ANNEX D

PROPOSED AMENDMENTS TO NATIONAL INSTRUMENT 21-101 *MARKETPLACE OPERATION*

1. National Instrument 21-101 Marketplace Operation is amended by this Instrument.

2. Section 1.1 is amended by adding the following definitions:

"critical service" has the meaning ascribed to it in National Instrument 26-101 *Information Technology System Integrity*;

"critical system" has the meaning ascribed to it in National Instrument 26-101 *Information Technology System Integrity*;**.**

3. Section 5.12 is replaced with the following:

5.12 If a marketplace outsources any of its key services or systems to a service provider, including, for greater certainty, an affiliated entity or associate of the marketplace, the marketplace must comply with section 21 of National Instrument 26-101 *Information Technology System Integrity*.**.**

4. Section 6.7 is repealed.

5. Section 11.3 is amended.

(a) by replacing paragraph (c) of subsection (1) with the following:

(c) at least one copy of all records made or received by the marketplace in the course of complying with Part 2 and Part 5 of National Instrument 26-101 *Information Technology System Integrity*, including, for greater certainty, all correspondence, memoranda, papers, books, notices, accounts, reports, test scripts, test results and other similar records;**,**

(b) by replacing paragraph (i) of subsection (1) with the following:

(i) a copy of any contract referred to in paragraph 21(c) of National Instrument 26-101 *Information Technology System Integrity;*

(c) by adding *"*and*"* ***at the end of paragraph (a) of subsection (2),***

(d) by replacing *"*Part 3; and*"* ***with*** *"*Part 3.*"* ***in paragraph (b) of subsection (2), and***

(e) by repealing paragraph (c) of subsection (2).

6. Part 12 is repealed.

7. Sections 14.5 to 14.6 are repealed.

8. Form 21-101F1 Information Statement – Exchange or Quotation and Trade Reporting System is amended by replacing "key services or systems***" and** *"key services and systems"* **wherever the expressions occur with "***key services or systems, including, for greater certainty, critical services or critical systems,***".***

9. Exhibit D – Affiliates of Form 21-101F1 Information Statement – Exchange or Quotation and Trade Reporting System is amended by repealing item 1 of paragraph 2(ii)***.***

10. Exhibit F – Outsourcing of Form 21-101F1 Information Statement – Exchange or Quotation and Trade Reporting System is amended

(a) in item 4 by replacing *"*paragraph 5.12(a) of National Instrument 21-101 *Marketplace Operation"* ***with*** *"*paragraph 21(a) of National Instrument 26-101 *Information Technology System Integrity* and section 5.12 of National Instrument 21-101 *Marketplace Operation"****,***

(b) in item 5 by replacing *"*paragraph 5.12(b) of National Instrument 21-101 *Marketplace Operation"* ***with*** *"*paragraph 21(b) of National Instrument 26-101 *Information Technology System Integrity* and section 5.12 of National Instrument 21-101 *Marketplace Operation"****,***

(c) in item 6 by replacing *"*paragraph 5.12(f) of National Instrument 21-101 *Marketplace Operation"* ***with*** *"*paragraph 21(f) of National Instrument 26-101 *Information Technology System Integrity* and section 5.12 of National Instrument 21-101 *Marketplace Operation"****,***

(d) in item 7 by replacing *"*paragraph 5.12(g) of National Instrument 21-101 *Marketplace Operation"* ***with*** *"*paragraph 21(h) of National Instrument 26-101 *Information Technology System Integrity* and section 5.12 of National Instrument 21-101 *Marketplace Operation"****, and***

(e) in item 8 by replacing *"*paragraph 5.12(h) of National Instrument *21-101 Marketplace Operation"* ***with*** *"*paragraph 21(j) of National Instrument 26-101 *Information Technology System Integrity* and section 5.12 of National Instrument 21-101 *Marketplace Operation".***

11. Exhibit G – Systems and Contingency Planning of Form 21-101F1 Information Statement – Exchange or Quotation and Trade Reporting System is amended

(a) in item 2 after the heading *"*General*"* ***and before the heading*** *"*Business Continuity Planning*"* ***by replacing*** *"*subsection 12.2(1) of National Instrument 21-101 *Marketplace Operation"* ***with*** *"*section 23 of National Instrument 26-101 *Information Technology System Integrity"****, and***

(b) in item 3 after the heading *"*Systems*"* ***and before the heading*** *"*IT Risk Assessment*"* ***by replacing*** *"*section 12.1 of National Instrument 21-101

Marketplace Operation" ***with*** "sections 2 and 3 of National Instrument 26-101 *Information Technology System Integrity"****.***

12. Form 21-101F2 Information Statement – Alternative Trading System is amended by replacing "key services or systems***" and** *"key services and systems"* ***wherever the expressions occur with "***key services or systems, including, for greater certainty, critical services or critical systems,***".***

13. Exhibit D – Affiliates of Form 21-101F2 Information Statement – Alternative Trading System is amended by repealing item 1 of paragraph 2(ii)***.***

14. Exhibit F – Outsourcing of Form 21-101F2 Information Statement – Alternative Trading System is amended

(a) in item 4 by replacing "subsection 5.12(a) of National Instrument 21-101 *Marketplace Operation"* ***with*** "paragraph 21(a) of National Instrument 26-101 *Information Technology System Integrity* and section 5.12 of National Instrument 21-101 *Marketplace Operation"****,***

(b) in item 5 by replacing "subsection 5.12(b) of National Instrument 21-101 *Marketplace Operation"* ***with*** "paragraph 21(b) of National Instrument 26-101 *Information Technology System Integrity* and section 5.12 of National Instrument 21-101 *Marketplace Operation"****,***

(c) in item 6 by replacing "subsection 5.12(f) of National Instrument 21-101 *Marketplace Operation"* ***with*** "paragraph 21(f) of National Instrument 26-101 *Information Technology System Integrity* and section 5.12 of National Instrument 21-101 *Marketplace Operation"****,***

(d) in item 7 by replacing "subsection 5.12(g) of National Instrument 21-101 *Marketplace Operation"* ***with*** "paragraph 21(h) of National Instrument 26-101 *Information Technology System Integrity* and section 5.12 of National Instrument 21-101 *Marketplace Operation"****, and***

(e) in item 8 by replacing "subsection 5.12(h) of National Instrument 21-101 *Marketplace Operation"* ***with*** "paragraph 21(j) of National Instrument 26-101 *Information Technology System Integrity* and section 5.12 of National Instrument 21-101 *Marketplace Operation"****.***

15. Exhibit G – Systems and Contingency Planning of Form 21-101F2 Information Statement – Alternative Trading System is amended

a) in item 2 after the heading "General***" and before the heading "****Business Continuity Planning***" by replacing*** "subsection 12.2(1) of National Instrument 21-101 *Marketplace Operation"* ***with*** "section 23 of National Instrument 26-101 *Information Technology System Integrity"****, and***

b) in item 3 after the heading "Systems" ***and before the heading*** "IT Risk Assessment" ***by replacing*** "section 12.1 of National Instrument 21-101 *Marketplace Operation"* ***with*** "sections 2 and 3 of National Instrument 26-101 *Information Technology System Integrity"****.***

16. Form 21-101F4 Cessation of Operations Report for Alternative Trading System is amended by repealing "Exhibit B".

17. (1) This Instrument comes into force on [●].

(2) In Saskatchewan, despite subsection (1), if these regulations are filed with the registrar of regulations after [insert date], these regulations come into force on the day on which they are filed with the registrar of regulations.