

B.11.2 Marketplaces

B.11.2.1 Toronto Stock Exchange – Amendments to Toronto Stock Exchange Company Manual – Request for Comments

TORONTO STOCK EXCHANGE

REQUEST FOR COMMENTS

AMENDMENTS TO TORONTO STOCK EXCHANGE COMPANY MANUAL

Toronto Stock Exchange ("TSX") is publishing certain proposed amendments (the "**Proposed Amendments**") to the TSX Company Manual (the "**Manual**"). The Amendments provide for public interest changes to Section 606 – Prospectus Offerings of the Manual.

Comments should be in writing and delivered by January 31, 2023 to:

Danielle Mayhew
Legal Counsel, Regulatory Affairs
Toronto Stock Exchange
100 Adelaide Street West, Suite 300
Toronto, Ontario M5H 1S3
Email: tsxrequestforcomments@tsx.com

A copy should also be provided to:

Susan Greenglass
Director
Market Regulation
Ontario Securities Commission
20 Queen Street West
Toronto, Ontario M5H 3S8
Email: marketregulation@osc.gov.on.ca

Comments will be made publicly available unless confidentiality is requested. The Proposed Amendments will only become effective following public notice and comment and approval by the OSC.

Background

TSX is considering the Proposed Amendments as described below in order to reduce the burden faced by issuers and their agents when raising capital via a prospectus offering by providing clarity, predictability and greater transparency of TSX policies.

Section 606 of the Manual sets out certain rules applicable to issuers that are proposing to distribute securities by way of a prospectus offering ("**prospectus offering**" or "**public offering**"). TSX currently requires its listed issuers to provide notice (the "**Notice**") to TSX of the proposed transaction. Upon review of the Notice, and pursuant to the policies set out under Section 606 of the Manual, TSX will determine if the offering is a "bona fide" public offering. Generally, if TSX determines that the offering is, in fact, bona fide, the terms of the offering are accepted by TSX, subject to the applicable provisions of Section 606 of the Manual. Where TSX determines that the offering is not a bona fide public offering, TSX will advise the issuer that the offering will be reviewed under Section 607 - Private Placements of the Manual (the "**Private Placement Rules**"), resulting in the application of additional rules on the transaction (e.g. discount and dilution restrictions).

Subsection 606(b) of the Manual states that in determining whether a prospectus offering is, in fact, a bona fide public offering, TSX will consider the following factors: (i) method of distribution; (ii) participation of insiders; (iii) number of placees; (iv) offering price; and (v) economic dilution. Subsection 606(b) does not, however, include details of how each factor, and the relative importance of how each factor, plays into the ultimate determination by TSX of whether a public offering is truly bona fide.

As stated above, Subsection 606(b) currently lists "offering price" as a factor that may indicate that a prospectus offering is not a bona fide public offering, without stating the acceptable level of discount. The absence of a stated discount was previously not generally problematic, as both stakeholders and TSX understood that up to a 10% discount to the five day volume weighted average trading price ("**Market Price**") of such securities on TSX was customary on a bona fide public offering. In addition, historically, bona fide public offerings have been marketed for a period of time that allowed for price discovery.

The Canadian senior market has since evolved, such that the vast majority of prospectus offerings are no longer "marketed" but instead are executed by way of a "bought deal" offer by a Canadian investment dealer. In some instances, prospectus offerings are executed by way of an overnight marketed deal. Both of these methods require execution of the offering, including the determination of pricing, within a very short timeframe. TSX has also noted that, in a growing number of cases, the securities are

Tsx V Company Manual

Lyndon Maither



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Getting and Staying Listed in Canada Timothy Sean Baikie, 2003 **Principles of Contemporary Corporate Governance** Jean Jacques du Plessis, Anil Hargovan, Beth Nosworthy, 2024-06-30 Now in its fifth edition *Principles of Contemporary Corporate Governance* offers a comprehensive introduction to the rules and regulations of corporate governance systems. It takes an inclusive stakeholder approach to examine how companies apply corporate governance principles in the private sector. *Mergent Industrial Manual*, 2003 **Corporations and Partnerships in Canada** Mark Gillen, 2024-01-18 Derived from the renowned multi volume *International Encyclopaedia of Laws* this practical analysis of the law of business formations in Canada provides quick and easy guidance on a variety of corporate and partnership considerations such as mergers, rights and duties of interested parties, stock exchange rules, labour laws and takeovers. Lawyers who handle transnational business will appreciate the explanation of local variations in terminology and the distinctive concepts that determine practice and procedure. A general introduction covering historical background, definitions, sources of law and the effect of international private law is followed by a discussion of such aspects as types of formation, capital shares, management, control, liquidation, mergers, takeovers, holding companies, subsidiaries and taxation. Big companies, various types of smaller entities and partnerships are all covered in turn. These details are presented in such a way that readers who are unfamiliar with specific terms and concepts in varying contexts will fully grasp their meaning and significance. Thorough yet practical, this convenient volume puts the information necessary for corporations to compete effectively at the user's fingertips. An important and practical tool for business executives and their legal counsel interested in engaging in an international partnership or embarking on corporate expansion, this book will prove a valuable time saving tool for business and legal professionals alike. Lawyers representing parties with interests in Canada will welcome this very useful guide and academics and researchers will appreciate its value in the study of comparative business law. [Corporate Governance in Global Capital Markets](#) Janis Sarra, 2011-11-01 The recent failures of Enron, WorldCom and other large publicly traded corporations have catapulted the issue of corporate governance onto the international stage. In this timely book, Janis Sarra draws together the work of legal scholars and practitioners from across North America to provide a comprehensive analysis of corporate governance issues in global capital markets. The contributors to this collection explore the theoretical underpinnings of corporate governance and provide concrete illustration of different models and their outcomes. While the perspectives of the authors sometimes differ, their common project is to explore different normative conceptions of the corporation in order to contribute to an analysis of global trends in corporate governance. The book measures diverse theoretical perspectives against the reality of corporate operations in current capital markets, exploring the norms that inform shifts in governance practice and the influence of regulatory regimes on governance change. Relationships both within and outside the firm are explored, including issues of accountability, ethics in decision making and notions of

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This book is crafted in an easy-to-understand language and is complemented by engaging illustrations. This book is highly recommended for anyone seeking to gain a comprehensive understanding of Tsx V Company Manual.

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