

BULLETIN TYPE: Notice to Issuers
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Re: Blockchain and Cryptocurrency

TSX Venture Exchange (the “**Exchange**”) is providing guidance regarding blockchain and cryptocurrency, including initial coin offerings (“**ICO**”) and initial token offerings (“**ITO**”). The Exchange refers to the Canadian Securities Administrators Staff Notice 46-307 *Cryptocurrency Offerings* (the “**CSA Notice**”), which outlines how Canadian securities law requirements may apply to ICOs and ITOs. The Exchange also refers to its Corporate Finance Manual (the “**Manual**”), which sets out the Exchange’s policies.

As indicated in the CSA Notice, coins or tokens issued by Issuers may fall within the definition of a “security”. Issuers are reminded that, in accordance with the Manual (Policy 3.2, section 5.1), unless specifically provided for in the Manual, an Issuer must not issue securities without the prior acceptance of the Exchange. Further, as several of the Exchange’s policies may apply in the case of an ICO or ITO, regardless of whether the coin or token is a “security”, Issuers must take care to ensure that they comply with all such policies when contemplating an ICO or ITO. Such policies include, but are not limited to, Policy 2.8 – *Supplemental Listings*; Policy 3.2 – *Filing Requirements and Continuous Disclosure*; Policy 3.5 – *Restricted Shares*; Policy 4.1 – *Private Placements*; Policy 4.3 – *Shares for Debt*; Policy 5.2 – *Changes of Business and Reverse Takeovers*; and Policy 5.3 – *Acquisitions and Dispositions of Non-Cash Assets*.

While this sector appears to still be in the earliest stages of its growth, we are proud to already be the chosen market for many companies in the sector, and we are excited to see that strong investor interest has given many of these companies good access to funding to accelerate their growth. Our series of webinars regarding blockchain and cryptocurrency may be accessed at the following link:

<https://www.tmx.com/blockchain>

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