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CSA and CIRO expect crypto trading platforms to prioritize applications for investment dealer registration and CIRO membership

TORONTO - The Canadian Securities Administrators (CSA) and the Canadian Investment Regulatory Organization (CIRO) are reminding crypto trading platforms (CTPs) to ensure their operations comply with Canadian securities laws by prioritizing their applications for registration as investment dealers and membership with CIRO.

On March 29, 2021, the CSA and the Investment Industry Regulatory Organization of Canada (now CIRO) published Staff Notice 21-329 Guidance for Crypto-Asset Trading Platforms: Compliance with Regulatory Requirements, providing guidance on the securities law requirements that apply to CTPs.

In Canada, CTPs that facilitate trading in either a) crypto assets that are securities and/or derivatives or b) instruments or contracts, based on crypto assets, that are securities or derivatives, are expected to register as investment dealers and become members of CIRO, the regulatory body intended to oversee this type of activity.

As outlined in the staff notice, the CSA contemplated an interim approach, which allowed CTPs to operate as restricted dealers in an appropriately regulated environment for a time-limited period while working toward obtaining CIRO membership. CSA members expected CTPs to actively and diligently seek registration as investment dealers and membership with CIRO by the end of the time-limited period, which was generally expected to be two years.

Given the time that has passed, CSA members expect CTPs to have carefully reviewed and understood the requirements to become investment dealers and CIRO members, and be actively engaged with CIRO on their applications. Moving forward, CSA members do not intend to continue with the interim approach for time-limited restricted dealer registration for CTPs as described in the staff notice.

CTPs that have been working actively and diligently with CSA members to complete their registration should contact the CSA member that is their principal regulator to discuss whether time-limited registration as a restricted dealer is appropriate for the CTP.

Applying for CIRO membership

CIRO is committed to ensuring an efficient and thorough process to review CTPs' applications for membership with CIRO. Guidance on applying for CIRO membership is available on CIRO.ca under the Becoming a Dealer Member section. CTPs are encouraged to complete a Readiness Questionnaire to self-assess if they have the necessary infrastructure and capital in place to apply for membership.

CTPs must submit a completed <u>Membership Application Form</u> and all supporting materials to apply for CIRO membership. All membership applications undergo an extensive review by CIRO staff. Once satisfied that the CTP can comply with CIRO By-laws and Rules, CIRO staff will forward their recommendation to CIRO's Board of Directors for decision.

CIRO staff work closely with firms applying for membership and encourage applicants to contact <u>MemberIntake@ciro.ca</u> to arrange for a pre-filing discussion with the CIRO team dedicated to managing membership applications and transactions.

We encourage all CTPs to consult their legal counsel about Canadian securities law and CIRO rules, and to contact their <u>principal regulator</u> or CIRO staff with any questions.

Investors interested in crypto assets

Investing in crypto assets can be high risk. Before choosing to buy or sell crypto assets, the CSA urges investors to consult the <u>list of CTPs</u> that are authorized to do business with Canadians.

The CSA, the council of the securities regulators of Canada's provinces and territories, coordinates and harmonizes regulation for the Canadian capital markets.

The Canadian Investment Regulatory Organization (CIRO) is the national self-regulatory organization that oversees all investment dealers, mutual fund dealers and trading activity on Canada's debt and equity marketplaces. CIRO is committed to the protection of investors, providing efficient and consistent regulation, and building Canadians' trust in financial regulation and the people managing their investments. For more information, visit <u>www.ciro.ca</u>.

For investor inquiries, please contact your local securities regulator.

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