



Schedule A

Proposed Amendment to IIROC By-law No. 1, Section 1.1

~~“Marketplace” means: a marketplace or a published market as defined in securities legislation or a commodity futures exchange as defined in commodity futures legislation.~~

(a) a recognized exchange or a commodity futures exchange registered in a jurisdiction of Canada;

(b) a recognized quotation and trade reporting system; or

(c) a person or company not included in clause (a) or (b) above that facilitates the trading of securities or derivatives in a jurisdiction of Canada; and

(i) constitutes, maintains or provides a market or facility for bringing together buyers and sellers of securities or derivatives;

(ii) brings together the orders for securities or derivatives of multiple buyers and sellers; and

(iii) uses established non-discretionary methods under which the orders interact with each other, and the buyers and sellers entering the orders agree to the terms of a trade.