

## **To: Members of the Canadian Securities Administrators**

### **Introduction**

This letter sets out the joint application of the Investment Industry Regulatory Organization of Canada (“**IIROC**”) and the Mutual Fund Dealers Association of Canada (the “**MFDA**”, and together, the “**SROs**”) to the Alberta Securities Commission; Autorité des marchés financiers; British Columbia Securities Commission; Manitoba Securities Commission; Financial and Consumer Services Commission of New Brunswick; Office of the Superintendent of Securities, Digital Government and Services, Newfoundland and Labrador; Office of the Superintendent of Securities, Northwest Territories; Nova Scotia Securities Commission; Office of the Superintendent of Securities, Nunavut; Ontario Securities Commission; Prince Edward Island Office of the Superintendent of Securities; Financial and Consumer Affairs Authority of Saskatchewan; and Office of the Yukon Superintendent of Securities, which are collectively the “**Recognizing Regulators**” or members of the Canadian Securities Administrators (the “**CSA**”), to recognize the entity resulting from the amalgamation of IIROC and MFDA (the “**New SRO**”) as a self-regulatory organization under applicable securities legislation (the “**Application**”). The New SRO will also be a regulation service provider (“**RSP**”) under National Instrument 23-101 *Trading Rules* (“**NI 23-101**”), and an Information Processor (as defined under NI 21-101) for government and corporate debt securities, under applicable securities laws and NI 21-101.

### **Background**

Subject to recognition by the Recognizing Regulators, and approval of the IIROC board of directors, the MFDA board of directors, and the members of the SROs, the SROs propose to consolidate their regulatory activities in the New SRO, through a legal amalgamation (the “**Amalgamation**”). The SROs will bring their memberships, assets, liabilities and legal and regulatory responsibilities, including memoranda of understanding, to the New SRO as a result of the Amalgamation. The main objective of creating the New SRO is to develop a regulatory framework that has a clear public interest mandate and fosters fair and efficient capital markets, by focusing on investor protection to promote public confidence and accommodating innovation and change. The Recognition Order will become effective upon the Amalgamation, at which time each of IIROC and the MFDA’s existing recognition orders will be superseded and will no longer have any force or effect.

The New SRO will be created in a manner consistent with the CSA Position Paper 25-404 – *New Self-Regulation Organization Framework* (the “**Position Paper**”, available in [English](#) and in [French](#)) and will reflect the CSA’s vision to provide enhanced regulation of the investment industry. The terms of the Recognition Order being sought for the New SRO reflect the principles and approach of the Position Paper.

IIROC members will vote on the proposed amalgamation at a special meeting of members. MFDA members will vote on the proposed amalgamation at a special meeting of members.

### **Corporate Governance**

The New SRO will be a non-share capital corporation under the *Canada Not-for profit Corporations Act* (“CNCA”). Its mandate is to act in the public interest by, without limitation:

- (a) protecting investors from unfair, improper, or fraudulent practices by its Members (as defined below);
- (b) fostering fair and efficient capital markets and promoting market integrity;
- (c) fostering public confidence in capital markets;
- (d) facilitating investor education;
- (e) administering a fair, consistent and proportionate continuing education program for all Dealer Members and applicable approved persons;
- (f) accommodating innovation and ensuring flexibility and responsiveness to the future needs of the evolving capital markets, without compromising investor protection;
- (g) providing effective market surveillance;
- (h) fostering efficient and effective cooperation and coordination with the Recognizing Regulators to ensure regulatory alignment;
- (i) facilitating access to advice and products for investors of different demographics;
- (j) recognizing and incorporating regional considerations and interests from across Canada;
- (k) facilitating meaningful consultation and input from all types of Members and ensuring that investor perspectives are factored into the development and implementation of regulatory policies;
- (l) administering robust, compliance, enforcement and complaint handling and resolution processes;
- (m) contributing to financial stability, under the direction of the Recognizing Regulators; and
- (n) administering effective governance and accountability to all stakeholders and preventing regulatory capture.

A draft of the initial By-law No. 1 of the New SRO (“**By-Law No. 1**”) is attached hereto as Schedule 1.

The New SRO will initially have two classes of members, Dealer Members and Marketplace Members (collectively, “**Members**”), each class having equal voting rights and voting together.

Dealer Members of the New SRO will be investment dealers and/or mutual fund dealers registered under applicable Canadian securities legislation and accepted for membership by the Board. All current IIROC Dealer Members and MFDA Members will become Dealer Members of the New SRO automatically pursuant to the terms of the Amalgamation.

A Marketplace Member of the New SRO will be a marketplace that is:

- (a) a recognized exchange or a commodity futures exchange registered in a jurisdiction of Canada;
- (b) a recognized quotation and trade reporting system; or
- (c) a person or company not included in clause (a) or (b) above that facilitates the trading of securities or derivatives in a jurisdiction of Canada; and
  - (i) constitutes, maintains or provides a market or facility for bringing together buyers and sellers of securities or derivatives;
  - (ii) brings together the orders for securities or derivatives of multiple buyers and sellers; and
  - (iii) uses established non-discretionary methods under which the orders interact with each other, and the buyers and sellers entering the orders agree to the terms of a trade.

All current Marketplace Members of IIROC will become Marketplace Members of the New SRO automatically pursuant to the terms of the Amalgamation.

A Member may qualify as both a Dealer Member and Marketplace Member but shall only be entitled to one vote on any vote by Members, unless a vote of members by class is required.

### **New SRO Board**

By-law No. 1 will establish a 15-member board of directors of the New SRO (the “**Board**”), comprised of the President and CEO of the New SRO (the “**CEO**”), six individuals representing the Members, and eight Independent Directors (as defined below). The roles of CEO and chair of the Board will be occupied by separate persons, and the chair of the Board must be an Independent Director. Pursuant to By-law No. 1, directors of the New SRO (each, a “**Director**”) will serve for staggered two-year terms (with 7 or 8 elected each year), for a maximum of four consecutive terms (not including stub terms), however there will be no term limit for the CEO. The Board will develop, maintain and comply with diversity and inclusion policies aimed at increasing underrepresented groups on the Board.

The term “Independent Director” means a Director who has no direct or indirect material relationship with the New SRO or a member of the New SRO. The full definition of “Independent Director” is set out in By-law No. 1.

### **The New SRO Board Committees**

The Board will initially appoint four standing committees: the Governance Committee, the Finance, Audit and Risk Committee, the Human Resources and Pension Committee and the Appointments Committee.

The Governance Committee (the composition of which is described below), in accordance with By-law No. 1, and considering the overall composition of the Board and its representation of the Canadian capital markets, will recommend as nominees for election as Directors those individuals that it considers qualified and desirable.

The Governance Committee will consider all relevant factors in nominating directors to seek to ensure that the composition of the Board: (a) complies with the requirements of By-Law No. 1 and the Recognition Order, (b) provides fair, meaningful and diverse representation, (c) reflects the regional diversity of the New SRO’s stakeholders, (d) otherwise reflects, in the judgement of the Governance Committee, the appropriate balance of interests and perspectives of the Members and stakeholders, (e) consists of, in the judgement of the Governance Committee, a reasonable number of Directors with relevant experience with investor protection issues and (f) addresses, in the judgement of the Governance Committee, actual, potential or perceived conflicts of interest arising from any relationship between a Member and a Director. The Governance Committee will consider, for each potential Director:

- appropriate regional representation across Canada;
- appropriate mix of skills, competencies, individual diversity and characteristics to contribute to a well-functioning Board able to service its mandate;
- the business interests of the candidate or entities with which the candidate is associated;
- the extent of overlap and/or integration of the boards and/or management between members and entities with which the candidate is associated;
- in the case of Independent Directors, whether the candidate would have met the test to be an Independent Director; and
- the appropriate resolution of any actual, potential or perceived conflicts of interest.

In addition, and in respect of Board nominees, the Governance Committee will focus on qualities such as integrity, business judgement and acumen, capital markets expertise and other relevant business, professional or board expertise, as well as ensuring that nominees are appropriate in recognition of the status of the New SRO as a self-regulatory organization in the various Canadian jurisdictions.

The Governance Committee will recommend, and the Board may appoint, directors to fill vacancies that arise between annual Members' meetings, ensuring that any such appointees maintain the Board composition specified by By-Law No. 1.

The initial Directors and chair of the Board (the "**Chair**"), proposed by the Special Joint Committee formed by IIROC, the MFDA and the CSA, will be described in the joint management information circular of IIROC and the MFDA.

The Governance Committee will periodically review the efficacy of the New SRO's governance practices.

The mandate of the Governance Committee will be to identify and recommend to the Board qualified nominees for election to the Board, as described above. The Governance Committee will be composed of not less than five directors, and may include the Chair of the Board. All of the members of the Governance Committee will be Independent Directors.

The mandate of the Finance, Audit and Risk Committee (the "**FAR Committee**") will be to assist the Board in its oversight of the integrity and effectiveness of the New SRO's accounting and financial reporting processes; the qualifications, independence and performance of the New SRO's external and internal auditors; the New SRO's processes relating to its internal control systems and security of information; and the New SRO's policies and processes for risk management. The FAR Committee will be composed of at least five Directors, a majority of which (including the chair of such committee) will be Independent (as defined by By-Law No. 1).

The mandate of the Human Resources and Pension Committee (the "**HR Committee**") will be to ensure that the New SRO can attract and retain personnel with the appropriate qualifications and experience to achieve its mandate, goals and strategic objectives by offering compensation, pension and benefit plans that are competitive, motivating and rewarding and assisting the Board in its oversight of the New SRO's human resources policies and procedures, benefits and pension plans and with ensuring regulatory compliance thereof. The HR Committee will be composed of at least five Directors, a majority of which (including the chair of such committee) will be Independent.

The mandate of the Appointments Committee (the "**Appointments Committee**") will be to appoint members to the New SRO hearing committees (the "**District Hearing Committees**"). Members of District Hearing Committees will sit as hearing panel members in the Districts (as defined in By-Law No. 1). The Appointments Committee will be composed of at least seven Directors, including the President, and a majority of which (including the chair of such committee) will be Independent. The Appointments Committee will always be comprised of an uneven number of Directors.

### **National Council and Regional Councils**

The New SRO will have a National Council and seven Regional Councils comprised of Dealer Members from each Region (as defined in By-Law No. 1).

The Regional Councils will have an advisory role and provide regional perspectives and recommendations on regulatory policy matters to staff of the New SRO. In addition, the Regional

Councils will advise the New SRO on industry trends and issues to ensure that the New SRO is proactive in dealing with emerging issues.

The National Council will be comprised of the Chairs and Vice-Chairs of the Regional Councils and act as a forum for cooperation and consultation among the Regional Councils and provide recommendations on regulatory policy matters to the CEO and the Chair.

Functions currently residing with IROC District Councils relating to hearing committee nominations, and MFDA Regional Councils with respect to members sitting as hearing panel members, will not reside within the new council structure, as the Appointments Committee will have responsibility for appointing members to District Hearing Committees.

### **Advisory Committees**

Advisory committees will provide advice to staff of the New SRO and report to the CEO. Each will be asked to conduct an annual “self-assessment” and the Board will conduct a biennial review of the overall advisory committee structure, to ensure that such committees are relevant and providing meaningful advice in a timely and effective manner.

The other existing advisory committees of the SROs will continue after the completion of the amalgamation on an interim basis.<sup>1</sup> The Board will evaluate and make changes to the advisory committee structure and/or mandates to ensure a consolidated approach.

### **Investor Engagement**

A separate investor office within the New SRO that is prominently positioned, easily identifiable and accessible to investors will be established to support rule development and provide investor education or outreach with the goal of improving investor protection (the “**Investor Office**”).

The New SRO will also have an investor advisory panel to provide independent research or input on regulatory and/or public interest matters (the “**Investor Advisory Panel**”). The Board will be required to meet with the Investor Advisory Panel at least annually.

The New SRO will create a mechanism to formally engage directly with investor groups (on an advisory basis) to obtain broader input on the design and implementation of applicable policy proposals. The New SRO will also maintain a whistleblower program.

A draft of the terms of reference of the New SRO’s Investor Advisory Panel is attached hereto as Schedule 3.

### **Member Voting Rights**

In respect of matters to be voted upon by Members (including the election of Directors), all Members will vote together and be entitled to one vote per Member. In accordance with the CNCA,

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<sup>1</sup> Existing advisory committees of the MFDA and IROC can be found on their respective websites: [IROC Advisory Committees](#) and the [MFDA Policy Advisory Committee](#).

certain matters such as amendments to the New SRO's articles of amalgamation or by-laws, including creating a new class of members, and certain fundamental transactions such as an amalgamation or plan of arrangement of New SRO or disposition of all or substantially all of its assets, will require approval by a two-thirds vote of the Members. A vote of members by class may be required for certain amendments to the New SRO's articles of amalgamation or by-laws in accordance with the CNCA, but will not be required to create a new class of members.

### **Conflicts of Interest**

The governance structure, the rule-making and policy development process, the hearing committee process, and the disciplinary panel structure will all reflect the New SRO's efforts to balance its public interest mandate and the views of its members and persons subject to its jurisdiction ("**Regulated Persons**") as a self-regulatory organization.

The New SRO will have policies and procedures managing actual, potential or perceived conflicts of interest of its officers, employees and members of its disciplinary panels, as reflected in the Employee Code of Conduct (the "**Employee Code**"). The New SRO will undertake a review of each division where regulatory decisions are made by staff and will identify specific risk areas associated with conflicts of interest. The Employee Code will contain policies dealing with conflicts of interest in those areas where employees are required to make decisions on behalf of the New SRO as part of their regulatory responsibilities. In addition, internal policies and procedures of each division where employees exercise decision-making authority will contain more specific guidelines on how to comply with the Employee Code. Generally, these deal with disclosure of any conflicts with Regulated Persons and the allocation of responsibilities among staff that minimizes potential conflicts arising. The Employee Code will be approved by the Board and acknowledged by officers and employees initially and annually. The policies and procedures of the New SRO will require that the Employee Code be reviewed at least annually to ensure that it continues to appropriately meet its objectives.

The New SRO will also have a written policy managing conflicts of interest of members of its Board, which will be acknowledged by directors initially and on an annual basis. This policy will be reviewed periodically to ensure that it continues to appropriately meet its objectives and complies with the CNCA.

### **Fees**

The New SRO will continue the project commenced during the amalgamation planning process to develop an appropriate fee model for the New SRO following the amalgamation. Development of a new fee model will be a complex exercise and will therefore require expert professional advice. Implementation of any such fee model will involve consultation with Members and other stakeholders and will be subject to a public comment process and approval by the Recognizing Regulators.

The following principles will be applied in a fee model adopted by the New SRO:

- All fees imposed by the New SRO must be equitably allocated and be proportionate to Members' activities.

- Fees must not have the effect of creating unreasonable barriers to access, especially for small and independent Members.
- The process for setting fees must be fair and transparent.
- The New SRO must operate on a cost-recovery basis.

Upon the creation of the New SRO, and on an interim basis, the existing fee structures and models of IIROC (with respect to current IIROC Members) and the MFDA (with respect to current MFDA Members), will initially be maintained and administered by the New SRO, with necessary modifications, with Members paying fees under the relevant fee structures and models. Both fee models are intended to be neutral and are based on cost recovery.

### **Access**

The existing criteria for access to membership and the provision of regulation services will be preserved in the New SRO, as initially will the processes for obtaining such access. The New SRO will have reasonable written criteria that permit all persons or companies that satisfy the criteria to access the New SRO's regulatory services. The access criteria and the process for obtaining access will be fair and transparent. Any changes to the criteria or process for obtaining access will be developed and implemented in a fair and transparent manner and subject to Board approval as well as approval by the Recognizing Regulators.

Pursuant to the Amalgamation, current members of the MFDA or IIROC will be Members of the New SRO and no additional acceptance or approval requirements will be required.

### **Financial Viability**

The New SRO will be a non-share capital, membership-based, not-for-profit corporation. As with IIROC and the MFDA (as well as many of the Recognizing Regulators), its financial model will be based on the collection of fees from Members in order to recover the costs incurred in its regulatory activities.

Upon completion of the Amalgamation, the New SRO will own all of the assets (and will assume all of the liabilities) of the MFDA and IIROC, including the balances in the MFDA Discretionary Fund and the IIROC Restricted Fund (which will be transferred to the New SRO Restricted Fund and used solely for prescribed purposes as described in the Recognition Order). The costs relating to the amalgamation of IIROC and the MFDA and start-up of the New SRO are being borne by IIROC and the MFDA. In accordance with the draft Recognition Order, the New SRO must operate on a cost recovery basis and seek authorization for any increase in fees for Dealer Members that are not registered as both investment dealers and mutual fund dealers related to the costs of creating the New SRO.



## **Capacity to Perform Regulation Functions**

### *Recognition Order*

The independence, mandate and obligations of the New SRO will be prescribed as terms and conditions of its Recognition Order and Delegation Rulings. As with IIROC and the MFDA, the New SRO must seek input from the Recognizing Regulators before finalizing its strategic and business plans, annual statements of priorities and budgets. The Recognizing Regulators will conduct an annual risk-based oversight review, which will enable the Recognizing Regulators to ensure that the New SRO acts in a manner consistent with the public interest in carrying out its mandate as a self-regulatory organization.

### *Regulation Services*

The New SRO will seek to protect investors, foster investor confidence and enhance the fairness and efficiency of Canadian capital markets through the provision of effective self-regulation of Members, their representatives and other persons subject to the New SRO's jurisdiction. As a neutral, cost-effective and responsive self-regulatory organization, the New SRO will not unreasonably discriminate between Members. The New SRO will assume all of the regulatory responsibilities and perform, on a consolidated basis, all of the regulatory services currently being performed by IIROC and the MFDA.

Under the applicable National Instruments, orders granted under the National Instruments by certain securities commissions, and its regulation service agreements with Marketplace Members, IIROC applies the Universal Market Integrity Rules and Policies ("UMIR") to Marketplace Members and Dealer Members. Subscribers of a Marketplace Member alternative trading system ("ATS") that are not Dealer Members are subject to UMIR and the jurisdiction of IIROC, as IIROC's agreements with Marketplace Member ATSS require this. Upon the Amalgamation, these Instruments, orders and regulation service agreements will apply to the New SRO by operation of law.

### *Transitional Jurisdiction*

The New SRO will assume jurisdiction over the conduct of Dealer Members and over the trading conduct of all members, users and subscribers of Marketplace Members, including for investigations or enforcement actions in progress at the time the New SRO commences its regulatory activities.

## **Capacity and Integrity of Systems**

The New SRO will perform its regulation functions using the information technology systems currently used by IIROC and the MFDA, including those systems currently provided to IIROC and the MFDA by various external service providers. Relevant existing service agreements between IIROC and the MFDA and their respective service providers will continue with New SRO.

The New SRO will continue to perform its market surveillance regulation function using the systems currently used by IIROC.

### Capacity Planning and Management

The New SRO will ensure that information technology systems capacity planning is undertaken on a regular basis and system upgrades and storage are managed carefully. With respect to the market surveillance regulation functions, New SRO will continue the IIROC practice of regularly forecasting its expected data volumes.

### Development and Testing Methodologies

The New SRO will use development and testing cycles that do not interfere with its operating systems. The New SRO will regularly review and update its development and testing methodologies, either internally or through its service providers.

### System Vulnerability

The level of exposure to threats and system vulnerability for the New SRO will vary based on whether the system is critical or not. Sensitive regulatory data will be kept secure and confidential, within the organization and in relation to service providers. The New SRO will continue the SROs' practice and ensure that relevant services providers implement appropriate confidentiality and firewall provisions.

### Contingency Planning, Disaster Recovery & Business Continuity Plans

IIROC and the MFDA have written contingency, business continuity and disaster recovery plans, which include specific criteria for all critical system applications. Upon the Amalgamation, the New SRO will continue to operate under these or new consolidated New SRO plans. As with IIROC, all New SRO market surveillance systems will have full redundancy with two live sites running in parallel and personnel backup in multiple offices of the New SRO.

## **Rules**

Initially, it is the intention of the New SRO to adopt and administer interim rules which will incorporate the pre-amalgamation regulatory requirements contained in the rules and policies of IIROC and the by-laws, rules and policies of the MFDA (collectively, the “**Interim Rules**”). The Interim Rules will include: (i) the Investment Dealer and Partially Consolidated Rules, (ii) the UMIR and (iii) the Mutual Fund Dealer Rules.

The Interim Rules, which will be subject to public consideration and comment, will also include new Rule proposals to: (i) amend the current IIROC proficiency requirements to permit firms registered as both an investment dealer and a mutual fund dealer to employ mutual funds only licensed individuals without having to upgrade their proficiencies to those required of a securities licensed individual and (ii) permit introducing/carrying broker arrangements between mutual fund dealers and investment dealers. The New SRO will review the Mutual Fund Dealer Rules, Investment Dealer and Partially Consolidated Rules and the UMIR in order to propose changes to harmonize rules, policies and related processes. A draft of the Interim Rules is attached hereto as Schedule 2.

Post-amalgamation proposals to replace or amend the Interim Rules would be submitted to the Recognizing Regulators for approval in accordance with the procedures established in the Memorandum of Understanding among Recognizing Regulators regarding oversight of New SRO, on terms and conditions reflective of the Position Paper, between the New SRO, as a self-regulatory organization and RSP, and the applicable Recognizing Regulators. The New SRO will, subject to the terms and conditions of the Recognition Order and the jurisdiction and oversight of the relevant Recognizing Regulators, establish rules, regulations or policies that promote the public interest, and are designed to:

- ensure compliance with applicable securities legislation,
- prevent fraudulent and manipulative acts and practices,
- promote just and equitable principles of trade and the duty of Dealer Members to act fairly, honestly and in good faith with their clients,
- promote Member education,
- foster cooperation and coordination with entities engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in, securities and derivatives,
- foster fair, equitable and ethical business standards and practices,
- promote access to advice in different geographic zones, including the servicing of clients in both urban and rural settings,
- allow Members to develop and make use of technological advancements to achieve greater efficiencies and productivity, while mitigating any risks to the investors and the public,
- promote the protection of investors,
- are scalable and proportionate to different types and sizes of Dealer Member firms and their respective business models, and
- provide for appropriate discipline of those whose conduct it regulates.

The Interim Rules, and any replacement of thereof, will not unreasonably discriminate among those subject to its regulation nor impose any unnecessary burden or constraint on competition or innovation. The Interim Rules and the administration thereof will not impose costs or restrictions on the activities of market participants that are disproportionate or contrary to the public interest.

### **Continuing Education**

The pre-amalgamation MFDA and IIROC continuing education requirements will continue to apply to Dealer Members of the New SRO who are registered as mutual fund dealers and Dealer Members of the New SRO who are registered as investment dealers, respectively. The New SRO

will work towards the development and implementation of a harmonized continuing education program for all Dealer Members that is fair, consistent and proportionate.

Dealer Members of the New SRO registered as mutual fund dealers will continue to be exempted from the New SRO's continuing education requirements for their activities in Québec, considering that the Chambre de la sécurité financière (CSF) is responsible for regulating the continuing education of mutual fund dealing representatives in Québec.

### **Financial Statements**

The New SRO will provide to the Recognizing Regulators its financial statements and other financial reporting in accordance with the requirements of its Recognition Order, including audited annual financial statements.

### **Discipline Process**

The New SRO's rules for the discipline of persons or companies subject to its regulation will be based on those of the MFDA and IROC. The process for disciplining Members and others will be fair, transparent and will provide for due process. Any reviewable decision by the New SRO, including any disciplinary or enforcement decision, will be reviewable by the Recognizing Regulators having appropriate jurisdiction.

### **Québec Requirements**

The New SRO will comply fully with section 69 of the Act respecting the regulation of the financial sector, CQLR c E-6.1.: the constating documents, by-laws and rules of the New SRO will provide that the power to make decisions relating to the supervision of the Corporation's activities in Québec will be exercised mainly by persons residing in Québec.

Complaints and inquiries relating to individuals and Member firms in Québec received by the New SRO will be referred to staff of the New SRO in Montréal for case assessment, or will be transferred, as appropriate, to the Autorité des marchés financiers or to the Chambre de la sécurité financière, according to the terms of cooperative agreements.

The members of the hearing panels of the New SRO in respect of matters involving Québec residents will be Québec residents.

Firms registered as mutual fund dealers in Québec (Québec MFDs) will join the New SRO as members. However, they will benefit from a transition period for their activities in Québec.

During this transition period, the New SRO will meet the requirements provided in Schedule 4. Québec MFDs will participate as members in the consultations and committees that will be constituted by the New SRO.

Fees payable by Québec MFDs to the New SRO shall be prorated to the services offered to them by New SRO.

### **Information Sharing and Regulatory Cooperation**

The New SRO will provide all necessary notices and information to each Recognizing Regulator except as may be otherwise indicated in an applicable recognition order or directions provided by such Recognizing Regulator.

As specified in the draft Recognition Order, the New SRO will, subject to applicable law, share information with the Recognizing Regulators, exchanges, SROs, clearing agencies, financial intelligence or law enforcement agencies or authorities, banking and financial services authorities and investor protection or compensation funds. The New SRO will continue to abide by the terms of the information sharing agreements previously entered into by IIROC and the MFDA.

Sincerely,

*“Andrew J. Kriegler”*

*“Mark T. Gordon”*