrow agreement with its principals that complies fully with the requirements of National Policy 46-201 *Escrow for Initial Public Offerings* (“NP 46-201”) respecting established issuers.
- (2) A SPAC applying for listing in conjunction with an initial public offering must have an escrow agreement with its Founding Security Holders that complies fully with the requirements of NP 46-201 respecting established issuers and that defines the listing date, for purposes of the release of escrowed securities, as the date of closing of a Qualifying Transaction of the respective SPAC.

...

Section 2.13 Listing Application – Procedure

- (1) The application for listing must include the following:
 - (a) ~~two duly~~an executed Listing Agreements (Form 1);

Commentary:

~~An issuer~~A Listed Issuer is not required to ~~submit~~File a ~~new~~Listing Agreement if the ~~issuer~~Listed Issuer has previously ~~submitted~~Filed a Listing Agreement ~~to~~with the Exchange and ~~such Listing Agreement~~it continues to be effective.

- (b) a ~~completed~~draft (initial) Listing Application (Form 1A or Form 1B, as applicable)...

- (c) a draft ~~Listing Statement (Form 2)~~ Offering Document (including financial statements approved by the proposed Listed Issuer's board of directors and its audit committee, as applicable);

Commentary:

A Foreign Issuer may submit to the Exchange its most recent up-to-date public offering document that is compliant with the securities laws of its jurisdiction and substantially similar to ~~a Listing Statement~~ one or more Offering Documents in lieu of ~~a Listing Statement~~ such Offering Document.

~~Although the Foreign Issuer may use its most recent up-to-date public offering document as a substitute to the Listing Statement, the Foreign Issuer will become a reporting issuer under Canadian securities legislation upon the listing of its securities on the Exchange and, as such, will be subject to Canadian continuous disclosure requirements unless specifically exempted therefrom by the applicable Canadian securities regulatory authority.~~

...

Commentary:

An Insider of a proposed Listed Issuer does not have to provide a Personal Information Form (Form 3) to the Exchange if the Insider has submitted a form substantially similar to a Personal Information Form in respect of an Other Listed Issuer to ~~a Canadian exchange other than the~~ another Recognized Exchange within the past 36 months, but must submit a Declaration (Form 3B), and attach a copy of the personal information form submitted to that other ~~Canadian~~ Recognized Exchange, upon which the Exchange will conduct its own background checks based on the information provided or such other information as requested by the Exchange.

The Personal Information Form requirement is not applicable for a supplemental listing of securities of a Listed Issuer.

- (e) such other documentation as the Exchange may require to assess the issuer's qualification for listing or to support the disclosures made in the ~~Listing Statement~~ Offering Document and other documents ~~ation f~~ iled in connection with the Listing Application; and
- (f) any applicable fees ~~the application fee plus applicable taxes.~~
- (2) Paragraph 2.13(1)(c) does not apply to Other Listed Issuers.
- (3) In addition to the information required in subsection 2.13(1), an Other Listed Issuer applying to migrate an ETP to the Exchange must provide the following documents or the date on which each respective document was posted on SEDAR:
- (a) its most recent report of its independent review committee;
- (b) its most recently filed:
- (i) Offering Document or annual information form and all materials incorporated by reference in the prospectus or annual information form,
- (ii) annual financial statements and interim financial reports,
- (iii) annual and interim management reports of fund performance; and
- (c) any press releases issued since the date of the most recently filed Offering Document or annual information form up to the date of the filing of Form 1B.

- (4) In addition to the information required in subsection 2.13(1), an Other Listed Issuer applying to migrate securities listed on a Recognized Exchange to the Exchange must provide the following documents or the date on which each respective document was posted on SEDAR:
- (a) its most recently filed:
 - (i) Offering Document or annual information form, and all materials incorporated by reference in the prospectus or annual information form,
 - (ii) annual financial statements and interim financial reports; and
 - (b) any press releases issued since the date of the most recently filed Offering Document or annual information form up to the date of the filing of Form 1A.
- (5) Following its review, the Exchange may conditionally approve, defer or decline the application ~~fee~~ plus applicable taxes.

Commentary:

The Exchange will use its best efforts to review the application in a timely manner with due regard to any schedule for filing ~~a prospectus~~ an Offering Document.

~~(3) — Following its review, the Exchange may conditionally approve the issuer, defer or decline the application~~

...

- (8) Ontario securities law prohibits a Person with the intention of effecting a trade in a security from making any representation that a security will be listed on a stock exchange, or that application has been or will be made to list the security on a stock exchange unless ~~(a):~~
- (a) an application has been made to list the security and other securities issued by the same issuer are already listed on an exchange; or ~~(b) the~~
 - (b) an exchange has granted conditional approval to the listing, or has otherwise consented to the representation. An issuer that has been conditionally approved for listing by the Exchange may ~~use~~ include in its final Offering Document a statement substantially similar to the following ~~language in its final prospectus or offering document, but only in its entirety:~~

~~“The Aequitas NEO Exchange Inc.~~ has conditionally approved the listing of these securities. Listing is subject to the ~~Listed Issuer issuer~~ fulfilling all of ~~Aequitas NEO Exchange Inc.’s the Exchange’s~~ listing requirements on or before [*date stipulated by the Exchange*], including the minimum distribution requirements.”

Commentary:

The Exchange will also advise the relevant securities commission(s) of the conditional approval.

Section 2.14 Final Documentation Required for Final Approval

- (1) ~~The issuer~~ All issuers must submit the following documentation, as applicable, for final listing approval and posting of ~~its~~ securities for trading on the Exchange:
- (a) a completed ~~(final)~~ Listing Application (Form 1A or Form 1B, as applicable)...;

- (b) ~~one originally~~ an executed copy of the ~~Listing Statement (Form 2) dated within three business days of the date it is~~ final Offering Document for which a final receipt required in section (1)(d) below has been issued and a blackline to the preliminary Offering Document submitted; with the initial listing application;

Commentary:

Although a Foreign Issuer may ~~submit to the Exchange its most recent up-to-date public offering document which is compliant with the securities laws of its jurisdiction and substantially similar to a Listing Statement in lieu of a Listing Statement.~~

Although the Foreign Issuer may use File its most recent up-to-date public offering document as a substitute to the ~~Listing Statement~~ Offering Document, the Foreign Issuer will become a reporting issuer under Canadian securities legislation upon the listing of its securities on the Exchange...

- (c) a copy of a notice from the Clearing Corporation confirming the CUSIP number assigned to the proposed Listed Security;
- (d) if the proposed Listed Securities are to be listed upon conclusion of a public offering, a copy of the receipt(s) for the final Offering Document;
- (e) a letter from the transfer agent stating that it has been duly appointed as transfer agent and registrar for the issuer;
- (e)(f) if the issuer is not seeking to list an ETP, an opinion of counsel ~~stating~~ that the ~~proposed Listed Issuer~~ issuer:
- (i) is in good standing under and not in default of its applicable ~~corporate law (or equivalent in the case of non-corporate issuers); governing statute,~~
- (ii) is (or will be) a reporting issuer or equivalent under the securities legislation of **[state applicable jurisdictions]** and is not in default of any ~~securities law requirement of any jurisdiction in which it is a reporting issuer or equivalent;~~ applicable requirements under such securities legislation.
- ...
- ~~(ii) — has taken all necessary corporate action to authorize the execution, delivery and performance of the Listing Agreement (Form 1) and that the Listing Agreement has been duly executed and delivered by the proposed Listed Issuer and constitutes a legal, valid and binding obligation of the proposed Listed Issuer, enforceable against the proposed Listed Issuer in accordance with its terms (or equivalent in the case of non-corporate issuers);~~
- (iv) ~~an opinion of counsel~~ that all proposed Listed Securities that are issued and outstanding or that may be issued upon conversion, exercise or exchange of other issued and outstanding securities are or will be duly issued and are or will be outstanding as fully paid and non-assessable securities (or equivalent in the case of non-corporate issuers);
- (g) if the issuer is seeking to list an ETP, an undertaking to provide an opinion of counsel as soon as practicable after closing, but in any event within ten (10) days of the listing, stating that:
- (i) the ETP is validly created or is a valid and subsisting ETP, as applicable,
- (ii) all proposed Listed Securities have been legally created and allotted and are issued and outstanding as fully paid, and

- (iii) the trust is validly created and existing and in good standing under the laws of the jurisdiction under which the trust is formed or created, as applicable;
 - (h) any applicable fees; and
 - (i) such other documentation as the Exchange may require.
- (2) In addition to the final documentation set out in subsection (1) above, a corporate issuer must submit the following documentation for final listing approval and posting of its securities for trading on the Exchange:
- (a) a certificate of the applicable government authority (e.g. certificate of compliance) that the proposed Listed Issuer is in good standing ~~under and not in default of applicable corporate law (or equivalent in the case of non-corporate issuers); and~~
 - ~~(c) a copy of the written notice from the Clearing Corporation confirming the CUSIP number assigned to the proposed Listed Security;~~
 - ~~(d)(e) if the proposed Listed Securities are to be listed upon conclusion of a public offering, a copy of the receipt(s) for the (final) prospectus;~~
 - ~~(d) a letter from the transfer agent stating the total number of proposed Listed Securities issued and outstanding;~~
 - (b) a definitive specimen of the security certificate or a global certificate representing all the outstanding securities of the class or series of securities to be listed, as applicable.
 - ~~(e) such other documentation as the Exchange may require; and~~
 - ~~(f) the balance of the listing fee plus applicable taxes.~~
- ~~(2) Forthwith following final approval of the listing by the Exchange, the Listed Issuer must Post the following documents:~~
- ~~(a) the Listing Statement (Form 2); and~~
 - ~~(b) unless filed on SEDAR, the documents required to be filed by Part 9 of National Instrument 41-101 General Prospectus Requirements or Part 4 of National Instrument 44-101 Short Form Prospectus Distributions, as applicable.~~
- ~~(2)~~(3) If the Listed Issuer has offered an over-allotment option, the Listed Issuer must submit a Form 14C within ~~30~~10 days after the option is exercised.

~~Section 2.15 Documents Filed on SEDAR~~

~~The final version of the Listed Issuer's Listing Statement (Form 2) must be filed on SEDAR.~~

- (4) Paragraph (1)(b) does not apply to an Other Listed Issuer in the course of migrating one or more of its securities, including ETPs, from a Recognized Exchange to the Exchange.
- (5) Subsection (2) does not apply to a corporate Other Listed Issuer in the course of migrating its securities from a Recognized Exchange to the Exchange.

PART III CONTINUOUS LISTING REQUIREMENTS

Section 3.01 Continuous Listing Requirements – Corporate Issuers

(1) Distribution – Public Float of at least 500,000 securities together with a minimum of 150 Public Security Holders each holding a Board Lot;

...

(3) *Minimum Standards* – At least one of the following criteria must be met:

- (a) Shareholders' equity of at least \$2,500,000;
- (b) Net income from continuing operations of at least \$375,000; ~~or~~
- (c) Market value of Listed Securities of at least \$25,000,000; or
- (d) Assets and revenue of at least \$25,000,000 each.

...

(5) ~~*Analyst Coverage / Investor Relations*~~ / Analyst Coverage Requirement: ~~At – An annual investor relations budget of at least one of \$50,000, unless the following security is required: covered by The commitment of at least one Qualified Analyst to cover the security for a period of at least one year and to who has issued or will issue one or more research reports (as defined in Rule 3400 of the IROC dealer member rules); or) in the current year. An investor relations budget of at least \$50,000 per year.~~

Section 3.02 Continuous Listing Requirements – ~~CEF~~ Closed End Funds

(1) *Distribution* – Public Float of at least 500,000 securities together with a minimum of 150 Public Security Holders each holding a Board Lot...

Section 3.03 Continuous Listing Requirements – ~~ETF~~ Exchange Traded Funds

- (1) *Distribution* – Public Float of at least 50,000 securities;
- (2) *Net Asset Value* – A net asset value of at least ~~\$1,000,000 (or \$500,000 if the Listed Issuer was listed as part of a group of Investment Funds); and~~
- (3) *Calculation of Net Asset Value* – An ETF must be in compliance with its net asset value calculation requirements ~~and~~.

Section 3.04 Continuous Listing Requirements – ~~ETP~~ Structured Products

(1) *Distribution* – Public Float of at least 500,000 securities together with a minimum of 150 Public Security Holders each holding a Board Lot...

(2) Minimum Public Float Value – ~~\$2,000~~ 500,000;

...

Section 3.05 Continuous Listing Requirements – ~~ETP Debt Security~~ -Based Structured Products

(1) Distribution – Public Float of at least 500,000 securities together with a minimum of 150 Public Security Holders each holding ~~a Board Lot~~ at least \$1,000 of the debt-based Structured Product;

(2) Minimum Public Float Value – ~~\$2,000~~ 500,000;

Commentary:

For some ~~ETP Debt Securities~~ debt-based Structured Products, the distribution or Public Float of the ~~ETP Debt Securities~~ Structured Product may not be relevant for the purposes of the continuous listing requirements. See the Commentary following section 2.06(2).

- (3) ~~ETP Issuer~~ Other Criteria – The ~~ETP~~ Structured Product Issuer must continue to satisfy the requirements set out in sections 2.06(5) ~~and~~ (6) and ~~2.06(7); and~~
- (4) Calculation of Net Asset Value – The Structured Product Issuer must be in compliance with its net asset value calculation requirements.

PART IV. ONGOING REQUIREMENTS ~~AND POSTING REQUIREMENTS~~

Section 4.01 Changes to ~~Directors, Officers and Independent Review Committee Members~~ Insiders

- (1) Listed Issuers, ~~other than ETP Issuers and issuers of CEFs and ETFs~~, must ~~Post~~ promptly File a Notice of Change of Directors and Officers Insider (Form 5) upon any change ~~in the directors or officers of Insiders~~ of the Listed Issuer.
- ~~(1) Listed Issuers that are Investment Funds~~ In accordance with section 4.01(5) below, a Listed Issuer must ~~Post a Notice of Change of Independent Review Committee Member (Form 5B) upon any change in the members of the independent review committee of the Listed Issuer.~~

~~4.02 Insiders~~

- (2) ~~Every new Insider of a Listed Issuer must submit~~ File a Personal Information Form (Form 3) or a Declaration (Form 3A or 3B, as applicable) on behalf of every new Insider within 10 business days of their becoming an Insider of a Listed Issuer.

...

- (5) ~~An Insider of a~~ Listed Issuer does not have to ~~provide~~ File a Personal Information Form (Form 3) ~~to the Exchange on behalf of an Insider~~ if that Insider has submitted a form substantially similar to a Personal Information Form in respect of an Other Listed Issuer to ~~a Canadian exchange other than the another Recognized~~ Exchange within the past 36 months, but must ~~submit~~ File a Declaration (Form 3B) on behalf of the Insider and attach a copy of the personal information form submitted to that other ~~Canadian exchange~~ Recognized Exchange, upon which, the Exchange will conduct its own background checks based on the information provided or such other information as requested by the Exchange.

Section 4.03 Dematerialized Securities

Where the issuer proposes to list non-certificated securities, the Issuers must make arrangements acceptable to the Clearing Corporation so that all trades in Listed Securities are cleared and settled on a book-entry only basis.

Section 4.04 Filing Fees

Upon the occurrence of an event or closing of a transaction for which a filing fee is applicable, the Listed Issuer must submit the applicable filing fee ~~plus~~ (including applicable taxes,) as set out in the fee schedule published by the Exchange. Receipt of the applicable filing fee is a pre-requisite to the ~~listing~~ posting for trading of any securities issued pursuant to the event or transaction.

~~Section 4.06 Posting Officer~~

~~(1) — A Listed Issuer must designate at least one individual to act as its Posting officer and at least one backup. The Posting officers are responsible for making all of the Postings required under the Exchange Requirements.~~

~~(2) — A Listed Issuer may Post documents through the facilities of a third party service provider approved by the Exchange.~~

~~Section 4.07 — Postings~~

Section 4.05 — Confidentiality of Filings

The Exchange may, in its discretion, make any Form submitted by Listed Issuer publically available. A Listed Issuer may request from the Exchange that a document or notice required to be ~~Posted~~Filed be marked as confidential and not accessible for public dissemination or review. If a Listed Issuer requests confidentiality, it must advise the Exchange in writing within 10 days of the Filing if it believes that the document or notice should remain confidential and every 10 days thereafter until the document or notice is ~~Posted~~Filed.

Section 4.06 — General Dissemination of Material Information and Selective Disclosure

Listed Issuers are reminded that ~~Posting~~Filing with the Exchange is not equivalent to general dissemination of Material Information. Listed Issuers should take care to ensure that Material Information contained in a ~~Posting~~Filing is generally disclosed in accordance with applicable securities laws and Part V of this Listing Manual. Where a ~~Posting will contain~~Filing contains Material Information, a press release disclosing such Material Information should be generally disclosed in advance of the ~~Posting~~Filing in compliance with a Listed Issuer's ~~selective~~ disclosure obligations under Canadian securities legislation.

Section 4.07 — Documents Required to Be Filed ~~and Posted~~

(1) In addition to the Filing requirements set out elsewhere in this Listing Manual, every Listed Issuer, other than an ETF or CEF must promptly File the following documents with the Exchange ~~every material document (i) required:~~

(a) In respect of the Listed Issuer's fiscal year end:

(i) annual financial statements, together with annual management's discussion and analysis,

(ii) annual information form, and

(iii) quarterly updates (Form 6) current as of the last day of the relevant quarter, to be Filed concurrently with a Listed Issuer's annual financial statement; and

(b) In respect of the Listed Issuer's fiscal quarter end:

(i) interim financial statements, together with interim management's discussion and analysis, and

(ii) quarterly updates (Form 6) current as of the last day of the relevant quarter(s), to be ~~filed with any securities regulatory authority for a jurisdiction in which it is~~Filed concurrently with a ~~reporting issuer or equivalent; or (ii) to be delivered to security holders of a Listed Issuer~~Listed Issuer's interim financial statements.

(2) In addition to the ~~Posting~~Filing requirements set out elsewhere in this Listing Manual, every ~~Listed Issuer~~ETF and CEF must promptly ~~Post~~File the following documents with the Exchange:

(a) In respect of the Listed Issuer's fiscal year end:

- (i) annual financial statements, together with annual management’s discussion and analysis or annual management report on fund performance, as applicable, and
 - ~~(ii) — annual information form; and~~
 - (ii) ~~quarterly updates (a Form 6) current as of the last day of the relevant quarter,~~ to be ~~Posted~~Filed concurrently with a Listed Issuer’s annual financial statement; and
- (b) In respect of the Listed Issuer’s ~~fiscal quarter end~~semi-annual filing:
- (i) interim financial statements, together with interim ~~management’s discussion and analysis or interim~~ management report on fund performance, as applicable, and
 - (ii) ~~quarterly updates (a Form 6) current as of the last day of the relevant quarter,~~ to be ~~Posted~~Filed concurrently with a Listed Issuer’s ~~interim~~semi-annual financial statements.
- (3) A Listed Issuer must promptly ~~File or Post~~ such other documentation as the Exchange may request from time to time in its discretion, in each case in connection with the maintenance of the listing of the Listed Securities on the Exchange.

...

PART V TIMELY DISCLOSURE

Section 5.01 Introduction

- (1) This Manual is not an exhaustive statement of the timely and continuous disclosure requirements applicable to Listed Issuers. Listed Issuers must comply with all applicable requirements of Canadian securities legislation. In particular, mining issuers must comply with the additional disclosure requirements of National Policy 43-101 *Standards of Disclosure for Mineral Projects*. Oil and gas issuers must comply with the additional disclosure requirements of National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities*. All Listed Issuers must comply with National Policy 51-201 *Disclosure Standards* and, if applicable, section 11.2 of NI 81-106 *Investment Fund Continuous Disclosure*.

...

Commentary:

A ~~Listed Issuers~~ should establish a clear written disclosure policy and insider trading policy to help it and its directors, officers and employees comply with their obligations under both securities ~~laws~~legislation and the Listing Manual...

...

Commentary:

Given the element of judgment involved, Listed Issuers are encouraged to review applicable securities ~~laws~~legislation, as well as consult with the Market Regulator, on a confidential basis at an early stage to determine whether a particular event gives rise to Material Information.

...

Section 5.05 Dissemination ~~and Posting~~ of Material Information

...

- (3) A Listed Issuer must ~~Post~~File all news releases (and other Material Information that is disseminated) with the Exchange and may also ~~file them~~disclose this information on its own website. This is not, however, an acceptable means of general dissemination. Listed Issuers must be careful they do not

publish their press release on a website before it has been generally disseminated by a full-text service.

...

Section 5.07 Trading Halts for the Dissemination of Information

...

~~(3) — A trading halt does not reflect on the reputation of the issuer or its management. Trading is halted for positive developments as well as negative ones.~~

Commentary:

A trading halt does not reflect on the reputation of the issuer or its management. Trading is halted for positive developments as well as negative ones.

Section 5.09 Maintaining Confidentiality

...

- (5) At any time when Material Information is being withheld from the public, the Listed Issuer ~~is under a duty to~~ must take all necessary precautions to keep such information ~~completely~~ confidential. ~~Such~~ Confidential information should not be disclosed to any of the Listed Issuer's officers, employees or advisers, except in the necessary course of business. The directors, officers and employees of a Listed Issuer should be reminded on a regular basis that confidential information obtained in the course of their duties must not be disclosed.

...

PART VI DIVIDENDS OR OTHER DISTRIBUTIONS

The term “Post” is replaced with “File” in section 6.01.

PART VII CORPORATE FINANCE AND CAPITAL STRUCTURE CHANGES

The term “Post” is replaced with “File” and “Posting” with “Filing”, as applicable, in sections 7.03(4); 7.05(4), (6); 7.07(4); 7.08 (8), (9), (10), (12); 7.09(6), (8), (9); 7.10(2), (5); 7.11(2); 7.12(2), (3); 7.13; 7.14(2), (3); 7.15(2), (5) (6), (7), (8); 7.16(4), (5), (6); 7.17(3), (4), (5); 7.18(1), (2); 7.19(2), (4), (5), (6), (7), (8), (10); 7.21(1); and 7.22(3).

Section 7.01 Compliance with Disclosure Obligations

- (1) ~~Every transaction~~ The Exchange considers any significant change to a Listed Issuer’s business operations or capital structure, except as noted below, ~~governed by this Part is deemed~~ to be “Material Information” that must be disclosed ~~immediately under the Exchange’s Timely Disclosure Policy~~ as required by Part V of this Listing Manual, even if the Market Regulator determines not to halt trading for dissemination. Listed Issuers must ~~ensure they~~ issue a press release ~~prior to Posting~~ as required under securities legislation in Canada and File the press release with the Exchange along with any additional documents required by this Part.

...

- (2) A Listed Issuer must give the Exchange ~~prior~~ advance notice of any issuance or potential issuance of any new class or series of securities or any additional securities of a class or series of Listed Securities as provided in this Part.

...

Section 7.03 Prospectus Offerings

- (1) A Listed Issuer that proposes to issue ~~securities of a class or series of Listed Securities (or securities that are convertible, exercisable or exchangeable into a class or series of Listed Securities)~~additional Listed Securities pursuant to a prospectus must promptly file...

...

- (2) The pricing ~~rules for private placements in section 7.04 of this Listing Manual~~ and the ~~shareholder approval requirements for securities offerings~~ in section 10.10 of this Listing Manual ~~also~~ apply to issuances of securities by prospectus. See section 7.05 also applies 06 for the requirements applicable to the issuance of listing of a new class or series of securities (including securities that are convertible, exercisable or exchangeable into Listed Securities Section 7.06 also applies to supplemental listings of securities of a Listed Issuer that are not Listed Securities).

~~(4) Upon closing of the offering, the Listed Issuer must Post:~~

~~(a) a final Notice of Prospectus Offering (Form 8); and~~

~~(b) a copy of the final prospectus.~~

...

Section 7.04 Private Placement Offerings

...

- (8) Upon closing of the placement the Listed Issuer must File:
- (a) a final Notice of Private Placement (Form 9);
 - (b) a letter from the Listed Issuer confirming receipt of proceeds;

...

~~(9) Upon closing of the placement the Listed Issuer must Post the final Notice of Private Placement (Form 9).~~

...

Section 7.06 Supplemental Listings Relating to a New Class or Series

- (1) A ~~Listed Issuer or an Other~~corporate Listed Issuer may apply to have a new class or series of securities listed and posted for trading on the Exchange (a supplemental listing).
- (2) All minimum listing requirements in Part II of this Listing Manual apply to a supplemental listing, other than those ~~supplemented by subsections~~specified in section 2.02(7).

...

~~(4) Upon closing of the acquisition, the Listed Issuer must Post the final Notice of Acquisition (Form 10).~~

...

Section 7.08 Security Based Compensation Arrangements and Awards

...

- (2) All issuances of Awards under Security Based Compensation Arrangements and issuances of securities underlying an Award must be made in compliance with applicable securities laws.

...

- (7) A Listed Issuer that has instituted a Security Based Compensation Arrangement must File the following concurrent with the first grant under the plan:

- (a) a copy of the Security Based Compensation Arrangement, [unless filed on SEDAR](#);

...

- ~~(8) Unless filed on SEDAR, a Listed Issuer must Post a copy of the Security Based Compensation Arrangement concurrent with the first grant under the plan.~~

...

- (10) A Listed Issuer that has amended a Security Based Compensation Arrangement must File the following forthwith after the amendment:

- (a) a copy of the Security Based Compensation Arrangement, [unless filed on SEDAR](#);

...

- ~~(12) Unless filed on SEDAR, a Listed Issuer that has amended a Security Based Compensation Arrangement must Post a copy of the Security Based Compensation Arrangement forthwith after the amendment.~~

...

Section 7.09 Rights Offerings

...

- (3) The rights offering can be conditional. Rights must be transferable and freely tradeable, and will be posted for trading on the Exchange. Rights can be issued to purchase shares of a reporting issuer in Canada, listed on a ~~Canadian exchange~~ [Recognized Exchange](#) and categorized as a reporting issuer that is not a “venture issuer” and that is a “non-venture” issuer under Canadian securities ~~laws~~ [legislation](#). Shareholders must receive at least one right for each share held.

- (4) A Listed Issuer must finalize the terms of the rights offering and obtain clearance from all applicable securities regulatory authorities at least seven trading days prior to the Record Date for a rights offering. “Ex” trading will begin two trading days prior to the Record Date, meaning purchasers on and after that date will not be entitled to obtain rights certificates. Trading in the rights will begin on the first day of “ex” trading in the Listed Securities. If insufficient notice is given, the Exchange will require the Listed Issuer to delay the Record Date. Due Bill trading may be used in certain circumstances for conditional rights offerings as determined at the discretion of the Exchange. See section 6.032.

- (5) At least seven trading days prior to the Record Date the Listed Issuer must File the following:

- (a) a Notice of Rights Offering (Form 12);

- (b) a copy of the final rights circular or prospectus as approved by the applicable securities regulatory authority, unless filed on SEDAR;

...

- ~~(6) At least seven trading days prior to the Record Date the Listed Issuer must Post the following:~~
 - ~~(a) a Notice of Rights Offering (Form 12); and~~
 - ~~(b) unless filed on SEDAR, a copy of the final rights circular or prospectus as approved by the applicable securities regulatory authority.~~

- (7) The rights offering must be open for a minimum of 21 days following the date that the rights circular or prospectus is sent to security holders. Once the rights offering has commenced, there may be no amendments to its terms except as permitted by the Exchange in extremely exceptional circumstances, such as an unanticipated postal strike that makes timely delivery of the circular and certificates impossible. Notwithstanding the foregoing, any amendment to the rights offering must comply with applicable Canadian securities laws legislation.

...

Section 7.10 Take-Over Bids

- (1) A Listed Issuer undertaking a take-over bid must File the following documentation:

...

- (b) a copy of the take-over bid circular, unless filed on SEDAR; and

...

- ~~(2) A Listed Issuer undertaking a take-over bid must Post the following documentation:~~

- ~~(a) a Notice of Take Over Bid (Form 13) within one trading day following announcement of the bid; and~~

- ~~(b) unless filed on SEDAR, a copy of the take-over bid circular.~~

Section 7.11 Additional Listings or Cancellations for Other Purposes

....

- ~~(2) A Listed Issuer must Post the Notice of Additional Listing (Form 14A).~~

....

Section 7.12 Sales from Control Person through the Facilities of the Exchange

...

- (2) General Rules for Control Person Sales on the Exchange.

...

- (e) *Term.* ~~The Posting of Form 45-102F1~~ The Form 45-102F1, Notice of Intention to Distribute Securities under Section 2.8 of National Instrument 45-102 Resale of Securities expires on the earlier of:

...

Section 7.13 ETF Creations and Redemptions

A Listed Issuer that is an ETF must ~~Post~~ File a Notice of Creation or Redemption (Form 15) ~~following the creation or redemption any~~ within 10 days of the ~~ETF's Listed Securities~~ end of each month.

Section 7.14 Name Change

- (1) A Listed Issuer that changes its name must file the following at least seven trading days prior to the Effective Date in order to be listed under the new name:
- ...
- (c) a definitive specimen of the new security certificate or a global certificate representing all the outstanding securities of the class or series of listed securities, as applicable.
- ~~(2) A Listed Issuer must Post the Notice of Name Change (Form 16) at least seven trading days prior to the Effective Date;~~

Section 7.15 Stock Subdivisions (Stock Splits)

- ...
- ~~(2) A Listed Issuer must Post the Notice of Stock Subdivision (Form 17) at least seven trading days prior to the Record Date.~~
- ...
- (5) For a stock subdivision accomplished by amendment to the constating documents, the Listed Issuer must file the following documentation at least seven trading days prior to the Effective Date:
- ...
- (e) a definitive specimen of the new security certificate, if or a global certificate representing all the outstanding securities of the relevant class or series of securities, as applicable; and
- ...
- ~~(6) A Listed Issuer must Post the Notice of Stock Subdivision (Form 17) at least seven trading days prior to the Record Date.~~

Section 7.16 Security Consolidations

- ...
- (3) To give effect to a security consolidation, the Listed Issuer must file the following documentation at least seven trading days prior to the Effective Date:
- ...
- (f) a definitive specimen of the new security certificate, if or a global certificate representing all the outstanding securities of the relevant class or series of securities, as applicable; and
- ...
- ~~(4) The Listed Issuer must Post the Notice of Security Consolidation (Form 18) at least seven trading days prior to the Effective Date.~~

Section 7.17 Security Reclassifications

...

Commentary:

The Exchange will consider transactions that change the nature of an Investment Fund to be a security reclassification. Such transactions may include a conversion of:

- A CEF into an ETF; or
- An ETF into a CEF; ~~or~~
- ~~Any transaction where an Investment Fund is restructured as a non-Investment Fund.~~

The Listed Issuer should consider whether such reclassification will trigger a requirement under Canadian securities laws/legislation to seek security holder approval, including in the case of an Investment Fund, whether the reclassification will result in a fundamental change to the investment objective of the Investment Fund.

...

- (2) To give effect to a security restructuring, the Listed Issuer must file the following documentation at least seven trading days prior to the Effective Date:

...

- (e) a definitive specimen of the new security certificate, ~~if~~ or a global certificate representing all the outstanding securities of the class or series of securities to be reclassified, as applicable; and

...

- ~~(3) The Listed Issuer must Post the Notice of Security Restructuring (Form 19) at least seven trading days prior to the Effective Date.~~

...

Section 7.18 Issuer Bids

- (1) A Listed Issuer undertaking a formal issuer bid for a class of Listed Securities must ~~file~~ the following documentation:

...

- (b) a copy of the issuer bid circular required by applicable Canadian securities legislation as soon as practicable.

...

Section 7.22 Shareholder Rights Plans – Procedure

...

- ~~(3) A Listed Issuer must Post the following documentation as soon as practicable after issuing a news release with details of the plan:~~

- ~~(a) a Notice of Shareholder Rights Plan (Form 21); and~~

- ~~(b) unless filed on SEDAR, a copy of the shareholder rights plan.~~

...

PART VIII SIGNIFICANT TRANSACTIONS

The term “takeover” with “take-over” in section 8.01(3).

The term “Post” is replaced with “File” in section 8.01(4)(a) and (b).

Section 8.01 Notification

(1)

...

- (c) any loan to a Listed Issuer other than by a financial intermediary other than in the ordinary course on reasonable commercial terms (as defined in OSC Rule 14-501 Definitions)

...

PART IX REVERSE TAKE-OVER TRANSACTIONS

The term “takeover” is replaced with “take-over” in sections 9.01(1), (2); 9.02(1), (2); 9.03(1), (2); 9.03(5) and (6).

The term “Posted” is replaced with “Filed” in section 9.03(6).

Section 9.01 Definition

...

~~A “reverse takeover” will also be deemed to have occurred where a Listed Issuer becomes an Investment Issuer.~~

...

Section 9.03 Procedure

...

- (2) The information circular must contain prospectus level disclosure in accordance with National Instrument 51-102F5, section 14.2, and for the purposes thereof, the reverse ~~takeover~~take-over transaction is deemed to be a “restructuring transaction” within the meaning of National Instrument 51-102F5. For these purposes, the information circular may be ~~used as the listing statement~~filed in lieu of the Offering Document required under section 2.13 for the listing of the resulting company. The Exchange will require the Listed Issuer to file a draft of the information circular with the Exchange, for review, at least 20 trading days before it intends to send the circular to security holders.

- (3) The Listed Issuer must submit the ~~application filing fee plus~~ applicable ~~taxes~~fees at the time that the draft information circular is delivered

...

- ~~(7) Following the security holder approval, the Listed Issuer must submit the balance of the filing fee plus applicable taxes.~~

PART X CORPORATE GOVERNANCE AND SECURITY HOLDER APPROVAL

Section 10.01 Application

- (1) Sections 10.02, 10.03, 10.04 and 10.05 do not apply to ~~Listed Issuers that are ETP Issuers or issuers of CEFs and ETFs~~ETPs.

Section 10.02 Governance of Listed Issuers

...

- (5) Each director of a listed issuer must be elected by a majority (~~50% +1 vote~~) of the votes cast with respect to his or her election other than at contested meetings (“**Majority Voting Requirement**”).

...

Section 10.07 Quorum Requirements

The quorum for ~~each~~ meeting of security holders of a Listed Issuer ~~shall~~must be ~~no less than 33 1/3% of security holders eligible to vote at~~in compliance with all applicable corporate or securities legislation and the meeting~~constating documents of the Listed Issuer.~~

...

Section 10.08 No Derogation from Corporate or Securities Law or Constatng Documents

The provisions of this Part are in addition to any requirement for security holder approval or minority security holder approval in corporate or securities ~~law of~~legislation or the constating documents of a Listed Issuer.

Section 10.09 General Requirements

...

(4) Notwithstanding the foregoing, any security holder approval requirement contained in corporate or securities ~~laws~~legislation or the constating documents of the Listed Issuer must be obtained in accordance with those sources of law.

...

(6) Where a transaction will affect the rights of holders of different classes of securities, the security holder approval requirements will apply on a class-by-class basis. If there is more than one class, the Exchange permits voting together as if a single class or series so long as it complies with all applicable corporate and securities legislation and the issuer's constating documents.

...

The term "Posted" is replaced with "Filed" in section 10.09(8)

...

Section 10.11 Acquisitions

...

(2) For a Listed Issuer that is an Investment Fund, security holder approval of the Listed Issuer is required for the acquisition of another Investment Fund (the "target fund") or any reorganization or acquisition of the target fund's assets that results in the target fund ceasing to exist after the reorganization or acquisition of assets by the Listed Issuer and the target fund's security holders becoming security holders of the Listed Issuer, unless all of the following conditions are met:

...

(d) the investment fund manager of the Listed Issuer has determined that ~~assets~~the asset of the target fund to be acquired ~~are~~is consistent with the Listed Issuer's investment objectives; ~~and;~~

(e) the investment fund manager of the Listed Issuer has referred the transaction to the Listed Issuer's independent review committee; ~~and~~ and the independent review committee of the Listed Issuer has approved the acquisition;

...

Section 10.11(g) replaced term "takeover" with "take-over"

Section 10.12 Acquisitions and Reorganizations of Listed Investment Funds

For a Listed Issuer that is an Investment Fund, security holder approval [of the Listed Issuer](#) is required for an acquisition of the Listed Issuer by an Investment Fund (the “acquiring fund”) or any reorganization or transfer of the Listed Issuer’s assets to an acquiring fund that results in the Listed Issuer ceasing to exist after the reorganization or transfer of assets and the Listed Issuer’s security holders becoming security holders of the acquiring fund, unless all of the following conditions are met:

...

- (d) the investment fund manager of the Listed Issuer has determined that the investment objectives, valuation procedures and fee structure of the Listed Issuer and the acquiring fund are substantially ~~the same, and has referred the transaction to the Listed Issuer’s independent review committee;~~[similar](#);
- (e) [the investment fund manager of the Listed Issuer has referred the transaction to the Listed Issuer’s independent review committee and](#) the independent review committee of the Listed Issuer has approved the acquisition;

...

~~Section 10.17 Investment Issuer~~

- ~~(1) Security holder approval is required where an Investment Issuer adopts or amends its investment policy.~~
- ~~(2) Where the Investment Issuer has not deployed at least 50% of its capital in accordance with its investment policy within 18 months of becoming an Investment Issuer, the investment policy must be re-approved by security holders, and re-approved annually thereafter until the Investment Issuer has deployed at least 50% of its capital.~~

Section 10.17 SPAC

- (1) [A SPAC must meet the initial listing requirements set out in section 2.02 of the Listing Manual and the additional initial listing requirements and ongoing obligations set out in this section. A SPAC that is approved for listing on the Exchange is a Listed Issuer.](#)

Commentary:

[The Exchange recommends that a SPAC that is formed or created outside of Canada that is seeking a listing on the Exchange should obtain a preliminary opinion from the Exchange as to whether the jurisdiction of incorporation is acceptable to the Exchange.](#)

- (2) [A SPAC proposing to list its securities on the Exchange must not carry on an operating business. A SPAC may be in the process of reviewing one or more potential Qualifying Transaction\(s\), but may not have entered into a written or oral binding acquisition agreement with respect to a potential Qualifying Transaction. Every SPAC seeking a listing on the Exchange must include a statement in its IPO prospectus that, as of the date of filing, the SPAC has not entered into a written or oral binding acquisition agreement with respect to a potential Qualifying Transaction. A SPAC may, however, have identified a target business sector or geographic area in which to make a Qualifying Transaction, provided that it discloses this information in its prospectus.](#)
- (3) [Prior to listing on the Exchange, the Founding Security Holders must subscribe for units, shares or warrants of the SPAC and the terms of the initial investment must be disclosed in the IPO prospectus. The Founding Security Holders' equity ownership in the SPAC must be an aggregate equity interest of not more than 20% of the SPAC immediately following closing of the IPO, excluding Specified](#)

SPAC Securities that are purchased at or prior to the closing of the IPO (including in connection with any over-allotment position) and at not less than the same price per listed security (calculated on an as converted basis) and excluding listed securities purchased after the closing of the IPO on the secondary market.

- (4) The Founding Security Holders must agree not to transfer any of their Founding Securities or Specified SPAC Securities prior to the completion of a Qualifying Transaction. The Founding Security Holders must also agree that, in the event of a Liquidation Distribution and delisting, their Founding Securities and their Specified SPAC Securities shall not participate in the Liquidation Distribution.

Commentary:

Any request for a waiver from the requirements in subsections (5) - (9) below will only be considered by the Exchange after discussions with, and the concurrence of, the OSC.

- (5) Securities of the SPAC IPO to be listed on the Exchange must each be qualified by a prospectus filed with the Canadian securities regulator or regulatory authority in all jurisdictions in which the SPAC will be a reporting issuer and receipted by the issuer's Principal Regulator and each applicable Canadian securities regulator or regulatory authority. A SPAC must also file a prospectus containing disclosure regarding the proposed Qualifying Transaction with the Canadian securities regulator or regulatory authority in all jurisdictions in which the SPAC and the Resulting Issuer is and will be a reporting issuer assuming completion of the Qualifying Transaction. If a receipt for the final prospectus in respect of the Qualifying Transaction is not obtained, completion of the Qualifying Transaction will result in the delisting of the SPAC.
- (6) Any shares or units proposed to be listed on the Exchange must contain the following provisions:
- (a) a conversion (which may be via a redemption feature), pursuant to which security holders (other than Founding Security Holders in respect of their Founding Securities or their Specified SPAC Securities, and other than warrant holders) may, in the event a Qualifying Transaction is completed within the Permitted Time for Completion of a Qualifying Transaction, elect that each security held be converted into or redeemed for an amount at least equal to the aggregate amount then on deposit in the escrow account (net of any applicable taxes and direct expenses related to the exercise of the conversion or redemption right), divided by the aggregate number of shares then outstanding other than Founding Securities and Specified SPAC Securities, and other than warrants; and
- (b) a Liquidation Distribution (which may be via a redemption feature), pursuant to which security holders (other than the Founding Security Holders in respect of their Founding Securities or their Specified SPAC Securities, and other than warrant holders) must, if the Qualifying Transaction is not completed within the Permitted Time for Completion of a Qualifying Transaction, be entitled to receive, for each security held, an amount at least equal to the aggregate amount then on deposit in the escrow account (net of any applicable taxes and direct expenses related to the Liquidation Distribution), divided by the aggregate number of shares then outstanding other than Founding Securities and Specified SPAC Securities, and other than warrants.
- (7) Notwithstanding the conversion or redemption right in paragraph (6)(a), each eligible security holder of the SPAC, together with any affiliate of such security holder or other Person with whom such security holder or affiliate is acting jointly or in concert, shall, if so specified by the SPAC in its constating documents, not convert or redeem more than an aggregate of 15% (or such higher percentage as is specified by the SPAC in its constating documents) of the issued and outstanding listed shares issued and outstanding following the closing of the IPO.

Commentary:

Any request for a waiver from the requirements in subsection(9) below will only be considered by the Exchange after discussions with, and the concurrence of, the OSC and, if not the OSC, the Principal Regulator.

- (8) Any warrants issued concurrently with shares or units must:
 - (a) not be exercisable prior to the completion of the Qualifying Transaction;
 - (b) expire on the earlier of: a fixed period specified in the IPO prospectus (which may relate to the date of the closing of the Qualifying Transaction or the date on which the SPAC fails to complete a Qualifying Transaction within the Permitted Time for Completion of a Qualifying Transaction; and
 - (c) not have an entitlement to the Escrowed Funds upon a Liquidation Distribution.
- (9) A SPAC must place Escrowed Funds in escrow with an escrow agent acceptable to the Exchange. An escrow agent acceptable to the Exchange includes, for example, a financial institution or trust company regulated by the Office of the Superintendent of Financial Institutions, or a Canadian law firm. Upon completion of the Qualifying Transaction, the Resulting Issuer shall be subject to the Exchange's Escrow Policy.
- (10) The escrow agent must invest the Escrowed Funds in Permitted Investments. The SPAC must disclose in its IPO prospectus the proposed nature of the Permitted Investments as well as any intended use of the interest or other proceeds earned on the Escrowed Funds from these investments in its IPO prospectus.
- (11) The escrow agreement governing the Escrowed Funds must:
 - (a) provide for the termination of the escrow and release of the Escrowed Funds on a pro rata basis to applicable security holders who exercise their conversion or redemption rights in accordance with paragraph (6)(a) and the remaining Escrowed Funds to the SPAC if the SPAC completes a Qualifying Transaction within the Permitted Time for Completion of a Qualifying Transaction;
 - (b) provide for the termination of the escrow account and the distribution of the Escrowed Funds to applicable security holders in accordance with the terms of paragraph (6)(b) and subsection (27) if the SPAC fails to complete a Qualifying Transaction within the Permitted Time for Completion of a Qualifying Transaction; and
 - (c) include an acknowledgement that, upon completion of the Qualifying Transaction, the Resulting Issuer shall be subject to NP 46-201.
- (12) The underwriters must agree to defer and deposit a minimum of 50% of their commissions from the IPO in an escrow account as part of the Escrowed Funds. The deferred commissions will only be released to the underwriters upon completion of a Qualifying Transaction within the Permitted Time for Completion of a Qualifying Transaction. If a SPAC fails to complete a Qualifying Transaction within the prescribed time, all deferred underwriters' commissions that are Escrowed Funds will be part of the Liquidation Distribution under paragraph (6)(b) or the amounts distributed under paragraph (6)(a), as applicable.
- (13) The proceeds from the IPO of the SPAC that are not placed in escrow and the interest or other proceeds earned on the Escrowed Funds from Permitted Investments may be applied as payment for administrative expenses incurred by the SPAC in connection with its IPO, for general working capital expenses and for the identification and completion of a Qualifying Transaction.

- (14) To avoid a Liquidation Distribution, the SPAC must complete a Qualifying Transaction with one or more businesses within the Permitted Time for Completion of a Qualifying Transaction.
- (15) A Qualifying Transaction that is with a Related Party is subject to section 10.16 of the Listing Manual.
- (16) A SPAC must complete a Qualifying Transaction with an aggregate fair market value of at least 80% of the value of the Escrowed Funds then on deposit as reasonably determined by the SPAC excluding any deferred underwriters' commissions and any taxes payable on the interest or other proceeds earned on the escrow account at the time that a definitive agreement is entered into with respect to completing the Qualifying Transaction.
- (17) A SPAC proposing to carry out a Qualifying Transaction shall call a meeting of holders of affected shares entitled to vote on the Qualifying Transaction and send to each security holder a form of proxy for use at the meeting and an information circular prepared in accordance with Canadian securities legislation and in advance of the shareholder meeting. The information circular must include prospectus level disclosure of the Resulting Issuer assuming completion of the Qualifying Transaction. The SPAC must file the information circular with the Exchange together with its Notice of Acquisition (Form 10). Where the Qualifying Transaction comprises more than one transaction, each transaction contemplated in subsection (16) must be approved.

Commentary:

The SPAC must obtain a receipt for its final prospectus from the applicable securities regulator or regulatory authority pursuant to subsection (5) prior to mailing the information circular described in this section. If a receipt for the final prospectus is not obtained, completion of the Qualifying Transaction will result in the delisting of the SPAC.

- (18) Until the SPAC has satisfied the condition in subsection (14), if the SPAC holds a shareholder vote on a Qualifying Transaction in accordance with subsection (17), the Qualifying Transaction must be approved by a majority of the votes cast by holders of affected shares (if there is more than one class, voting together as if a single class, provided that 100% of gross proceeds raised in the SPAC IPO or subsequent rights offering from non-Founding Security Holders are held as Escrow Funds and the Founding Security Holders have provided capital for the SPAC to operate) at the meeting at which the Qualifying Transaction is being considered.
- (19) Where a shareholder vote on the Qualifying Transaction is held, eligible shareholders must be entitled to convert or redeem their shares as provided in paragraph (6)(a) into a pro rata portion of the Escrowed Funds if the Qualifying Transaction is approved and completed. Subject to applicable laws, eligible security holders who exercise their conversion or redemption rights shall be paid no later than 30 calendar days following the completion of the Qualifying Transaction. The converted or redeemed shares shall be cancelled.
- (20) The Resulting Issuer of each Qualifying Transaction must meet the initial listing requirements of the Exchange. If the Resulting Issuer does not meet the initial listing requirements of the Exchange following a Qualifying Transaction or the SPAC does not comply with the requirements of this section, the Exchange shall commence delisting proceedings or take other remedial actions as prescribed under Part XI of the Listing Manual.
- (21) Upon completion of the Qualifying Transaction, the Resulting Issuer shall be a Listed Issuer, subject to the Listing Manual, as applicable.
- (22) Notwithstanding section 7.08, a SPAC seeking a listing on the Exchange is not permitted to adopt a Security Based Compensation Arrangement prior to completing a Qualifying Transaction.
- (23) Notwithstanding section 7.11, a SPAC that is a Listed Issuer that wishes to issue securities of a class of Listed Securities for any purpose not otherwise contemplated by the Listing Manual is permitted to do so provided that:

- (a) the offering is by way of rights offering in accordance with section 7.09 of the Listing Manual; and
 - (b) at least 90% of the funds raised are placed in escrow in accordance with this section.
- (24) A SPAC may not obtain any form of debt financing other than:
- (a) in the ordinary course for short term trade, accounts payable and general ongoing expenses;
 - (b) through unsecured loans on reasonable commercial terms from Founding Security Holders or affiliates of such Founding Security Holders, up to a maximum principal amount of \$1,000,000 in the aggregate, repayable in cash no earlier than the closing of the Qualifying Transaction or which, subject to the prior consent of the Exchange, may be convertible into shares and/or warrants in connection with the closing of the Qualifying Transaction; or
 - (c) contemporaneous with, or after, completion of its Qualifying Transaction.
- (25) Any debt financing obtained by the SPAC pursuant to subsection (24) shall not have recourse against the Escrowed Funds. Every SPAC seeking a listing on the Exchange must include a statement in its IPO prospectus that it will not obtain any form of debt financing other than in accordance with subsection (24) and any debt financing obtained by the SPAC shall not have recourse against the Escrowed Funds.
- (26) If a listed SPAC fails to complete a Qualifying Transaction within the Permitted Time for Completion of a Qualifying Transaction, subject to applicable laws, it must complete a Liquidation Distribution within 30 calendar days after the end of such permitted time. The Exchange will delist the SPAC's securities on or about the date on which the Liquidation Distribution is completed.
- (27) The Founding Security Holders may not participate in any Liquidation Distribution with respect to any of their Founding Securities or Specified SPAC Securities (if applicable). For greater certainty, Founding Securities and Specified SPAC Securities do not include shares (or units) of the class of listed shares (or units) offered to the public and purchased at or prior to the closing of the IPO under the IPO prospectus (including in connection with any over-allotment position) at not less than the same price per listed share (or unit) in the IPO, or listed shares (or units) purchased after the closing of the IPO on the secondary market.
- (28) Notwithstanding sections 10.19 and 10.20, a SPAC may issue Restricted Securities, and may issue super-voting securities only to Founding Security Holders provided that such super-voting securities are subject to a forfeiture and transfer restriction agreement and undertaking that is consistent with subsection (4).

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Section 10.18 Restricted Securities

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- (6) A Listed Issuer with outstanding listed Restricted Securities or intending to list Restricted Securities must include in its ~~Listing Statement~~Offering Document the disclosure required by Part 2 of OSC Rule 56-501 *Restricted Shares*.

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PART XI SUSPENSIONS, DELISTING AND OTHER REMEDIAL ACTIONS

The term “takeover” is replaced with “take-over” in section 11.02.

The terms “Head of Listings” and “Head of Listings or his or her delegate” are replaced with “Exchange” and “delegate of the Exchange”, as applicable, in sections 11.03(1), 11.04 and 11.05(1).

The term “Investment Issuer” is replaced with “SPAC” in section 11.03(1)(c).

The term “other Canadian exchange” is replaced with “another Recognized Exchange” in section 11.03(1)(i).

Section 11.06 Delisting

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The term “Posting” is replaced with “Filing” in section 11.06(2).

- (3) Notwithstanding the foregoing, if two-thirds of ~~disinterested~~the shareholders approve the Delisting without an alternative market then the Exchange will comply with the request to Delist

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