

**IN THE MATTER OF
THE SECURITIES ACT, R.S.N.L. 1990, CHAPTER S-13
AS AMENDED (the "Act")**

AND

**AN ORDER EXEMPTING ISSUERS WHOSE SECURITIES ARE LISTED ON THE
ALPHA VENTURE PLUS MARKETPLACE OPERATED BY ALPHA EXCHANGE INC.
FROM CERTAIN REQUIREMENTS OF SECURITIES REGULATION**

**ORDER
(Section 144.(1) of the Act)**

Whereas:

1. the Ontario Securities Commission rendered an order recognizing Alpha Exchange Inc. ("Alpha Exchange") and Alpha Trading Systems Limited Partnership ("Alpha LP") as exchanges on December 8, 2011 ("Recognition Order");
2. the Autorité des marchés financiers ("AMF"), as the principal exempting regulator under National Policy 11-203 – *Process for Exemptive Relief Applications in Multiple Jurisdiction*, rendered order n° 2012-PDG-0024 exempting Alpha Exchange and Alpha LP from the requirement to be recognized as a stock exchange, an exchange or a self regulatory organization on March 13, 2012 ("Exempting Order") which evidences the decision of the Superintendent of Securities (the "Superintendent");
3. it is expected that the operations of Alpha ATS Limited Partnership ("Alpha ATS") will be legally transferred to Alpha Exchange;
4. the Recognition Order will be effective as at the later of: (a) February 1, 2012; or (b) the date the operations of Alpha ATS have been legally transferred to Alpha Exchange;
5. the Exempting Order will be effective as at the date the operations of Alpha ATS have been legally transferred to Alpha Exchange;
6. Alpha Exchange intends to operate two marketplaces, referred to as "Alpha Venture Plus" and "Alpha Main";
7. securities laws applicable to issuers may vary depending on which marketplace or exchange the issuer's securities are listed or quoted;
8. it is appropriate that the securities laws applicable to issuers whose securities will be listed on the Alpha Venture Plus marketplace (individually, an "Alpha Venture Plus Issuer" and collectively the "Alpha Venture Plus Issuers") be the same as that applicable to issuers whose securities are listed on the TSX Venture Exchange and that are TSX Venture Tier I issuers;

9. the definition of *short form eligible exchange* provided in National Instrument 44-101 *Short Form Prospectus Distributions* and in any other rule where reference is made to this definition, refers to each of the Toronto Stock Exchange (“TSX”), Tier 1 and Tier 2 of the TSX Venture Exchange and the Canadian National Stock Exchange;
10. one of the requirements applicable to an issuer who meets the definition of *established issuer* provided in National Policy 46-201: *Escrow for Initial Public Offerings* is that an issuer, after its initial public offering (“IPO”), have securities listed on the TSX and not be classified by the TSX as an exempt issuer or have securities listed on the TSX Venture Exchange and be a TSX Venture Tier 1 issuer;
11. the above-cited definitions or requirements currently do not refer to the marketplaces that Alpha Exchange intends to operate;
12. it may be appropriate to revise the securities laws to include the Alpha Main and the Alpha Venture Plus marketplaces, where applicable, and until this is done, it is important that the Alpha Venture Plus Issuers comply with, and benefit from, requirements that are fair and equal when compared to other issuers that have securities listed on comparable stock exchanges;
13. the Superintendent may, pursuant to section 144.(1) of the Act, on the terms and conditions that he may impose, exempt a person or company from a requirement of the securities law of the province, where he considers the exemption not to be prejudicial to the public interest; and
14. the Superintendent considers that it would not be prejudicial to the public interest.

Order

15. The Superintendent exempts each Alpha Venture Plus Issuer from the requirements listed in Schedule A, on the condition that it files with the Superintendent an original copy of an undertaking it signed in favor of the Superintendent, prior to having its securities listed on the Alpha Venture Plus marketplace by Alpha Exchange, in the form provided for in Schedule B (the “Issuer Undertaking”), and concurrently delivers a copy thereof to Alpha Exchange.
16. This exemption order will come into force, become effective and apply to an Alpha Venture Plus Issuer as at the date at which all of the following conditions are met: (i) the Exempting Order has come into force and became effective; and (ii) the securities of the Alpha Venture Plus Issuer are listed on the Alpha Venture Plus marketplace.

Dated at St. John’s, Newfoundland and Labrador, this 30th day of March, 2012.



Douglas J. Connolly, C.G.A.
Superintendent of Securities

SCHEDULE A

Exemptions from the following requirements:

1. The requirement of subsection 2.2(e) of National Instrument 44-101 *Short Form Prospectus Distributions* (“NI 44-101”) that the securities of an issuer whose equity securities will be listed on the Alpha Venture Plus marketplace (“Alpha Venture Plus Issuer”) be listed and posted for trading on a *short form eligible exchange*, within the meaning of that rule, if the Alpha Venture Plus Issuer’s equity securities are listed on the Alpha Venture Plus marketplace;
2. The requirement of subsection 2.2(1) of National Instrument 44-102 *Shelf Distributions* that an Alpha Venture Plus Issuer be qualified under section 2.2 of NI 44-101 to file a preliminary short form prospectus that is a preliminary base shelf prospectus, on the condition that the Alpha Venture Plus Issuer meet all the requirements of such provision except for the requirement that its equity securities be listed for trading on a *short form eligible exchange*, within the meaning of NI 44-101, if the Alpha Venture Plus Issuer’s equity securities are listed on the Alpha Venture Plus marketplace; and
3. All provisions contained in National Policy 46-201: *Escrow for Initial Public Offerings* that apply to an Alpha Venture Plus Issuer as a result of the fact that it meets the definition of *emerging issuer*, within the meaning of that Policy.

SCHEDULE B

Form of undertaking

Superintendent of Securities
Province of Newfoundland and Labrador

ISSUER UNDERTAKING

_____ (the “Alpha Venture Plus Issuer”) hereby undertakes in favor of the Superintendent of Securities (the “Superintendent”) to comply with the following provisions or requirements established under the *Securities Act*, RSNL1990, chapter S-13, as amended (the “Act”):

1. All the provisions contained in National Policy 46-201 *Escrow for Initial Public Offerings* as if the Alpha Venture Plus Issuer was considered an *established issuer*, within the meaning of that Policy; and
2. The requirement of subsection 11.2(b) of National Instrument 51-102 *Continuous Disclosure Obligations* to file a change of status report when the Alpha Venture Plus Issuer’s securities become listed on the Alpha Main marketplace operated by Alpha Exchange Inc. or any other exchange considered as a non-venture exchange.

The undersigned acknowledges that failing to comply with the present Issuer Undertaking may result in the Superintendent taking steps to ensure its compliance in accordance with section 127 of the Act.

[Place, Date]

(s) _____
[Name, Function], duly authorized