

13.2 Marketplaces

13.2.1 Toronto Stock Exchange – Notice of Housekeeping Rule Amendments to the TSX Company Manual

TORONTO STOCK EXCHANGE

NOTICE OF HOUSEKEEPING RULE AMENDMENTS TO THE TSX COMPANY MANUAL

Introduction

In accordance with the Process for the Review and Approval of Rules and the Information Contained in Form 21-101F1 (the “**Protocol**”), Toronto Stock Exchange (“**TSX**”) has adopted, and the Ontario Securities Commission has approved, certain housekeeping amendments (the “**Amendments**”) to Parts VI, VII and XI of the TSX Company Manual (the “**Manual**”). The Amendments are Housekeeping Rules under the Protocol and therefore have not been published for comment. The Ontario Securities Commission has not disagreed with the categorization of the Amendments as Housekeeping Rules.

Summary and Rationale of the Non-Public Interest Amendments

	Section of the Manual	Amendment	Rationale
1.	Part VI – Changes in Capital Structure of Listed Issuers – Section 604 (a) Security Holder Approval	Delete redundant and unnecessary language.	TSX views transactions where consideration provided to insiders is 10% or more of the market capitalization of the listed issuer as not having been negotiated at arm’s length. As such, the additional language in this section referring to a transaction not being negotiated at arm’s length is redundant and therefore not necessary.
2.	Part VII Halting of Trading, Suspension and Delisting of Securities – Section 716 – Management	Amend language to clarify TSX practice and to conform to changes made for Closed-end Funds and Structured Products (collectively, “ Non-Corporate Issuers ”) in Section 1101.	Amend language to clarify TSX practice and to conform to changes made in Section 1101.
3.	Part XI Requirements Applicable to Non-Corporate Issuers – Section 1101 – Introduction	Amend language to clarify requirements to file Personal Information Forms (“ PIF ”) or Declarations for Non-Corporate Issuers.	In order to alleviate the administrative burden on Non-Corporate Issuers, rather than treating each Non-Corporate Issuer as a new issuer, TSX will treat each Non-Corporate Issuer manager as a new issuer so that where the insiders of a Non-Corporate Issuer manager have previously filed a PIF and launch a new Non-Corporate Issuer, neither a PIF or Declaration is required to be filed. TSX reserves the right to request a PIF for any individual associated with a Non-Corporate Issuer. These changes are consistent with recent amendments made to PIF and Declaration requirements applicable to Exchange Traded Funds in December 2018.

Text of the Amendments

The Amendments are set out as blacklined text at **Appendix A**. For ease of reference, a clean version of the Amendments are set out at **Appendix B**.

Effective Date

The Amendments become effective on December 12, 2019.

APPENDIX "A"

BLACKLINE OF
NON-PUBLIC INTEREST AMENDMENTS TO THE TSX COMPANY MANUAL

Part VI Changes in Capital Structure of Listed Issuers

Sec. 604. Security Holder Approval

- (a) In addition to any specific requirement for security holder approval, TSX will generally require security holder approval as a condition of acceptance of a notice under Section 602 if in the opinion of TSX, the transaction:
 - i) materially affects control of the listed issuer; or
 - ii) provides consideration to insiders in aggregate of 10% or greater of the market capitalization of the listed issuer, during any six-month period, ~~and has not been negotiated at arm's length.~~

~~If any insider of the listed issuer has a beneficial interest, direct or indirect, in the proposed transaction which differs from other security holders of the same class TSX will regard such a transaction as not having been negotiated at arm's length.~~

[...]

Part VII Halting of Trading, Suspension and Delisting of Securities

Sec. 716. Management

[...]

Once submitted and cleared by the Exchange, a Personal Information Form (Form 4—Appendix H) for an insider of a corporate issuer, including a person acting in a similar capacity for [an ETF a Non-Corporate Issuer](#), is valid for a time period of 60 months, absent any material change in the information submitted. An insider of a corporate issuer, including a person acting in a similar capacity for [an ETF a Non-Corporate Issuer](#), may submit a completed Declaration (Form 4B—Appendix H) in lieu of a Personal Information Form within such 60 month period absent any material change in the information submitted in the original Personal Information Form. For [ETFs Non-Corporate Issuers](#), see also Section 1101. ~~Once submitted and cleared by the Exchange, a Personal Information Form (Form 4—Appendix H) for Non-Corporate Issuers (other than ETFs) is valid for a time period of one year, absent any material change in the information submitted. An insider of a Non-Corporate Issuers (other than ETFs) may submit a completed Declaration (Form 4B—Appendix H) in lieu of a Personal Information Form within and after such one year period absent any material change in the information submitted in the original Personal Information Form.~~

Part XI Requirements Applicable to Non-Corporate Issuers

A. Original Listing Requirements

Sec. 1101. Introduction

[...]

The Exchange will also take into consideration an applicant's status regarding compliance with the requirements of other regulatory agencies. In addition, the Exchange must be satisfied that an applicant is in compliance with Exchange policies applicable to listed issuers, including policies described in Part III, except in the case ~~of ETFs in respect~~ of the requirement to provide Personal Information Forms for each insider of ~~the ETF a Non-Corporate Issuer~~ under Section 339. For [ETFs Non-Corporate Issuers](#), the Exchange will require Personal Information Forms only from each insider of ~~an ETF manager a Manager of a Non-Corporate Issuer~~. Absent any material change in the information submitted in the original Personal Information Form, an insider of ~~an ETF manager a Manager of a Non-Corporate Issuer~~ does not need to file a new Personal Information Form or Declaration for so long as he or she remains associated with the same ~~ETF manager~~ [Manager of the Non-Corporate Issuer](#) to which the original Personal Information Form relates. The Exchange may require Personal Information Forms from any individual associated with the [ETF Non-Corporate Issuer](#), as the Exchange determines appropriate.

[...]

APPENDIX “B”

**CLEAN VERSION OF
NON-PUBLIC INTEREST AMENDMENTS TO THE TSX COMPANY MANUAL**

Part VI Changes in Capital Structure of Listed Issuers

Sec. 604. Security Holder Approval

- (a) In addition to any specific requirement for security holder approval, TSX will generally require security holder approval as a condition of acceptance of a notice under Section 602 if in the opinion of TSX, the transaction:
- i) materially affects control of the listed issuer; or
 - ii) provides consideration to insiders in aggregate of 10% or greater of the market capitalization of the listed issuer, during any six-month period.

[...]

Part VII Halting of Trading, Suspension and Delisting of Securities

Sec. 716. Management

[...]

Once submitted and cleared by the Exchange, a Personal Information Form (Form 4—Appendix H) for an insider of a corporate issuer, including a person acting in a similar capacity for a Non-Corporate Issuer, is valid for a time period of 60 months, absent any material change in the information submitted. An insider of a corporate issuer, including a person acting in a similar capacity for a Non-Corporate Issuer, may submit a completed Declaration (Form 4B—Appendix H) in lieu of a Personal Information Form within such 60 month period absent any material change in the information submitted in the original Personal Information Form. For Non-Corporate Issuers, see also Section 1101.

Part XI Requirements Applicable to Non-Corporate Issuers

A. Original Listing Requirements

Sec. 1101. Introduction

[...]

The Exchange will also take into consideration an applicant's status regarding compliance with the requirements of other regulatory agencies. In addition, the Exchange must be satisfied that an applicant is in compliance with Exchange policies applicable to listed issuers, including policies described in Part III, except in the case of the requirement to provide Personal Information Forms for each insider of a Non-Corporate Issuer under Section 339. For Non-Corporate Issuers, the Exchange will require Personal Information Forms only from each insider of a Manager of a Non-Corporate Issuer. Absent any material change in the information submitted in the original Personal Information Form, an insider of a Manager of a Non-Corporate Issuer does not need to file a new Personal Information Form or Declaration for so long as he or she remains associated with the same Manager of the Non-Corporate Issuer to which the original Personal Information Form relates. The Exchange may require Personal Information Forms from any individual associated with the Non-Corporate Issuer, as the Exchange determines appropriate.

[...]