



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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**IN THE MATTER OF
THE *SECURITIES ACT*,
R.S.O. 1990, CHAPTER S.5, AS AMENDED**

AND

**IN THE MATTER OF
CNSX MARKETS INC.**

**DESIGNATION ORDER
(Section 4.8 of National Instrument 62-104)**

WHEREAS the Ontario Securities Commission (the **Commission**) issued an order dated May 7, 2004, and varied on September 9, 2005, June 13, 2006, May 16, 2008, varied and restated on July 6, 2010, varied on June 22, 2012, varied and restated on November 5, 2013, varied on October 1, 2015, and varied and restated on February 12, 2016, February 8, 2019, and August 31, 2020, and varied and restated on May 12, 2023, recognizing the Canadian Trading and Quotation System Inc., which later changed its name to CNSX Markets Inc. (the **CSE**), as an exchange pursuant to section 21 of the *Securities Act* (Ontario) (the **Recognition Order**);

AND WHEREAS pursuant to subsection 4.8(2) of National Instrument 62-104 *Take-Over Bids and Issuer Bids* (**NI 62-104**), an issuer bid that is made in the normal course through the facilities of a designated exchange is exempt from the requirements applicable to issuer bids in Part 2 of NI 62-104 if the bid is made in accordance with the by-laws, rules, regulations and policies of that exchange;

AND WHEREAS pursuant to subsection 4.8(1) of NI 62-104, the Board of the Commission (the **Board**) may recognize or designate an exchange as a designated exchange for the purposes of NI 62-104;

AND WHEREAS the securities regulatory authorities in each of the provinces and territories of Canada received an application on June 20, 2024 from the CSE seeking designation by each such securities regulatory authority as a designated exchange for the purposes of NI 62-104 (the **Designation Application**);

AND WHEREAS the British Columbia Securities Commission recognized the CSE as an exchange pursuant to an order dated April 25, 2019 and varied on May 15, 2023;

AND WHEREAS the CSE has been exempted from the requirement to be recognized as an exchange by: (a) the Alberta Securities Commission pursuant to an order dated January 8, 2005;

(b) the Manitoba Securities Commission pursuant to an order dated January 17, 2005; and (c) the Autorité des marchés financiers pursuant to an order dated August 30, 2007;

AND WHEREAS the CSE has undertaken to apply for an exemption from recognition as an exchange in each of New Brunswick, Newfoundland and Labrador, the Northwest Territories, Nova Scotia, Nunavut, Prince Edward Island, Saskatchewan, and the Yukon (collectively, the **Non-Exempting Jurisdictions**) prior to December 20, 2024, in connection with the Designation Application and at the request of the Non-Exempting Jurisdictions;

AND WHEREAS the Commission approved changes to the CSE Listing Policies and Forms that became effective April 3, 2023 that included rules for normal course issuer bids for issuers listed on the CSE (the **NCIB Rules**) that are consistent with the requirements of other exchanges that have been designated as designated exchanges for the purposes of NI 62-104; and

AND WHEREAS the CSE has represented to staff of the Commission that they have the ability to oversee and enforce compliance with the NCIB Rules;

AND UPON the Board being satisfied that to do so would not be prejudicial to the public interest;

THE BOARD designates CSE as a designated exchange for the purposes of NI 62-104.

BOARD APPROVED: September 6, 2024