

21-101F1 Application for and Amendments to Application for Recognition as an Exchange or Quotation and Trade Reporting System [F Proposed - Lapsed]

**NATIONAL INSTRUMENT 21-101
FORM 21-101F1
APPLICATION FOR AND AMENDMENTS TO APPLICATION FOR
RECOGNITION AS AN EXCHANGE OR QUOTATION
AND TRADE REPORTING SYSTEM**

EXCHANGE QUOTATION AND TRADE REPORTING SYSTEM
 APPLICATION AMENDMENT

1. Full name: _____

2. Main street address (Do not use a P.O. Box):

3. Mailing address (if different):

4. Address of head office (if different from address in item 2):

5. Business telephone and facsimile number:

(Telephone) (Facsimile)

6. Website address:

7. Contact employee:

(Name and Title) Telephone Number) (Facsimile) (E-mail address)

8. Counsel:

(Firm Name) (Contact Name) (Telephone Number) (Facsimile) (E-mail address)

9. Date of financial year end: _____

10. Legal status: Corporation Sole Proprietorship

Partnership Other (Specify): _____

Except where the exchange or quotation and trade reporting system is a sole proprietorship, indicate the date and place where the exchange or quotation and trade reporting system obtained its legal status (*e.g.*, place of incorporation, place where partnership agreement was filed or where exchange or quotation and trade reporting system entity was formed):

(a) Date (DD/MM/YYYY): _____ (b) Place of formation:

(c) Statute under which exchange or quotation and trade reporting system was organized: _____

EXHIBITS

File all Exhibits with an application for registration. For each exhibit, include the name of the exchange or quotation and trade reporting system, the date of filing of the exhibit and the date as of which the information is accurate (if different from the date of the filing). If any Exhibit required is inapplicable, a statement to that effect shall be furnished instead of such Exhibit.

If the applicant, recognized exchange or recognized quotation and trade reporting system files an amendment to this Form and the amendment relates to an Exhibit to this Form, the applicant, recognized exchange or recognized quotation and trade reporting system, as the case may be, must, in order to comply with section 3.2 or 4.2 of National Instrument 21-101, file the Exhibit to which the amendment relates showing the changes and provide an updated version of the Exhibit.

Exhibit A A copy of the constating documents with all subsequent amendments, and of existing by-laws or corresponding rules or instruments, whatever the name, of the exchange or quotation and trade reporting system.

Exhibit B A copy of all rules, policies and other similar instruments of the exchange or quotation and trade reporting system that are not included in Exhibit A.

Exhibit C For each affiliated entity of the exchange or quotation and trade reporting system, and for any person or company with whom the exchange or quotation and trade reporting system has a contractual or other agreement relating to the operation of an electronic trading system to be used to effect transactions on the exchange or quotation and trade reporting system (the "System"), provide the following information:

1. Name and address of person or company.
2. Form of organization (e.g., association, corporation, partnership, etc.)
3. Name of location and statute citation under which organized. Date of incorporation in present form.
4. Brief description of nature and extent of affiliation or contractual or other agreement with exchange or quotation and trade reporting system.
5. Brief description of business or functions. Description should include responsibilities with respect to operation of the System and/or execution, reporting, clearance, or settlement of transactions in connection with operation of the System.
6. If a person or company has ceased to be an affiliated entity of the exchange or quotation and trade reporting system during the previous year or ceased to have a contractual or other agreement relating to the operation of a System during the previous year, provide a brief statement of the reasons for termination of the relationship.

Exhibit D Describe the manner of operation of the System. This description should include the following:

1. The means of access to the System.
2. Procedures governing entry and display of quotations and orders in the System.

3. Procedures governing the execution, reporting, clearance and settlement of transactions in connection with the System.
4. Proposed fees.
5. The hours of operation of the System, and the date on which exchange or quotation and trade reporting system intends to commence operation of the System.
6. If the exchange or quotation and trade reporting system proposes to hold funds or securities on a regular basis, describe the controls that will be implemented to ensure safety of those funds or securities.

Exhibit E1 A complete set of all forms pertaining to:

1 Exhibit E is to be provided only if it is not otherwise provided with Exhibit B.

1. Application for participation in the exchange or quotation and trade reporting system.
2. Any other similar materials.

Exhibit F2 A complete set of all forms, reports or questionnaires required of marketplace participants relating to financial responsibility or minimum capital requirements for such marketplace participants. Provide a table of contents listing the forms included in this Exhibit.

2 Exhibit F is to be provided only if it is not otherwise provided with Exhibit B.

Exhibit G3 A complete set of documents comprising the exchange's or quotation and trade reporting system's listing or quotation applications, including any agreements required to be executed in connection with listing or quotation and a schedule of listing or quotation fees. If the exchange or quotation and trade reporting system does not list securities, provide a brief description of the criteria used to determine what securities may be traded on the exchange or quotation and trade reporting system. Provide a table of contents listing the forms included in this Exhibit.

3 Exhibit G is to be provided only if it is not otherwise provided with Exhibit B.

Exhibit H For the latest financial year of the exchange or quotation and trade reporting system, audited financial statements of the exchange or quotation and trade reporting system and a report prepared by an independent auditor.⁴

4For a new exchange, future oriented financial information should be provided instead of the information specified in Exhibit H.

Exhibit I A list of the partners, directors, officers, governors, members of all standing committees, or persons performing similar functions, who presently hold or have held their offices or positions during the previous year, indicating the following for each:

1. Name.
2. Title.
3. Dates of commencement and termination of term of office or position.
4. Type of business in which each is primarily engaged (*e.g.*, sales trading, market making, etc.).
5. For partners, directors, officers, governors or persons performing similar functions, the type of business in which each was primarily engaged in the preceding five years, if different from that set out in item 4.

Exhibit J For each affiliated entity of the exchange or quotation and trade reporting system, provide the following information:

1. A copy of the constating documents.
2. A copy of existing by-laws or corresponding rules or instruments.
3. The name and title of the present officers, governors, members of all standing committees or persons performing similar functions.
4. For the latest financial year of the affiliated entity, unconsolidated financial statements, which may be unaudited. Such financial statements shall consist, at a minimum, of a balance sheet and an income statement prepared in accordance with, or if the affiliated entity is organized under the laws of a foreign jurisdiction, reconciled with Canadian GAAP. If the affiliated entity is required by securities legislation to file annual financial statements, a statement to that effect, with a reference to the relevant securities legislation, may be provided instead of the financial statements required here.

Exhibit K This Exhibit is applicable only to exchange or quotation and trade reporting systems that have one or more owners, shareholders, or partners that are

not also marketplace participants. If the exchange or quotation and trade reporting system is a corporation, please provide a list of each shareholder that directly owns five percent or more of a class of a voting security of the exchange or quotation and trade reporting system. If the exchange or quotation and trade reporting system is a partnership, please provide a list of all general partners and those limited partners that have the right to receive upon dissolution, or have contributed, five percent or more of the partnership's capital. For each of the persons listed in this Exhibit, please provide the following:

1. Full legal name.
2. Title or status.
3. Date title or status was acquired.
4. Approximate ownership interest.
5. Whether the person has control (as interpreted in subsection 1.3(2) of National Instrument 21-101 Marketplace Operation).

Exhibit L5 Describe the exchange's or quotation and trade reporting system's criteria for participation in the exchange or quotation and trade reporting system. Describe conditions under which marketplace participants may be subject to suspension or termination with regard to access to the exchange or quotation and trade reporting system. Describe any procedures that will be involved in the suspension or termination of a member.

5Exhibit L is to be provided only if it is not otherwise provided with Exhibit E.

Exhibit M Provide an alphabetical list of all marketplace participants, including the following information:

1. Name.
2. Date of becoming a marketplace participant.
3. Principal business address and telephone number.
4. If a marketplace participant, is an individual, the name of the entity with which such individual is associated and the relationship of such individual to the entity

(e.g., partner, officer, director, employee, etc.).

5. Describe the type of trading activities primarily engaged in by the marketplace participant (e.g., agency trading, principal trading, registered trader, market maker). A person shall be "primarily engaged" in an activity or function for purposes of this item when that activity or function is the one in which that person is engaged for the majority of their time. When more than one type of person at an entity engages in any of the activities or functions enumerated in this item, identify each type (e.g., agency trader, registered trader and market maker) and state the number of marketplace participants in each.

6. The class of participation or other access.

Exhibit N Provide a schedule for each of the following:

1. The securities listed on the exchange or quoted on the quotation and trade reporting system, indicating for each the name of the issuer and a description of the security and whether or not the issuer is suspended from trading.

2. Other securities traded on the marketplace, including, for each, the name of the issuer and a description of the security.

**CERTIFICATE OF EXCHANGE OR QUOTATION AND
TRADE REPORTING SYSTEM**

The undersigned certifies that the information given in this report is true and correct.

DATED at _____ this _____ day of _____ 20 _____

(Name of exchange or quotation and trade reporting system)

(Name of director, officer or partner - please type or print)

(Signature of director, officer or partner)

(Official capacity- please type or print)