

ANNEX B

AMENDMENTS TO NATIONAL INSTRUMENT 23-101 TRADING RULES

(blacklined to version published for comment April 7, 2016)

1. **National Instrument 23-101 Trading Rules is amended by this Instrument.**
2. **Section 6.6.1 is replaced with the following:**

6.6.1 Trading Fees

- (1) In this section

“exchange-traded fund” means a mutual fund,

- (a) the units of which are listed securities or quoted securities, and
- (b) that is in continuous distribution in accordance with applicable securities legislation; and

“inter-listed security” means an exchange-traded security that is also listed on a recognized exchange and on an exchange that is registered as a “national securities exchange” in the United States of America under section 6 of the 1934 Act.

- (2) A marketplace that is subject to section 7.1 of NI 21-101 must not charge a fee for executing an order that was entered to execute against a displayed order on the marketplace that,

(a) for in the case of an order involving an inter-listed security,

- (i) ~~that is~~ greater than \$0.0030 per security traded for an equity security, or per unit traded for an exchange-traded fund, if the execution price of each security or unit traded is greater than or equal to \$1.00, and
- (ii) ~~that is~~ greater than \$0.0004 per security traded for an equity security, or per unit traded for an exchange-traded fund, if the execution price of each security or unit traded is less than \$1.00; or

(b) for in the case of an order involving a security that is not an inter-listed security,

- (i) ~~that is~~ greater than \$0.0017 per security traded for an equity security, or per unit traded for an exchange-traded fund, if the execution price of each security or unit traded is greater than or equal to \$1.00, and
- (ii) ~~that is~~ greater than \$0.0004 per security traded for an equity security, or per unit traded for an exchange-traded fund, if the execution price of each security or unit traded is less

than \$1.00.

(3) A recognized exchange must maintain a list of inter-listed securities that are listed on the exchange as of the last day of each calendar quarter.

(4) A recognized exchange must publicly disclose on its website the list referred to in subsection (3)

(a) within 7 days after the last day of each calendar quarter, and

(b) for a period of at least 12 months commencing on the date it is publicly disclosed on the website..

3. The following section is added after section 6.6.1:

6.6.2 Ceasing to be inter-listed security – fee transition period — If a security ceases to be an inter-listed security, paragraph 6.6.1(2)(b) does not apply if

(a) less than 35 days has passed since the first date, following the cessation, the list referred to in subsection 6.6.1(4) was publicly disclosed, and

(b) the fee charged is in compliance with paragraph 6.6.1(2)(a) as if the security were still an inter-listed security..

4. Transition – publication of inter-listed securities

On or before April 17, 2017, a recognized exchange must publicly disclose on its website a list of the inter-listed securities that were listed on the exchange as of April 10, 2017.

5. Transition – fee adjustment for orders involving non-inter-listed securities

Despite paragraph 6.6.1(2)(b), as enacted by section 2 of this Instrument, a marketplace to which that paragraph applies may, until May 15, 2017, charge a fee that exceeds the amount referred to in that paragraph provided the fee charged is not greater than

(a) \$0.0030 per security traded for an equity security, or per unit traded for an exchange-traded fund, if the execution price of each security or unit traded is greater than or equal to \$1.00, and

(b) \$0.0004 per security traded for an equity security, or per unit traded for an exchange-traded fund, if the execution price is less than \$1.00.

6. Effective Date

- (1) This Instrument comes into force on April 10, 2017.
- (2) In Saskatchewan, despite subsection (1), if these regulations are filed with the Registrar of Regulations after April 10, 2017, these regulations come into force on the day on which they are filed with the Registrar of Regulations.

SCHEDULE

1. The changes to Companion Policy 23-101 to National Instrument 23-101 Trading Rules are set out in this Schedule.

2. Part 6 is changed by adding the following section:

6.4.1 Trading Fees – Section 6.6.1 provides caps on the fee that a marketplace subject to section 7.1 of NI 21-101 can charge for execution against a displayed order on the marketplace. Paragraph 6.6.1(2)(a) establishes a higher trading fee cap for exchange-traded securities that are inter-listed (i.e., listed on both a recognized exchange and a national securities exchange in the United States of America) and priced at or above \$1.00. Subsections 6.6.1(3) and (4) provide a process to ensure transparency of a security’s status as an inter-listed security, and require a recognized exchange to publish a quarterly list of all of its inter-listed securities no later than seven days after the end of each quarter. In compiling the list, an exchange may rely on representations made by its listed issuers as to their status. Section 6.6.2 addresses the situation where a security’s status as an inter-listed security changes, specifically, when a security is delisted from all U.S. national securities exchanges on which it was listed and is now only listed on a recognized exchange in Canada and is no longer an inter-listed security. Section 6.6.2 requires marketplaces to make any reductions to their fees that are necessary to comply with paragraph 6.6.1(2)(b) no later than 35 days following the publication of the first list indicating that the security is no longer an inter-listed security.