



February 2020

Disclosure of Related Registrants

Virtu ITG Canada Corp. (“Virtu”) is related to TriAct Canada Marketplace LP (“TriAct”) and both are wholly owned by Virtu Financial, Inc.

VIRTU FINANCIAL, INC.

Virtu Financial, Inc. trades on the Nasdaq Stock Market under the symbol VIRT, and is a specialized agency brokerage and technology firm that partners with clients globally to provide innovative solutions spanning the entire investment process. A pioneer in electronic trading, Virtu Financial, Inc. has a unique approach that combines pre-trade analysis, order management, trade execution, and post-trade evaluation to provide clients with continuous improvements in trading and cost efficiency. The firm is headquartered in New York with offices in North America, Europe and the Asia Pacific regions. For more information on Virtu, please visit www.virtu.com. Virtu Financial, Inc. operates in Canada through its wholly-owned subsidiary, Virtu ITG Canada Corp., member Investment Industry Regulatory Organization of Canada (“IIROC”) and the Canadian Investor Protection Fund (“CIPF”).

TRIACT CANADA MARKETPLACE LP

TriAct (member IIROC, CIPF) offers specialized marketplaces and order execution services to meet the unique needs of the Canadian securities industry through its operation of MATCHNow, Canada’s premier broker-neutral dark pool. Operating strictly on a broker-neutral basis, MATCHNow is a non-quoting marketplace which facilitates the matching of buyers and sellers, never participating on an agency or proprietary basis in any trade. TriAct strives to offer better execution to institutional, proprietary and retail customers alike. TriAct is a wholly-owned subsidiary of Virtu ITG Canada Corp. To obtain more information, please visit www.matchnow.ca.

TriAct does not engage in activities as an adviser, dealer or underwriter in respect of any of its own securities, or the securities of any of its related issuers, or, in the course of a distribution, in respect of the securities of any connected issuers of TriAct. Further, TriAct hereby undertakes not to engage in such activities except in compliance with Part XIII of the Regulation under the *Securities Act (Ontario)*.

Messrs. Etienne Phaneuf and Gregory Davies are employed by TCM Corp., the general partner of TriAct, as an officer, in the case of Mr. Davies, and director, in the case of Mr. Phaneuf. Mr. Phaneuf and Mr. Davies are also directors and officers of Virtu ITG Canada Corp., an IIROC member firm and a registrant under the *Securities Act (Ontario)*. Mr. Davies is an officer of TriAct.

These individuals and entities are expected to be aware of and abide by the policies of Virtu and TriAct, as applicable, concerning conflicts of interest and confidentiality of information, and all other applicable legal and regulatory requirements, and to apply them to information they may receive in one role or the other to minimize any possible conflict of interest.

VIRTU FINANCIAL CANADA, ULC

Virtu Financial Canada, ULC is a registered broker-dealer operating in Canada and is a member of IIROC and CIPF. This firm operates on separate systems and is focused on making markets on Canadian securities; but they do not have to client information, including orders, trades or client names.



VIRTU ITG LLC

Virtu Financial, Inc. operates in the United States through its wholly-owned subsidiary, Virtu ITG LLC (member FINRA, SIPC). Virtu ITG LLC is exempt from dealer registration under the Securities Act (Ontario) as it is relying on the international dealer exemption contained in Part 8.18 of National Instrument 31-103 Registration Requirements and Exemption. Virtu ITG LLC is registered under the international dealer exemption in each of the following provinces: Alberta, British Columbia, New Brunswick, Ontario, Québec and Saskatchewan.

VIRTU AMERICAS LLC

Virtu Americas LLC is another subsidiary of Virtu Financial Inc. Virtu Americas LLC (member FINRA, SIPC) is exempt from dealer registration under the Securities Act (Ontario) as it is relying on the international dealer exemption contained in Part 8.18 of National Instrument 31-103 Registration Requirements and Exemption. Virtu ITG LLC is registered under the international dealer exemption in each of the following provinces: Alberta, British Columbia, New Brunswick, Ontario, Québec and Saskatchewan.

AEQUITAS INNOVATIONS INC.

Aequitas Innovations Inc. (“Aequitas”) is a private Canadian Corporation that operates the Aequitas NEO Exchange, a Canadian marketplace that began operations in 2015. Virtu ITG Canada Corp. owns a minority position in Aequitas, alongside other IIROC dealers, some asset managers and pension funds, and other corporations. Virtu’s position as a stakeholder in the exchange is also disclosed on the Aequitas website.

Mr. Etienne Phaneuf is on the Board of Directors of Aequitas, and is also CEO of Virtu ITG Canada Corp. Mr. Phaneuf is expected to be aware of, and abide by, the policies of Virtu, TriAct, Virtu Financial Inc., and Aequitas, as applicable, concerning conflicts of interest and confidentiality of information, as well as all other applicable legal and regulatory requirements. These requirements must be applied to any information received in one role or another to minimize any possible conflict of interest.

STATEMENT OF POLICIES AND UNDERTAKING RESPECTING RELATED AND CONNECTED ISSUERS

Virtu may offer to purchase or sell, as either principal or agent, securities of the Related Issuer noted below and, may on occasion have a position or interest in such securities.

Virtu Financial, Inc. (Parent company) listed on Nasdaq as “VIRT”

The securities laws of the Province of Ontario require securities dealers and advisers, when they trade in or advise with respect to their own securities or securities of certain other issuers to which they, or certain other parties related to them, are related or connected, to do so only in accordance with particular disclosure and other rules. These rules require dealers and advisers, prior to trading with or advising their customers or clients, to inform them of the relevant relationships and connections with the issuer of the securities. Clients and customers should refer to the applicable provisions of these securities laws for the particulars of these rules and their rights or consult with a legal adviser.

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