

TSX VENTURE EXCHANGE INC.
NOTICE OF HOUSEKEEPING RULE AMENDMENTS
HOUSEKEEPING AMENDMENTS TO THE RULES OF TSX VENTURE EXCHANGE INC.

Introduction

TSX Venture Exchange Inc. (“TSXV”) has adopted, and the Alberta Securities Commission (“ASC”) and British Columbia Securities Commission (“BCSC”) have approved, housekeeping amendments to the TSXV Rulebook (“TSXV Rules”).

Reasons for the Amendments

The amendments (the “Amendments”) are being made to: (i) replace the requirement for Participating organizations (as defined in the TSXV Rules), to obtain approval from TSXV for change in control transactions with a requirement that Participating organizations provide TSXV with prior notification of a change in control transaction, and (ii) fix a typographical error.

Summary of the Amendments

The following sections of the TSXV Rulebook will be amended (“Amendments”):

	Section of the TSXV Rulebook	Amendment
1.	Rule D.1.19 (1), (2), and (3) of the TSXV Rulebook	Change requirement for Participating organizations to obtain prior TSXV approval in the event of a change in control to an obligation for the Participating organization to notify TSXV prior to the change in control.
2.	Rules D.1.19(4) and (5) of the TSXV Rulebook	Repeal sections that reflect approval rights.
3.	Policy Statement CR11	Amend language to correct typographical error.

Text of the Amendments

The Amendments are set out as blacklined text at Appendix A.

Timing

The Amendments become effective July 22, 2019.

APPENDIX A

HOUSEKEEPING RULE AMENDMENTS TO THE TSXV RULE BOOK

[...]

CHANGES IN OWNERSHIP

D.1.19 – Exchange Approval of Changes in Ownership

- (1) Subject to clauses (2) ~~and (3)~~ below and Rule D.1.22, a member, with the prior approval of the Exchange, may permit public ownership of its securities.
- (2) Subject to ~~clause (3) and~~ Rule D.1.22, a member need not obtain the Exchange's approval when it issues and transfers its voting and participating securities to industry investors.
- (3) ~~The p~~Prior approval of notification to the Exchange is required, in such form and with such information as the Exchange may require, pursuant to Rule D.1.58 where an issue or transfer of voting or participating securities would result in a change of effective control of the member which is likely to materially affect its operations.

D.1.19(1), (2) and (3) amended ([•], 2019)

- (4) Repealed ([•], 2019)~~The Exchange shall, in determining whether to give its consent under clauses (1) and (3), take into account whether the member and, if applicable, its holding company, is and will continue to be in compliance with this Rule D and in determining such compliance may consider:~~
 - ~~(a) — an opinion of legal counsel and such other evidence as it considers appropriate,~~
 - ~~(b) — arrangements, as described in Rule D.1.24, made by the member, to ensure continued compliance with the requirements of this Rule D.~~
- (5) Repealed ([•], 2019)~~In granting its consent under this section, the Exchange may impose such conditions, or require such undertakings as it may consider relevant with respect to the disclosure of the identities of proposed shareholders of the member or its holding company.~~

[...]

Policy Statement CR11 Odd Lot Trading Policy

[...]

5. If an Odd Lot Member is requested by the Exchange to withdraw from the pool of Odd Lot Members, the Exchange will provide the Odd Lot Member with no less than 6 months' notice before the Exchange reassigns the odd lot inventory to another Odd Lot Member or to a new Member.
6. If an Odd Lot Member wishes to give up any part of its Odd Lot Inventory, it must give the Exchange not less than 60 days' notice of its intention to withdraw its services.

[...]

Amended ([•], 2019)