



**Toronto Stock  
Exchange**

**TSX Venture  
Exchange**

# A Growth Capital Exchange

## For US Companies - 2015

### TMX GROUP

**Toronto Stock Exchange** | **TSX Venture Exchange** | TSX Alpha Exchange | Montréal Exchange | BOX | NGX | Shorcan  
TSX Private Markets | The Canadian Depository for Securities Limited | Canadian Derivatives Clearing Corporation  
TMX Datalinx | TMX Atrium | TMX Technology Solutions | TMX Equity Transfer Services

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# Our Global Ranking

**#4**

- **Equity Capital Raised**
- **US\$57.8 Billion** (2014)

**#8**

- **Market Capitalization**
- **US\$2.09 Trillion** (2014)

# TSX by the Numbers

**1512**

Issuers

**\$92B**

Equity raised

**195**

New listings

**\$88M**

Average Financing on TSX

# Equity Capital Raised on TSX/TSXV



Total Capital Raised (All Sectors): **\$92.5 Billion**

Average Diversified Sector IPO: **\$203.3 Million**



Total Capital Raised (All Sectors): **\$7.7 Billion**

Average Diversified Sector IPO: **\$11.5 Million**

# Some Distinct Benefits

## 1 Cost and time advantages

- Speedy regulatory review
- Lower legal and accounting costs
- Lower ongoing public company costs (including SOX)

## 2 Canadian market advantages

- Enhanced demand and market attention for SMEs
- Enhanced analyst coverage for SMEs
- Share Liquidity for SMEs

## 3 Unique deal structures and financing options

- CPCs
- Bought Deals
- MJDS

## 4 TSX Support and Services

# US Companies List and Trade on TSX

130

US Companies listed  
on TSX and TSXV

29

IPOs and new listings  
since Jan. 2013

\$4.2B

Equity capital raised  
since Jan. 2013

~40%

of daily trading originates  
from international brokers

Total Value Traded:  
\$1.4 Trillion



CREDIT SUISSE

Deutsche Bank



J.P.Morgan



Morgan Stanley

RAYMOND  
JAMES



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# Global Capital Comes to TSX

~40%

of daily trading originates from  
outside Canada

~25%

of TSX Member Firms are  
headquartered outside Canada

\$1.4 Trillion

Total Value Traded





# The World Trades on TSX and TSXV

~40%

of daily trading originates  
from outside Canada

Total Value Traded:

\$1.4 Trillion

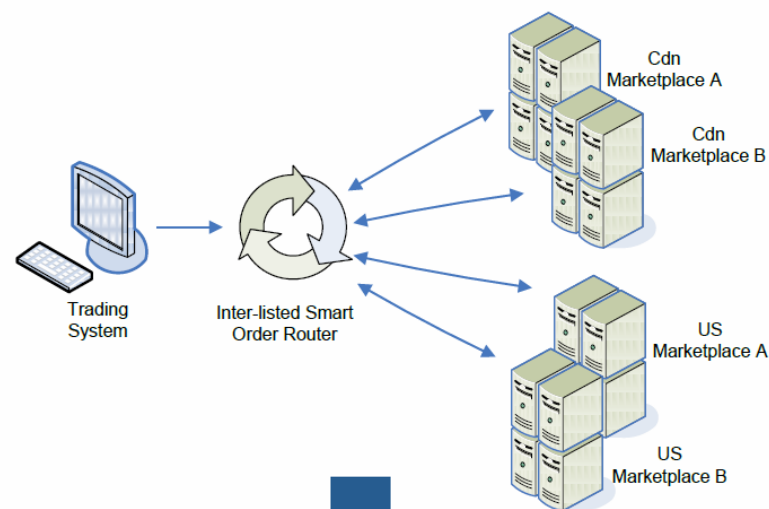


# Enhanced Share Liquidity

## Cross-Border Trading Mechanics

- Shares of dual-listed (TSX/Nasdaq) companies are fully fungible
  - no difference between “US shares” and “Canadian shares”
  - shares have a common CUSIP number
- Trades settle seamlessly between countries
  - CDS (Canadian clearing system) and DTC (US clearing system) both work on 3-day settlement periods
- Trades settle seamlessly in different currencies
  - US\$ buyers can transact with C\$ sellers, and vice-versa
- Buy/sell orders are routed to multiple exchanges (in multiple countries) to ensure the best price/execution for investors
  - requirement of regulatory regimes in the US and Canada
  - investors are not aware of how/where orders get filled

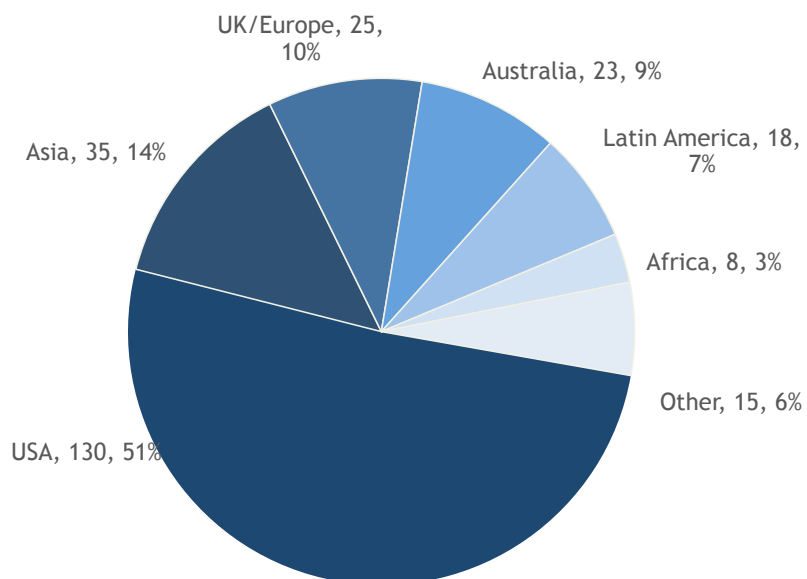
### Illustration of Cross-Border Trading Mechanics



10+ trading marketplaces in Canada and 50+ trading marketplaces in the US are consolidated into a single pool of liquidity for buyers and sellers

# A Global Exchange

## TSX and TSXV International Listings by Country/Region



- Total International Listings = 254
- TSX = 119 Listings | QMV=\$132 Billion
- TSXV = 135 Listings | QMV= \$2.8 Billion

During 2012-July 2015:

- U.S. IPOs and Listings : 47
- Equity Capital raised by U.S. Companies: \$8.5 Billion

As at July 31, 2015

# US Issuers on TSX and TSXV

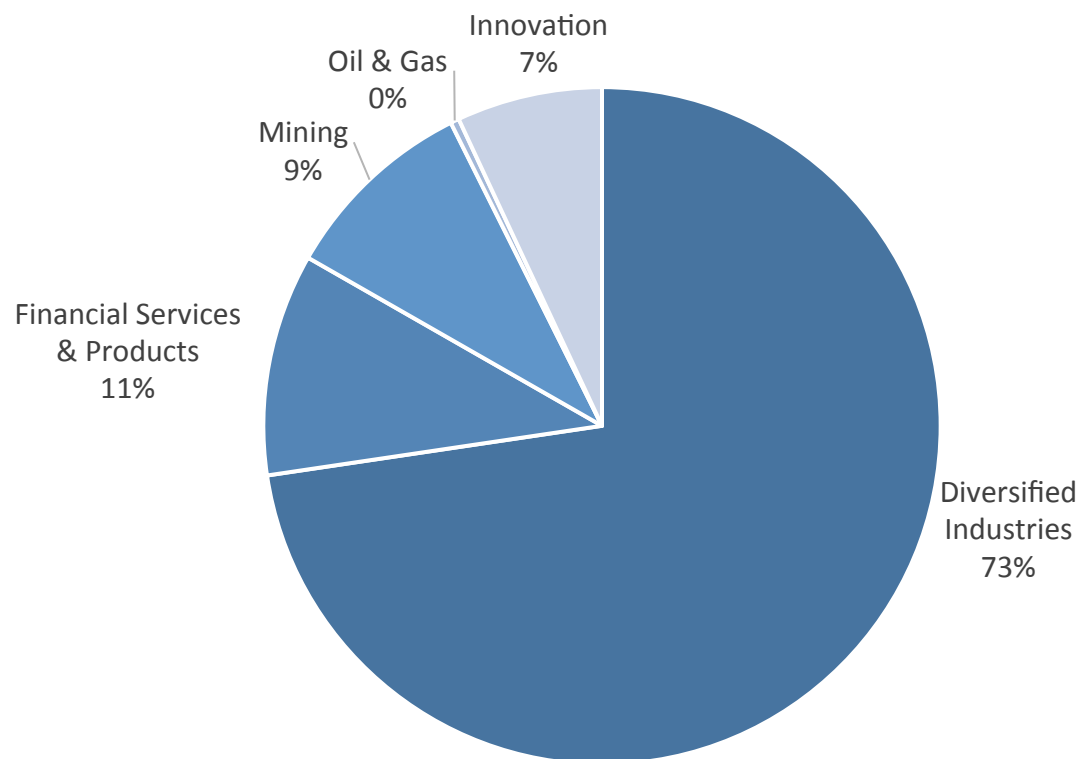
**130** US listings

**29** New US listings since  
January 2013

**\$4.2B** Equity capital raised by US issuers since  
January 2013

# Large and Diverse Issuer Base

## Listings by Sector (Based on Value)



**Diversified Industries** = Communications & Media, Diversified Industries, Forest Products & Paper, Real Estate and Utilities & Pipelines

**Innovation** = Clean Technology & Renewable Energy, Life Sciences, and Technology

# Growth Oriented Market



- Market Capitalization: \$2.5 Trillion
- Average Financing: \$103 Million
- Number of Companies: 1,512
- Typical Market Capital: > \$75 Million



- Market Capitalization: \$25 Billion
- Average Financing: \$3.2 Million
- Number of Companies: 1,893
- Typical Market Capital: < \$75 Million

# A Unique Public Company Incubator



**\$87B** of equity capital raised by graduates since 2000

**605**  
graduates  
+161 M&A\*

**21%** 21% of all TSX companies are  
TSXV grads



\* From January 1, 2000 – December 31, 2014



# TSX By the Numbers



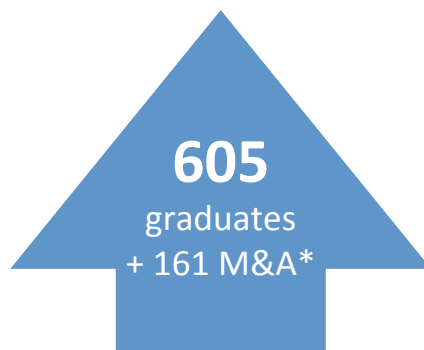
Toronto Stock  
Exchange

1512 Issuers Listed

\$2.5 Trillion Total Market Cap.

\$103.0 Million Average Financing in 2015

Equity capital Raised  
by Graduates since  
2000: \$87B



21% of TSX companies  
are TSXV graduates



TSX Venture  
Exchange

1893 Issuers Listed

\$25.0 Billion Total Market Cap.

\$3.2 Million Average Financing in 2015



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TSX Venture  
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\*From January 1, 2000 – December 31, 2014.  
As at or YTD July 31, 2015.



# Recent IPOs and New Listings

Toronto Stock Exchange & TSX Venture Exchange

## Canadian New Listings



## U.S. New Listings on TSX and TSX Venture Exchange



# Recent VC and Private Equity IPO Exits



Venture Partners

DIRTT (2013)



Shopify (2015)



Kinaxis (2014)



E Q U I T Y

Halogen (2013)



ViXS (2013)



Pattern Energy (2013)



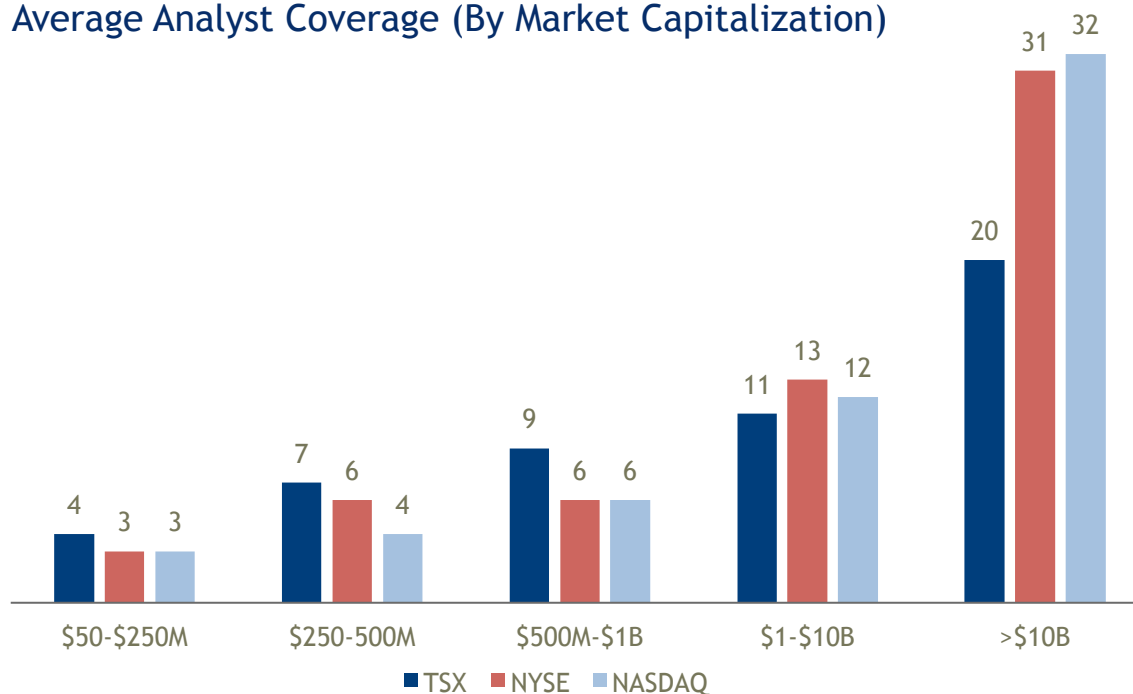
Northern Power (2014)



NYX Gaming (2014)

# Enhanced Analyst Coverage

Average Analyst Coverage (By Market Capitalization)



- A listing on Toronto Stock Exchange gives mid-cap companies the opportunity to be relevant to public investors while listing on a world-class exchange
- The capital markets community in Canada (investors, advisors, regulators, etc.) is structured to support public companies at an earlier stage than in other countries

# Relative Ranking of \$1 Billion and \$500 Million Diversified Industries Companies

| Sector                  | Market Capitalization | Ranking on TSX | Ranking on NYSE/NASDAQ |
|-------------------------|-----------------------|----------------|------------------------|
| Comm. & Media           | \$1 billion           | 13             | 108                    |
|                         | \$500 million         | 17             | 129                    |
| Consumer Discretionary  | \$1 billion           | 32             | 282                    |
|                         | \$500 million         | 43             | 354                    |
| Financial Services      | \$1 billion           | 32             | 425                    |
|                         | \$500 million         | 44             | 628                    |
| Forest Products & Paper | \$1 billion           | 10             | 14                     |
|                         | \$500 million         | 13             | 15                     |
| Real Estate             | \$1 billion           | 25             | 183                    |
|                         | \$500 million         | 36             | 207                    |
| REITs                   | \$1 billion           | 18             | 166                    |
|                         | \$500 million         | 24             | 188                    |
| Utilities & Pipelines   | \$1 billion           | 15             | 146                    |
|                         | \$500 million         | 16             | 156                    |

## Top 10 IPOs on TSX

| Company                            | Equity Raised (C\$) | Market Cap at Time of Listing (C\$) |
|------------------------------------|---------------------|-------------------------------------|
| PrairieSky Royalty Ltd.            | \$1,456.0 M         | \$4,550 M                           |
| Seven Generations Energy Ltd.      | \$931.5 M           | \$3,649 M                           |
| Fairfax India Holdings Corporation | \$630.4 M           | \$692 M                             |
| Choice Properties REIT             | \$460.0 M           | \$870 M                             |
| Pattern Energy Group Inc.          | \$418.4 M           | \$853 M                             |
| Northern Blizzard Resources Inc.   | \$350.0 M           | \$1,919 M                           |
| Acasta Enterprises Inc.            | \$350.0 M           | \$350.4 M                           |
| Sleep Country Canada Holdings Inc. | \$300.5 M           | \$528.3 M                           |
| Cara Operations Limited            | \$265.5 M           | \$364 M                             |
| CT Real Estate Investment Trust    | \$263.5 M           | \$882 M                             |

Top 10 Corporate IPOs on Toronto Stock Exchange from January 2013 to July 2015 as measured by Gross Proceeds (C\$).  
Diversified Industry IPOs are shaded.

## Top 10 Diversified IPOs on TSX

| Company                            | Equity Raised (C\$) | Sector                |
|------------------------------------|---------------------|-----------------------|
| Genworth MI Canada Inc.            | \$849.3 M           | Financial Services    |
| General Motors Company             | \$765.0 M           | Consumer & Industrial |
| Fairfax India Holdings Corporation | \$630.4 M           | Financial Services    |
| Capital Power Corporation          | \$500.3 M           | Utilities & Pipelines |
| Gibson Energy Inc.                 | \$500.0 M           | Consumer & Industrial |
| Choice Properties REIT             | \$460.0 M           | Real Estate           |
| Hudson's Bay Company               | \$365.1 M           | Consumer & Industrial |
| Dream Global REIT                  | \$310.5 M           | Real Estate           |
| Sleep Country Canada Holdings Inc. | \$300.5 M           | Consumer & Industrial |
| Dollarama Inc.                     | \$300.0 M           | Consumer & Industrial |

Top 10 Diversified Industries IPOs on Toronto Stock Exchange from January 2009 to July 2015 as measured by Gross Proceeds (C\$).

# New Diversified Industries Listings: TSX

10 issuers | Average market cap: \$415M

| Symbol | Company Name                                       | Market Capitalization (C\$)<br>31-July-2015 | Sector                | Type of Listing |
|--------|--|---|-----------------------|-----------------|
| RAY    | Stingray Digital Group Inc.                        | \$251 M                                     | Comm & Media          | IPO             |
| ZZZ    | Sleep Country Canada Holdings Inc.                 | \$528 M                                     | Consumer & Industrial | IPO             |
| CAO    | Cara Operations Limited                            | \$387 M                                     | Consumer & Industrial | IPO             |
| TOY    | Spin Master Corp.                                  | \$310 M                                     | Consumer & Industrial | IPO             |
| IGG    | Innova Gaming Group Inc.                           | \$55 M                                      | Consumer & Industrial | IPO             |
| GDI    | GDI Integrated Facility Services Inc.              | \$229 M                                     | Consumer & Industrial | TSXV Grad       |
| FIH    | Fairfax India Holdings Corporation                 | \$870 M                                     | Financial Services    | IPO             |
| CRN    | Crown Capital Partners Inc.                        | \$95 M                                      | Financial Services    | IPO             |
| APR    | Automotive Properties Real Estate Investment Trust | \$76 M                                      | Real Estate           | IPO             |
| FSV    | FirstService Corporation                           | \$1,355 M                                   | Real Estate           | Other           |

# New Diversified Industries Listings: TSXV

11 issuers | Average market cap: \$33M

| Symbol | Company Name                                  | Market Capitalization (C\$)<br>31-July-2015 | Sector                | Type of Listing |
|--------|---|---|-----------------------|-----------------|
| TWM    | Tidewater Midstream and Infrastructure Ltd.   | \$10 M                                      | Consumer & Industrial | IPO             |
| DLS    | DealNet Capital Corp.                         | \$61 M                                      | Consumer & Industrial | Other           |
| TTR    | Titanium Transportation Group Inc.            | \$40 M                                      | Consumer & Industrial | Other           |
| AAP    | Alpha Peak Leisure Inc.                       | \$20 M                                      | Consumer & Industrial | QT              |
| JTR    | GreenSpace Brands Inc.                        | \$17 M                                      | Consumer & Industrial | QT              |
| HIT    | Hit Technologies Inc.                         | \$6 M                                       | Consumer & Industrial | QT              |
| APA    | AlliancePharma Inc.                           | \$3 M                                       | Consumer & Industrial | QT              |
| XAU    | GoldMoney Inc.                                | \$138 M                                     | Financial Services    | Other           |
| DE     | Decisive Dividend Corporation                 | \$6 M                                       | Financial Services    | QT              |
| LND    | Inspira Financial Inc.                        | \$46 M                                      | Financial Services    | QT              |
| SUF    | Starlight U.S. Multi-Family (No. 4) Core Fund | \$22 M                                      | Real Estate           | IPO             |



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# Dual Listing, A Possibility

## Top 10 Dual Listed Canadian Companies

| Company                                    | Sector                 | Market Cap | Dual-Listed | % Volume Traded on TSX |
|--|------------------------|------------|-------------|------------------------|
| Royal Bank of Canada                       | Financial Services     | \$119.6 B  | NYSE        | 80%                    |
| The Toronto-Dominion Bank                  | Financial Services     | \$105.3 B  | NYSE        | 72%                    |
| The Bank of Nova Scotia                    | Financial Services     | \$83.7 B   | NYSE        | 80%                    |
| Canadian National Railway Company          | Diversified Industries | \$64.9 B   | NYSE        | 53%                    |
| Enbridge Inc.                              | Utilities & Pipelines  | \$57.0 B   | NYSE        | 57%                    |
| Bank of Montreal                           | Financial Services     | \$56.5 B   | NYSE        | 75%                    |
| Valeant Pharmaceuticals International Inc. | Life Sciences          | \$55.5 B   | NYSE        | 14%                    |
| Suncor Energy Inc.                         | Oil & Gas              | \$53.4 B   | NYSE        | 45%                    |
| BCE Inc.                                   | Comm & Media           | \$48.2 B   | NYSE        | 63%                    |
| Manulife Financial Corporation             | Financial Services     | \$46.3 B   | NYSE, HKEx  | 64%                    |

As at December 31, 2014.

Source: TSX Market Intelligence Group, S&P Capital IQ; volume traded as at January 21, 2015.



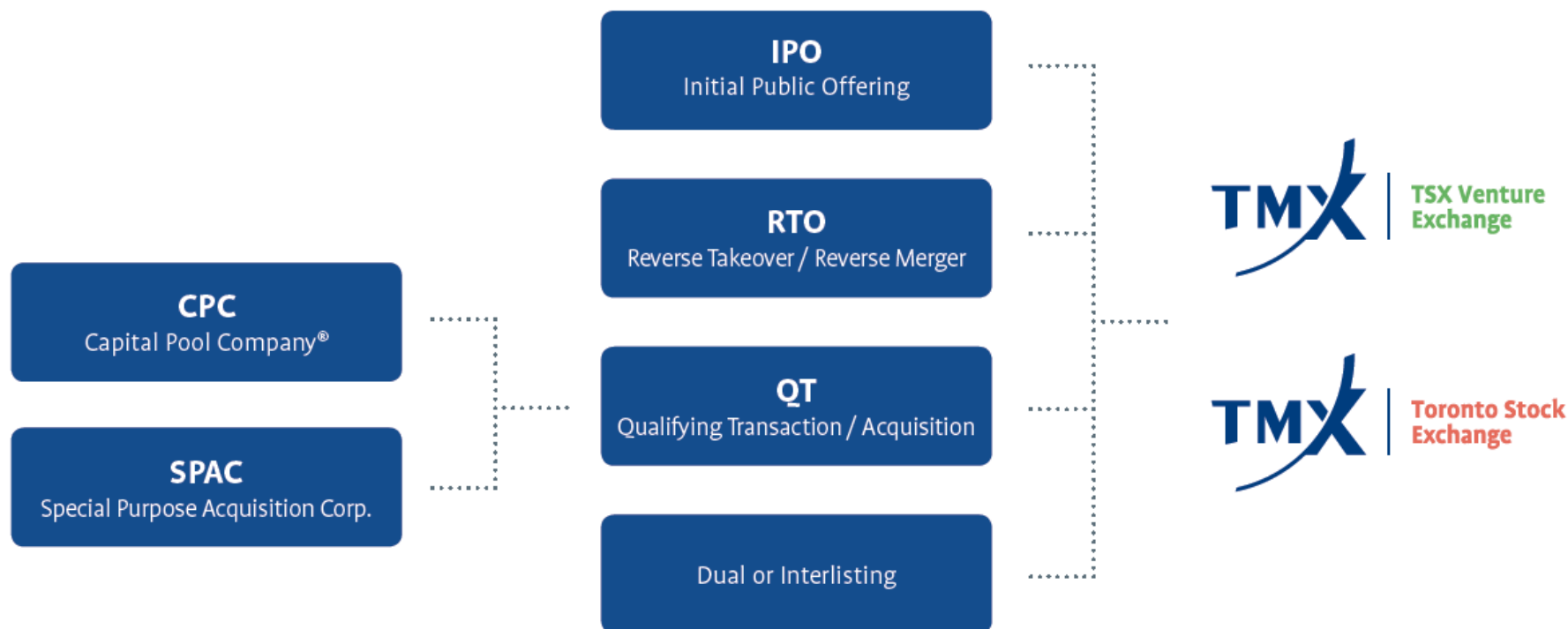
# Availability of Growth Capital for Companies in Diversified Industries

| Company                              | Gross Proceeds (\$M) | Number of Financing Rounds |
|--------------------------------------|----------------------|----------------------------|
| Manulife Financial Corporation       | 3,060                | 5                          |
| Fortis Inc.                          | 2,400                | 3                          |
| Enbridge Inc.                        | 1,800                | 5                          |
| Element Financial Corporation        | 1,547                | 4                          |
| Toronto-Dominion Bank (The)          | 1,500                | 3                          |
| Veresen Inc.                         | 1,205                | 2                          |
| Bank of Montreal                     | 1,200                | 3                          |
| WSP Global Inc.                      | 1,195                | 4                          |
| Royal Bank of Canada                 | 1,000                | 2                          |
| Brookfield Asset Management Inc.     | 800                  | 3                          |
| Canadian Imperial Bank Of Commerce   | 700                  | 2                          |
| AltaGas Ltd.                         | 660                  | 2                          |
| National Bank of Canada              | 650                  | 2                          |
| Chemtrade Logistics Income Fund      | 587                  | 3                          |
| Cominar Real Estate Investment Trust | 538                  | 2                          |
| Pembina Pipeline Corporation         | 500                  | 2                          |
| Loblaw Companies Limited             | 500                  | 1                          |
| TransCanada Corporation              | 450                  | 1                          |
| Emera Incorporated                   | 450                  | 2                          |
| Enbridge Income Fund Holdings Inc.   | 421                  | 2                          |

# Eligibility for Index Inclusion

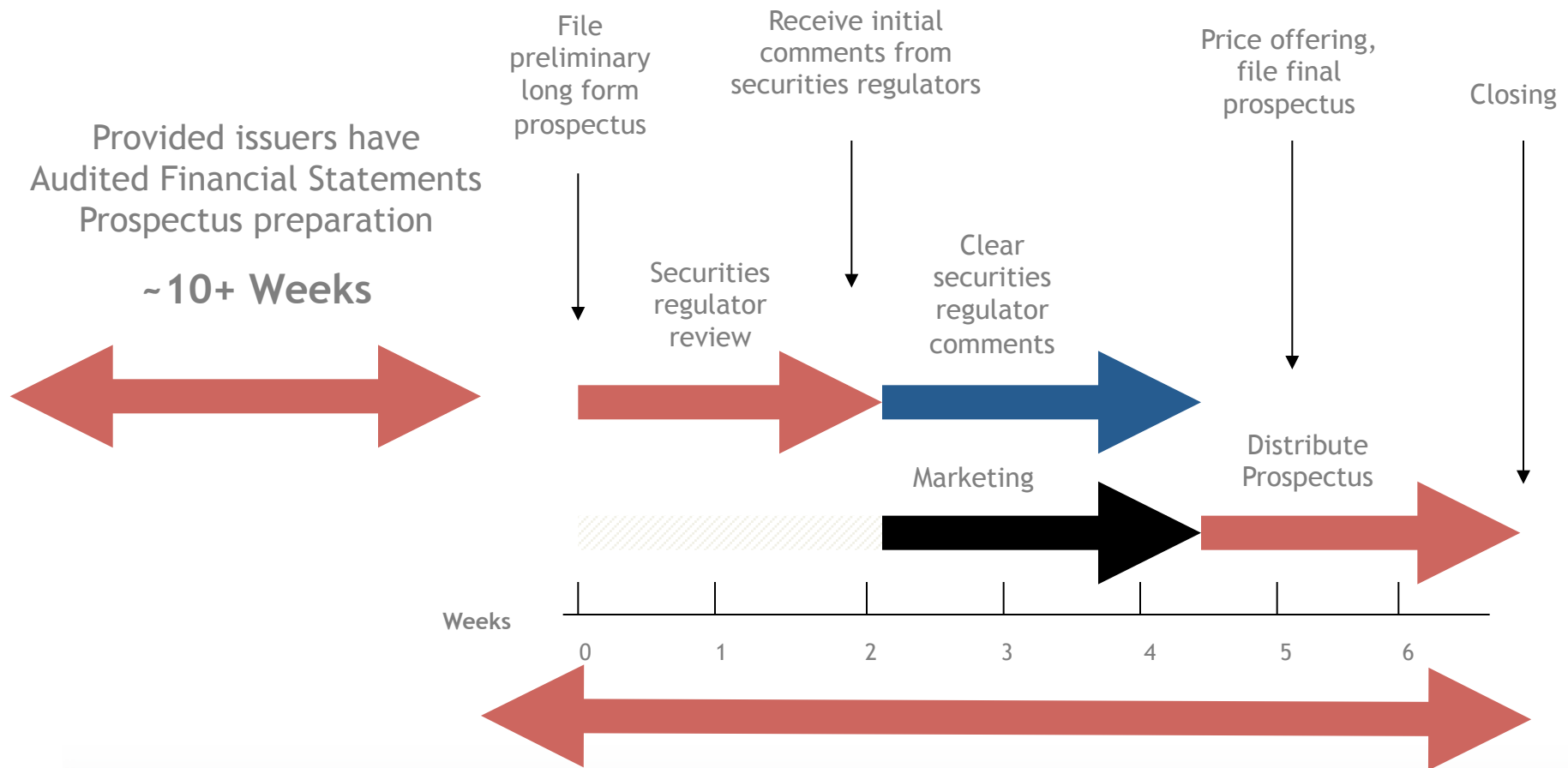
- Canadian domiciled and incorporated companies listed on TSX are candidates for inclusion in an S&P/TSX Index
  - S&P/TSX Composite Index
    - Up 6% over the last two years
  - S&P/TSX Capped Consumer Discretionary Index
    - Up 41% over the last two years
  - S&P/TSX 60 Index
- Approximately 10-15% of a company's shareholder base can be attributed to being a part of S&P/TSX Composite Index.

# Multiple Pathways to Public Listing of SMEs



- Pathways provide provide SMEs with structuring options
- Integrity of listing review and qualifications is maintained

# Illustrative Timing - Critical Path for Canadian IPO



Total estimated time: 16+ Weeks

# Case Studies



Head office: Ottawa

IPO date: May 2015

Exchange: TSX and NYSE

Estimated offering costs: US\$3.8 million

Amount raised: US\$151 million

IPO price: US\$17.00/share

Current price: US\$28.00/share



## DAVIDsTEA

Head office: Montreal

IPO date: June 2015

Exchange: Nasdaq

Estimated offering costs: US\$4.4 million

Amount raised: US\$97 million

IPO price: US\$19.00/share

Current price: US\$13.15/share

THE GLOBE AND MAIL

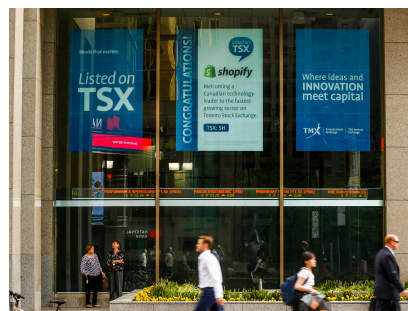
### *David'sTea soars in Nasdaq IPO, but Canadian interest muted*

NIALL MCGEE - Globe and Mail Update  
Friday, June 05, 2015

*"The decision not to list in Toronto is part of the reason enthusiasm over the IPO was muted in Canada, said Elliot Fishman, director of U.S. and international trading with ScotiaMcLeod in an interview."*

# How TSX Supported Shopify Post-IPO

- 1 Market Open Ceremony broadcast live across the country (online and television)
- 2 Banner on exterior of Exchange Tower in Toronto (financial district)
- 3 Advertising in Canadian business newspapers (Globe & Mail and Financial Post)
- 4 “Welcome to TSX” article and banner on TSX websites and social media
- 5 Speaking at TSX Technology Investor Day (130 investors/capital market professionals)
- 6 Speaking at TSX Technology Startup Showcase (90 investors/capital markets professionals)
- 7 Private education session for executive team (public company rules, tools, regulations, etc.)
- 8 Post-IPO capital markets support, analytical tools, and needs assessment





## Contact

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