



TRADELOGIQ MARKETS INC.
CONFLICTS OF INTEREST POLICIES AND PROCEDURES
JULY 2023

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1. Purpose

The purpose of this document (the **Policy**) is to outline the policies and procedures of Tradelogiq Markets Inc. (**TMI**) with respect to identifying and managing actual, potential or perceived conflicts of interest arising from its marketplace operations, including in relation to its direct and indirect shareholders, in accordance with section 5.11 of National Instrument 21-101 *Marketplace Operation* (**NI 21-101**).

This Policy applies to all directors, officers, employees of both TMI and, its parent, Tradelogiq Group Inc. (**TGI** and, together with all affiliates, including TMI, referred to as **Tradelogiq**).

2. Tradelogiq Markets Inc.

TMI is a registered alternative trading system (**ATS**), operating two trading books: Omega ATS (**Omega**) and Lynx ATS (**Lynx**). The Ontario Securities Commission (**OSC**) is its lead regulator. TMI is also registered as an investment dealer and CIRO member in all provinces in Canada.

3. Shareholder-related Conflicts of Interest

Tradelogiq's priority is to provide a stable, fair, and orderly market with transparency of policies, processes, and operations for both Omega and Lynx. This goal must not be overridden by any commercial interests of direct or indirect shareholders of TMI or their affiliates (collectively, "**Shareholders**").

As certain shareholders of **TGI**, or their affiliates, are trading firms and/or marketplace participants ("**Industry Shareholders**"), Tradelogiq has created and maintains shareholder-related provisions in this Policy which are designed to consider the real and/or perceived conflicts between these shareholders and marketplace operations.

Tradelogiq also aims to prioritize the interests of the marketplaces it operates over any interests of Shareholders. In addition, Tradelogiq seeks to ensure that its directors, officers and employees are not unduly influenced by the interests of any Shareholder.

Operational and/or market structure decisions of Omega or Lynx will not be made to specifically provide a benefit or advantage to any Shareholders, but will instead be made with a view to what is best for Omega, Lynx and their respective users.

In addition, Tradelogiq will ensure all directors of TMI and TGI are subject to confidentiality obligations and any information provided shall not be used for any purpose other than in connection with their obligations and roles as board members.

Tracking Trading Participant Shareholders

It is the responsibility of the Chief Executive Officer (**CEO**), Chief Legal Officer (**CLO**) and Chief Compliance Officer (**CCO**) to ensure that all Industry Shareholders that are material trading participants in the Canadian public securities markets (whether as or through marketplace participants) are identified and that all applicable Tradelogiq employees are aware of these Shareholders' relationship to Tradelogiq and this Policy.

4. Managing Potential Shareholder-related Conflicts of Interest

Tradelogiq recognizes that it could be perceived that large, actively-trading Shareholders could seek to improperly influence the marketplace operations of either Omega or Lynx for their respective benefits.

These perceived conflicts of interest could include:

- Obtaining access to non-public trading or other day-to-day or operational information.
- Receiving enhanced pricing or trading benefits or co-location opportunities, if available.

- Having the ability to improperly influence marketplace structural and operational decisions.

Accordingly, it is important for Tradelogiq to institute policies and procedures to prevent or manage such conflicts of interest. The following policies and procedures have, accordingly, been instituted:

No access to material non-public trading and other day-to-day or operational information

- Industry Shareholders and their respective representatives will not receive access to confidential trading information regarding marketplace operations that could provide them with any advantages over other trading firms and marketplace participants, including confidential order or trade information.
- Industry Shareholders and their respective representatives will not receive any day-to-day reports and will not be involved in or responsible for the day-to-day management of the operations of Tradelogiq.
- Industry Shareholders and their respective representatives will not receive any operational level information that may give them trading advantages over other trading firms and marketplace participants.
- Any information that could be considered to be of the nature referred to above that is proposed to be provided to Industry Shareholders or their respective representatives must first be approved by the CEO and one of the CLO and the CCO.
- Each director nominee of an Industry Shareholder and the Shareholder itself will be required to agree that he, she or it will maintain any non-public information of Tradelogiq received by the director and/or the Shareholder separate and confidential from his, her or its other business operations.

No enhanced pricing or trading benefits

- Industry Shareholders will pay the same trading and market data fees as other Tradelogiq clients.
- Industry Shareholders will be subject to the same order matching priority as Tradelogiq's other trading participants.
- Industry Shareholders will be subject to the same features and functionalities of Omega and Lynx as all other trading participants.
- Tradelogiq will not provide any inducements to Industry Shareholders that are not available to Tradelogiq's other trading participants, or provide such inducements on more favourable terms than are available to such other trading participants. Tradelogiq shall remain fully compliant with the fair access requirements of NI 21-101, and all subscribers shall be subject to the same trading fees and market data fees.

Limits on the ability to influence marketplace structural and operational decisions

- To seek to ensure that Shareholders will not have the ability to influence marketplace structural decisions, all material market structure-related decisions will have to first be approved by TMI's executive team, which approval will, in all cases, include the CEO and one of the CLO and the CCO.
- The executive team will, as part of its responsibilities seek to:
 - Prevent Industry Shareholders from being able to improperly influence the marketplace operations of either Omega or Lynx for their respective benefits.
 - Consider real or perceived conflicts that may arise, including but not limited to those resulting from such Industry Shareholders' direct or indirect ownership interests in Tradelogiq.
 - Oversee the establishment of procedures designed to avoid or appropriately manage conflicts of interest involving Shareholders, including to restrict their access to material non-public trading information and to seek to ensure that Industry Shareholders do not receive pricing or trading benefits or enhanced co-location opportunities if applicable.
 - Review the effectiveness of this policy and the associated procedures not less than annually, consider and, where appropriate, recommend to the TMI board changes to this policy from time to time.

5. Personal Dealings By Directors, Officers and Employees

Education

Each Tradelogiq director, officer and employee is made aware of and is required to comply with their responsibilities as set out in all of Tradelogiq's Policies and Procedures Manuals and a written acknowledgement from each individual is received on an annual basis with respect to these obligations.

Tradelogiq communicates all relevant compliance-related bulletins from regulatory and self-regulatory bodies to its employees in a timely manner.

All registered employees must comply with CISO course, training, and continuing education requirements.

Tradelogiq educates its employees about trading rules and ethical standards. Specifically, employees are made aware of

- i. what the legal restrictions are on the use of trading information,
- ii. what the legal consequences are for Tradelogiq and its employees if applicable rules are breached (i.e. civil and quasi-criminal liability and securities commission and self-regulatory organization disciplinary proceedings), and
- iii. what their ethical responsibilities are.

Tradelogiq supervises and documents the implementation and execution of all employee training programs and courses to ensure that they are compliant with applicable securities laws established by applicable regulatory and self-regulatory bodies.

All employees of Tradelogiq also receive periodic training with respect to anti-money laundering laws and regulations.

Information Barriers

Tradelogiq has established, maintains, and enforces reasonable safeguards and procedures to protect trading information with a view to ensuring that there is no improper use of proprietary information by employees, officers, and directors.

Access to trading information on Tradelogiq's information systems is limited to the appropriate employees and such employees are instructed in methods aimed at preventing other employees of Tradelogiq or its affiliates (including significant Shareholders) from gaining access to such information.

Employees in possession of Inside Information must maintain the confidentiality of such information and abstain from trading for a Personal Account or a Related Account until it has been generally disclosed.

Supervision

All trading by employees and consultants with direct access to live client orders and confidential post-trade information (**Direct Access Personnel**) is subject to Tradelogiq's Personal Trading Policy. Employees may not deal with another member of CICO without the prior written consent of the CCO. All such pre-approvals are, among other things, conditional on a copy of all confirmations and statements subsequently being provided to Tradelogiq. Accounts under an employee's control, which may include the accounts of an employee's spouse, are subject to similar constraints wherever practical and reasonable.

Tradelogiq's employees must keep Tradelogiq informed of all Outside Activities (OAs) and ensure that each OA is not contrary to the provisions of applicable securities legislation, does not create or have any conflicts, and has been pre-approved by the CCO of Tradelogiq.

The Ultimate Designated Person (**UDP**) is Tradelogiq's President and CEO, and he has ultimate control and responsibility to ensure that Tradelogiq operates in accordance with good governance principles including managing conflicts of interest.

The CCO is charged with ensuring that a proper governance structure and appropriate supervision is in place and oversees the business taking into consideration regulatory

requirements. The CCO also provides an annual report to the board that, among other things, identifies conflicts of interest.

6. Conflict Identification and Management

Tradelogiq takes its obligation to identify and manage all conflicts of interest seriously. Our goal is to operate a marketplace that maintains public trust, investor confidence, and ongoing confidence in the integrity of Tradelogiq. We also aim to create an organizational culture that supports employees who bring forward potential conflicts of interest.

We believe that we can identify and manage any real or perceived conflicts of interest through supporting consistency, transparency, and accountability. In addition to the other provisions of this Policy, we will do this by:

- a) In performing their day-to-day functions, operations staff will identify potential Shareholder-related conflicts of interest and bring them to the attention of the executive team.
- b) Holding monthly compliance meetings and ad-hoc and, at a minimum, monthly management meetings in order to identify and discuss any potential Shareholder-related conflicts of interest, which if identified will then be brought to the attention of the CEO and CLO.
- c) Including a specific conflicts of interest section in the CCO report to the Tradelogiq board.
