

THE INTENSIVE SHORT COURSE ON THE TORONTO STOCK EXCHANGE AND TSX VENTURE EXCHANGE

November 6 & 7, 2019 • 9:00 a.m. – 5:00 p.m.
In person Only

A comprehensive program that will equip you with working knowledge of the fundamentals and listing requirements for the TSX and TSX Venture Exchange

In two days, over 15 expert instructors will provide you with a practical understanding of the operating framework and rules that you must know for TSX and TSX Venture Exchange listed entities, including:

- Step-by-step listing requirements and key differences between the TSX and TSX Venture Exchange
- Best practices: advising boards of directors, raising capital, getting listed, acquisitions, reverse takeovers and the use of social media
- Prospectus offerings and private placements
- Continuous disclosure ongoing requirements

Register today at:

osgoodepd.ca/tsx

Advisory Board

Georges Dubé
Partner, McMillan LLP

Sivan Fox
Vice President, Legal and Corporate Secretary, Dundee Corporation

Cheryl Graden
Senior Vice President, Group Head of Legal and Business Affairs and Corporate Secretary, TMX Group

D'Arcy Nordick
Partner, Stikeman Elliott LLP

Edward J. Waitzer
Partner, Stikeman Elliott LLP

Chair

Charlotte Bell
General Counsel's Office, TMX Group

Location

Osgoode Professional Development
1 Dundas St. West, 26th Floor
Toronto, ON



THE OSGOODE SHORT COURSE ON THE Toronto Stock Exchange and TSX Venture Exchange

Take your practice to the next level and gain a solid grounding in the TSX and TSX Venture Exchange listing requirements and fundamentals. This course will help define the legal obligations and best practices for TSX and TSX Venture Exchange entities. You will also benefit from course materials prepared by leading private practitioners and TMX Group staff.

Topics Include

Day One – The Operating Framework and Getting Listed:

- Corporate Laws and Corporate Governance
- Securities Laws for Raising Capital
 - Prospectus Offerings
 - Private Placements
- Listing Requirements
 - TSX
 - TSX Venture Exchange
- Continuous Disclosure Requirements
 - Material Changes
 - Financial Reporting
 - AGM's

Day Two – TSX and TSX Venture Exchange Transactions:

- Using the TSX and TSX Venture Exchange for Raising Capital
- Tips and TSX/TSX Venture Exchange Specific Issues
- Trading: Understanding Canadian Equity
- Capital Market Mechanics
- Insider Obligations
- Investor Relations
- Ethics and Professional Responsibilities

Who Should Attend

- Lawyers who want to develop a solid understanding of the TSX and TSX Venture Exchange landscape
- Junior and Mid-level Associates Practicing in Corporate and Securities Law
- Civil Litigators who Practice Securities Litigation
- Corporate Executives
- Finance Officers
- Investor Relations Personnel
- Investment Dealers and Advisors
- Regulators

Register today at:

osgoodepd.ca/tsx

Agenda

Day 1: Wednesday, November 6, 2019

The Operating Framework and Getting Listed

8:30 a.m.

Registration

9:00 a.m.

Introduction to the Program

Charlotte Bell, General Counsel's Office,
TMX Group

9:10 a.m.

Corporate Laws and Corporate Governance

Ramandeep K. Grewal, Partner, Stikeman
Elliott LLP

R. David Toyoda, Associate Counsel,
Boughton Law Corporation

Learn the critical corporate governance rules that apply to companies listed on the TSX and TSX Venture Exchange:

- Board composition
- Directors' roles and responsibilities
- Corporate governance
- Best practices in advising boards of directors
- Directors' liability and defences

10:30 a.m.

Refreshment Break

10:45 a.m.

Securities Laws for Raising Capital

Bradley A. Freelan, Partner, Fasken
Martineau DuMoulin LLP

David Mendicino, Senior Legal Counsel,
Ontario Securities Commission

The key legal issues and best practices in arranging financing:

- Overview of securities laws
- Prospectuses and public offerings
- Private placements and exemption requirements
- Resale restrictions, including escrow
- Best practices and common errors

12:00 p.m.

Networking Lunch

1:00 p.m.

Listing Requirements

Sally Gillies, Senior Manager, Geologist,
TMX Group

Natalie Ho, Senior Manager, TSX Venture

Selma Thaver, Senior Manager, TSX

An overview of the listing requirements of the
TSX and TSX Venture Exchange:

- TSX listing requirements
- TSX Venture Exchange listing requirements
- Key differences between the Exchanges
- “Graduation” from the TSX Venture Exchange to
TSX
- Best practices and common errors
- Key contacts

2:45 p.m.

Refreshment Break

3:00 p.m.

Continuous Disclosure Requirements

Vaughn MacLellan, Partner, DLA Piper LLP

Heather Zordel, Partner, Gardiner Roberts LLP

Gain a practical understanding of continuous
disclosure obligations and how to handle those
obligations effectively:

- What is a Material Change? What needs to be
disclosed and when?
- Financial Reporting
- Shareholder Meetings
- Filing cycle for listed entities and key ongoing
filings (including identification of the differences
between the TSX and TSX Venture Exchange)
- What are the steps to take to ensure that
disclosure obligations are handled effectively?

5:00 p.m.

Day One Adjourns

“Fantastic program!”

Julis Jn-Baptiste
Legal Counsel, Corporate Finance,
Ontario Securities Commission

Day 2: Thursday, November 7, 2019

TSX and TSX Venture Exchange Transactions

8:30 a.m.

Registration

9:00 a.m.

Using the Toronto Stock Exchange to Raise Capital

Adrienne Fong, Senior Manager, TSX

Jeffrey Hershenfield, Partner, Stikeman Elliott
LLP

Detailed guidance on the TSX policies and filing
requirements for:

- Subsequent financings (private placements and
public offerings)
- Security-based compensation
- Acquisitions and dispositions
- Best practices and common errors

10:30 a.m.

Refreshment Break

10:45 a.m.

Using the TSX Venture Exchange to Raise Capital

Tim Babcock, Managing Director,
Capital Formation, TSX Venture Exchange

Catherine Youdan, Partner, Blake, Cassels &
Graydon LLP

Detailed guidance on the TSX Venture Exchange
policies and filing requirements for:

- Subsequent financings (private placements and
public offerings)
- Stock options
- Acquisitions and dispositions (escrow)
- Best practices and common errors

12:00 p.m.

Networking Lunch

1:00 p.m.

Trading: Understanding Canadian Equity Market Mechanics

Jeff Foster, Head Business Development,
TMX Equity Trading

Learn the basics of equity trading, the various
players, and the market structure within
which capital moves through the system. The
objective is to help demystify the impact trading
phenomena and mechanics have on stock.

- TMX and Alternative Trading Platforms and
Dark Pools
- Anonymous Trading
- HFTs and Algorithmic Trading
- Market on Close Facility

2:15 p.m.

Refreshment Break

2:30 p.m.

Insider Obligations

Charlotte Bell, General Counsel’s Office,
TMX Group

Jennifer Campbell, Partner, Cassels Brock &
Blackwell LLP

An overview of the obligations imposed
personally on directors and officers of public
companies, including:

- Insider reporting
- Insider trading prohibitions

4:00 p.m.

Investor Relations

Joe Racanelli, Director, Investor Relations
and Communication, Sherritt International
Corporation

Sets out the building blocks needed to create
a successful and principled investor relations
program for public companies of all sizes:

- What you must do – the prerequisites to an
IR program
- What you should not do – the difference
between IR and promotion
- Effective communication tips
- Best practices for use of social media and other
online communication tools
- Understanding deal and client objectives
- Effective client communications – tips and
TSX/TSX Venture Exchange specific issues
- Ethics and professional responsibilities

5:00 p.m.

Program Concludes

Chair

Charlotte Bell, Senior Policy Counsel, General Counsel's Office, TMX Group

Faculty

Tim Babcock, Managing Director, Capital Formation, TSX Venture Exchange

Jennifer Campbell, Partner, Cassels Brock & Blackwell LLP

Adrienne Fong, Senior Manager, TSX

Jeff Foster, Head Business Development, TMX Equity Trading

Bradley A. Freelan, Partner, Fasken Martineau DuMoulin LLP

Sally Gillies, Senior Manager, Geologist, TMX Group

Ramandeep K. Grewal, Partner, Stikeman Elliott LLP

Jeff Hershenfield, Partner, Stikeman Elliott LLP

Natalie Ho, Senior Manager, TSX Venture Exchange

Vaughn MacLellan, Partner, DLA Piper LLP

David Mendicino, Senior Legal Counsel, Ontario Securities Commission

Joe Racanelli, Director, Investor Relations and Communication, Sherritt International Corporation

Selma Thaver, Senior Manager, TSX

R. David Toyoda, Associate Counsel, Boughton Law Corporation

Catherine Youdan, Partner, Blake, Cassels & Graydon LLP

Heather Zordel, Partner, Gardiner Roberts LLP

Registration Details

Fee per Delegate

\$750 plus HST

Newly Licensed (2016 – 2019): \$375 plus HST

Fees include attendance, program materials, lunch and break refreshments. Group discounts are available.

Visit www.osgoodepd.ca/group-discounts for details.

Please inquire about financial assistance.

Program Changes

We will make every effort to present the program as advertised, but it may be necessary to change the date, location, speakers or content with little or no notice. In the event of program cancellation, York University's and Osgoode Hall Law School's liability is limited to reimbursement of paid fees.

Cancellations and Substitutions

Substitution of registrants is permitted at any time. If you are unable to find a substitute, a full refund is available if a cancellation request is received in writing 14 days prior to the program date. If a cancellation request is made with less than 14 days notice, a \$75 administration fee will apply. No other refund is available.



OsgoodePD has been approved as an Accredited Provider of Professionalism Content by the LSO.

Eligible CPD Hours: Both Days – LSO (ON): 13h 50m CPD (12h 50m Substantive; 1h Professionalism)

BC hours: 12.75 credit hours

NY hours: 15 credits in the area of Professional Practice

This program is approved for LawPRO Risk Management Credit.

OsgoodePD programs may be eligible for CPD/MCLE credits in other Canadian and US jurisdictions. To inquire about credit eligibility, please contact cpd@osgoode.yorku.ca.



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Osgoode Professional Development

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Toronto, ON Canada M5G 1Z3

“Great balance of detail and overview.”

Case studies were great...

Anish Shrimankar, RBC Capital Markets



The Osgoode Short Course on the
Toronto Stock Exchange
and TSX Venture Exchange

Register today at:

osgoodepd.ca/tsx