

Appendix B

INFORMATION TO BE FILED BY MARKET REGULATION SERVICES INC. ("RS INC.")

Type of Filing: † INITIAL FILING

† 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):

Indicate the date and place where RS Inc. obtained its legal status:
(a) Date (DD/MM/YYYY): _____ (b) Place of formation:
(c) Statute under which RS Inc. was organized:
11. Name of each marketplace that has signed a contract with RS Inc.:

EXHIBITS

File all Exhibits with the Filing. For each Exhibit, include the date on which the Exhibit is filed and the date as of which the information is accurate if that date is different from the date of filing. If any Exhibit is inapplicable, make a statement to that effect. When filing an amendment, provide a description of the changes and file a complete and updated Exhibit.

1. CORPORATE GOVERNANCE

Exhibit A A copy of the constating documents, including corporate by-laws and other similar documents, and all subsequent amendments.

Exhibit B For each affiliated entity of RS Inc., and for any person or company with whom RS Inc. has a contractual or other agreement relating to the operation of the system to be used by RS Inc. to carry out its regulation functions (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. 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 RS Inc.
5. Brief description of business or functions. Description should include responsibilities with respect to operation of the System.
6. If a person or company has ceased to be an affiliated entity of RS Inc. 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 C Provide a list of partners, directors, officers, governors, members of all board and 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 expiry of present term of office or position and length of time position held.
4. Type of business in which each is primarily engaged and current employer.
5. Type of business in which each was primarily engaged in the preceding five years, if different from that set out in item 4.
6. Whether the person is considered to be an independent director.

Exhibit D Provide a list of each shareholder that directly owns five percent or more of a class of a voting security of RS Inc. 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 of RS Inc. (as interpreted in subsection 1.3(2) of National Instrument 21-101 Marketplace Operation).

2. RULES

Exhibit E With the initial filing, provide a copy of all by-laws, rules, policies and other similar instruments of RS Inc. that

are not included in Exhibit A.

3. SYSTEMS AND OPERATIONS

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

1. A detailed description of the surveillance tools that comprise the System.
2. The means of access to the System.
3. The hours of operation of the System, and the date on which RS Inc. intends to commence operation of the System.
4. Description of current and future capacity estimates, contingency and business continuity plans and the procedures to review and test methodology of the System and to perform stress testing.

Exhibit G Provide a list of all securities for which RS Inc. performs regulation functions.

4. ACCESS

Exhibit H Provide a list of marketplaces for which RS Inc. provides regulation services, and for each marketplace provide the following information:

1. Name.
2. Date of the agreement between the marketplace and RS Inc.
3. Principal business address and telephone number.

5. FEES

Exhibit I Provide a description of all fees to be paid by marketplaces or marketplace participants and how such fees are set.

6. FINANCIAL VIABILITY

Exhibit J¹ Provide audited financial statements of RS Inc. and a report prepared by an independent auditor.

7. REGULATION

Exhibit K Provide a description of the regulation services performed by RS Inc., including the structure of RS Inc., policies and procedures in place to ensure confidentiality, policies and procedures relating to conducting an investigation and its disciplinary process.

Exhibit L Provide copies of the contracts between RS Inc. and each marketplace for which RS Inc. is performing regulation services, any amendments to the contracts and notice of termination of the contracts.

Exhibit M If more than one entity is performing regulation services for a type of security, provide the written agreement between RS Inc. and any other regulation services provider under section 7.5 of National Instrument 23-101.

CERTIFICATE OF MARKET REGULATION SERVICES INC.

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

¹ For the initial filing, future oriented financial information should be provided instead of the information specified in Exhibit J.

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)