

**TSX VENTURE EXCHANGE
MAPLE SHAREHOLDER
TRADING-RELATED CONFLICTS MANAGEMENT POLICY¹**

TSX Venture Exchange (“**TSXV**”) follows established policies and procedures to identify and manage any potential conflicts of interest, real or perceived.

In accordance with Section 29 of the Schedule of the TSXV ASC Recognition Order and Section 29 of Schedule A of the TSXV BCSC Recognition Order and, TSXV must, *inter alia*, identify and manage any conflicts of interest or potential conflicts of interest arising from the management or operation of the TSXV or the services and products it provides.

This policy codifies the practices of TSX Markets on behalf of TSXV to manage conflicts of interest or potential conflicts of interest, as required by Sections 29 of the TSXV ASC and TSXV BCSC Recognition Orders. The policy creates a continuum for conflict management that balances the degree of the conflict, whether real or perceived, with the importance of effective and efficient exchange operations to the overall market.

1. DEFINITIONS AND INTERPRETATION

For the purposes of this Policy:

- (a) “**ASC**” means the Alberta Securities Commission.
- (b) “**BCSC**” means the British Columbia Securities Commission.
- (c) “**Equities Trading Management**” means those holding the position of Vice-President and above within TSX Markets, including but not limited to the President and Group Head of Equities, the Senior Vice-President of Trading, Vice-President of Trading, and the Vice-President Business Development.
- (d) “**Maple Shareholder**” means a Significant Maple Shareholder or an Original Maple Shareholder whose obligations by way of undertaking to the ASC and BCSC in connection with the TSXV ASC Recognition Order and TSXV BCSC Recognition Order have not terminated.
- (e) “**Original Maple Shareholder**” has the same meaning ascribed to it in the Recognition Orders.
- (f) “**Member**” has the meaning given in the TSXV Rule Book;
- (g) “**Recognition Orders**” means the TSXV ASC Recognition Order and the TSXV BCSC Recognition Order.
- (h) “**Related Maple Shareholder**” means a Maple Shareholder and, if within the actual knowledge of TSXV, an issuer which is a Subsidiary Company of a Maple

¹ This policy is intended to address trading related matters. Separate policies will address other business lines as necessary.

Shareholder and an issuer for whom a Maple Shareholder is a Subsidiary Company.

- (i) **“Significant Maple Shareholder”** means “significant Maple shareholder” as defined in the Recognition Orders, if within the actual knowledge of TSXV.
- (j) **“Subsidiary Company”** has the same meaning ascribed to it in the *Securities Act* (Ontario).
- (k) **“Trading Applicant”** means a firm that has submitted an application for approval to become a TSXV Member.
- (l) **“TSXV ASC Recognition Order”** means the TSXV ASC Recognition Order recognizing TSX Venture Exchange Inc. as an exchange dated July 11, 2012, as amended from time to time.
- (m) **“TSXV BCSC Recognition Order”** means the TSXV BCSC Recognition Order recognizing TSX Venture Exchange Inc. as an exchange dated July 11, 2012, as amended from time to time.
- (n) **“TSXV Rule Book”** means the TSXV Trading Rules and Policies as amended from time to time.

2. **CONFLICTS**

- (a) TSX Markets staff shall identify Potential Conflict Matters (as defined in Section 3 below) that arise in the course of the performance of its functions.
- (b) TSXV shall provide instructions to Equities Trading Management and staff in TSX Markets to enable them to identify and consider Potential Conflict Matters as required in accordance with this Policy.
- (c) Trading applications and other matters subject to review under the TSXV Rule Book (**“Trading Matters”**) shall include:
 - (i) any formal notice or application for approval to TSXV;
 - (ii) any other formal application made to TSXV;
 - (iii) any instances of non-compliance with the TSXV Rule Book after having been advised of such non-compliance by TSXV;
 - (iv) any suspension or termination of a Member by TSXV; and
 - (v) any suitability matters involving a director or officer of a Member.

For greater certainty, filings and notices made to TSXV for informational, procedural or operational purposes where TSXV is not required to exercise any discretion or regulation function shall not be considered Trading Matters.

- (d) TSX Markets staff is required to apply and follow all applicable rules, policies and procedures for dealing with: (i) processing and approving applications; and

- (ii) responding to trading customer requests, calls, emails and issues, on a first come first serve basis, subject to prioritizing issues that may have an impact on the market as a whole.
- (e) TSX Markets staff will present Trading Matters to a minimum of two (2) members of Equities Trading Management for its review and approval if:
 - (i)
 - (A) the Related Maple Shareholder is the Trading Applicant or Member directly involved in the Trading Matter, or
 - (B) TSX Markets is advised by the Trading Applicant, Member or the Related Maple Shareholder, or is otherwise aware, that the Trading Matter involves or affects a Related Maple Shareholder either directly or indirectly, and
 - (ii) TSX Markets proposes to deal with the Trading Matter outside of the ordinary course (each, a **"Potential Conflict Matter"**).

For greater certainty, outside the ordinary course shall mean other than the manner in which TSX Markets has dealt with such matters, whether through an exercise of discretion or otherwise, for Trading Applicants or Members. In addition, all novel Trading Matters shall be considered outside the ordinary course.

3. The applicable Equities Trading Management members will consider the Potential Conflict Matter and the proposed course for dealing with the Potential Conflict Matter and form a determination regarding whether a conflict of interest exists or not, or is likely to arise or not, with respect to TSX Markets staff's proposed course for dealing with the Potential Conflict Matter. Equities Trading Management will then proceed as follows depending on the circumstances:
 - (a) If Equities Trading Management determines that a conflict of interest does not exist and is unlikely to arise with respect to the proposed course for dealing with the Potential Conflict Matter, TSX Markets staff will deal with the Potential Conflict Matter in the ordinary course as proposed by TSX Markets staff.
 - (b) Where Equities Trading Management has considered the Potential Conflict Matter based on the information provided to it by TSX Markets staff under section 2(e) above, and has determined that it does not agree with the recommendation of TSX Markets staff, Equities Trading Management may:
 - (i) require TSX Markets staff to reformulate its recommendation; or
 - (ii) direct TSX Markets staff to take such other action the Equities Trading Management considers appropriate in the circumstances; or
 - (iii) escalate the matter to TMX Group Limited's Executive Committee for consideration and direction.

4. **REPORTING**

- (a) On an annual basis, TSX Markets staff will prepare, for internal record-keeping purposes, a confidential report logging the Potential Conflict Matters.
- (b) On an annual basis, TSX Markets staff will prepare a confidential report, for internal record-keeping purposes, logging the Trading Matters where:
 - (i) the Related Maple Shareholder is the Trading Applicant or Member directly involved in the Trading Matter, or
 - (ii) TSXV is advised by the Trading Applicant, Member or the Related Maple Shareholder, or is otherwise aware, that the Trading Matter involves or affects a Related Maple Shareholder either directly or indirectly,

and that were of a routine nature and dealt with in the ordinary course (each, a **"Routine Reporting Matter"**).

- 5. For internal record-keeping purposes, TSX Markets staff will prepare and maintain a brief memo to file noting that the matter has been dealt with in the ordinary course, and identifying similar matters to evidence the ordinary course nature of the matter.
- 6. Upon request of Equities Trading Management, TSX Markets will provide additional information on Routine Reporting Matters.

7. **PUBLICATION**

In accordance with the Recognition Orders, this policy is publicly available on TSXV's website.