

Mutual Fund Dealer Rule 8.4 requires Mutual Fund Dealer Members to obtain prior approval from the Canadian Investment Regulatory Organization (CIRO) before permitting an investor, alone or together with its associates and affiliates, to own: (i) a “significant equity interest” in the Member; or (ii) special warrants or any other securities that are convertible or exchangeable at any time in the future, into a “significant equity interest” in the Member. This *Notice of Ownership Change* tool assists Mutual Fund Dealer Members to provide the information and materials necessary for CIRO to begin a review of the proposed ownership change. To avoid delays in CIRO’s review, provide all the requested information below and include any supporting materials as an attachment, labelled with the corresponding section number. Any required registration filings must also be completed on NRD. For questions on completing and/or submitting this *Notice of Ownership Change*, please contact memberintake@ciro.ca.

A MUTUAL FUND DEALER MEMBER INFORMATION		
A.1 Legal Name of Dealer Member	A.2 NRD number	A.3 Proposed Change Date
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
A.4 Contact Person regarding the Ownership Change	A.5 Contact Person Email	A.6 Contact Person Phone
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
B CORPORATE REORGANIZATION, ACQUISITION, MERGER OR AMALGAMATION		
B.1 Corporate Reorganization, Acquisition, Merger or Amalgamation – Does the proposed transaction involve a corporate reorganization, acquisition, merger or amalgamation? (If 'Yes', provide details below and complete B.2 to B.3 below. If 'No', proceed to C.1)		
	YES	NO
	<input type="checkbox"/>	<input type="checkbox"/>
B.2 Resignation – Does the proposed transaction involve the resignation of a CIRO Member? (If 'Yes', provide details below and refer to the requirements under Mutual Fund Dealer Rule 8.3.)		
	YES	NO
	<input type="checkbox"/>	<input type="checkbox"/>
B.3 Client Accounts – Does the transaction involve client accounts moving to the acquiring or continuing Member? (If 'Yes', describe how the Member will meet account opening requirements. If 'No', please explain.)		
	YES	NO
	<input type="checkbox"/>	<input type="checkbox"/>
C DESCRIPTION OF OWNERSHIP CHANGE		
C.1 Description of the Ownership Change – Has the Member attached a cover letter containing a detailed description of the proposed ownership change and the business reasons for the transaction?		
	YES	NO
	<input type="checkbox"/>	<input type="checkbox"/>
C.2 Ownership Chart (Pre- and Post-Transaction) – Has the Member attached a current (pre-transaction) ownership chart and a post-transaction ownership chart that include the following information? <ul style="list-style-type: none"> ▪ all parents, affiliates and subsidiaries ▪ the legal name of each investor that will, alone or together with its associates or affiliates, own a “significant equity interest” in the Member, as described in Mutual Fund Dealer Rule 8.4 		
	YES	NO
	<input type="checkbox"/>	<input type="checkbox"/>
C.3 Change of Control – Does the proposed transaction involve a change of “control” ⁱ of the Member? (If 'Yes', provide details below.)		
	YES	NO
	<input type="checkbox"/>	<input type="checkbox"/>
C.4 Change in Member Business & Operations – Does the Member intend to change its operations or business model if the transaction closes (e.g., primary business activities, target market, or the products and services provided to clients)? (If 'Yes', provide details below.)		
	YES	NO
	<input type="checkbox"/>	<input type="checkbox"/>
C.5 Notice under Section 11.9 of National Instrument 31-103 – Does the proposed transaction trigger a required notice under <i>section 11.9 Registrant acquiring a registered firm's securities or assets</i> of NI 31-103? (If 'Yes,' provide details below, including confirmation that the required notice has been filed.)		
	YES	NO
	<input type="checkbox"/>	<input type="checkbox"/>
C.6 Notice under Section 11.10 of National Instrument 31-103 – Does the proposed transaction trigger a required notice under <i>section 11.10 Registered firm whose securities are acquired</i> of NI 31-103? (If 'Yes,' provide details below, including confirmation that the required notice has been filed.)		
	YES	NO
	<input type="checkbox"/>	<input type="checkbox"/>
D RELATED MEMBER OR AFFILIATED REGISTERED FIRM		
D.1 Related Member – Does the proposed transaction involve a “related Member” as defined in the Mutual Fund Dealer Rules, or an affiliated firm that is registered with the CSA? (If 'Yes,' provide details below and complete D.1.1. and D.1.2. If 'No', proceed to E.1.)		
	YES	NO
	<input type="checkbox"/>	<input type="checkbox"/>
D.1.1 Related Member Guarantee – Has the Member completed and attached any required related member guarantee(s) under Mutual Fund Dealer Rule 3.2.4? (If 'Yes', provide details below. If 'No', please explain.)		
	YES	NO
	<input type="checkbox"/>	<input type="checkbox"/>
D.1.2 Individuals Acting for another Registered Firm – Will any of the Member’s Directors, Officers, Partners or Approved Persons be acting for another registered firm as a result of the proposed transaction? (If 'Yes', provide details below, including whether those outside activities have been filed on NRD.)		
	YES	NO
	<input type="checkbox"/>	<input type="checkbox"/>
E CHANGE IN ORGANIZATION OR BUSINESS ACTIVITIES		

E.1 Organization Chart – Change in Reporting Structure – Will the proposed transaction result in changes to the Member's reporting structure or corporate governance? (If 'Yes', provide details below and attach the Member's pre- and post-transaction corporate organization charts.)	YES	NO
<input type="checkbox"/> <input type="checkbox"/> <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>		
E.2 Changes to Directors or Officers – Will the proposed transaction result in any changes to the Member's Directors, Chief Executive Officer, Ultimate Designated Person, Chief Compliance Officer, Chief Financial Officer, Chief Operating Officer, or individuals performing the functional equivalent of any of those positions? (If 'Yes', provide details below.)	YES	NO
<input type="checkbox"/> <input type="checkbox"/> <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>		
E.3 Changes to Member Staffing & Personnel – Will the proposed transaction result in any changes to the Member's staffing and personnel (that have not been described in E.2)? (If 'Yes', provide details below.)	YES	NO
<input type="checkbox"/> <input type="checkbox"/> <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>		
F FINANCIAL & OPERATIONS		
F.1 Risk Adjusted Capital – Does the Member expect the proposed transaction to impact its Risk Adjusted Capital (RAC), revenues or expenses? (If 'Yes', provide details below. If 'No', please explain.)	YES	NO
<input type="checkbox"/> <input type="checkbox"/> <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>		
F.2 Regulatory & Financial Reporting – Does the Member expect the proposed transaction to impact its regulatory reporting or financial reporting system(s)? (If 'Yes', provide details below.)	YES	NO
<input type="checkbox"/> <input type="checkbox"/> <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>		
F.3 Outsourcing Agreements and Other Arrangements – Does the Member intend to enter into any new outsourcing agreements or enter into any other types of arrangements following the proposed transaction? (If 'Yes', provide details below.)	YES	NO
<input type="checkbox"/> <input type="checkbox"/> <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>		
G OTHER INFORMATION		
G.1 Change of Legal Name – Is the Member changing its legal name or planning to use any business name or trade name that has not been previously reported to CIRO? (If 'Yes', provide details, including the items below.)	YES	NO
<input type="checkbox"/> <input type="checkbox"/> <ul style="list-style-type: none"> ▪ the Articles of Amendment or other documentation confirming the Member's new legal name ▪ if using a new trade name, confirmation the trade name has been registered with the appropriate regulatory authorities in each jurisdiction where the trade name will be used <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>		
G.2 Conflicts of Interest – Has the Member identified any material conflicts of interest expected to arise from the proposed transaction? (If 'Yes', provide details below, including how the conflicts will be addressed.)	YES	NO
<input type="checkbox"/> <input type="checkbox"/> <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>		
G.3 Compliance with Regulatory Requirements – Has the Member identified any issues expected to arise from the proposed transaction that will hinder the Member's compliance with CIRO requirements or securities laws? (If 'Yes', provide details below, including how those issues have been addressed.)	YES	NO
<input type="checkbox"/> <input type="checkbox"/> <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>		
G.4 Investor Protection and Public Interest – Has the Member identified any issues expected to arise from the proposed transaction that are inconsistent with investor protection, or are otherwise prejudicial to the public interest? (If 'Yes', provide details below, including how those issues have been addressed.)	YES	NO
<input type="checkbox"/> <input type="checkbox"/> <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>		
H PUBLIC COMMUNICATIONS		
H.1 Client Communications – Does the Member plan to communicate the proposed transaction to its clients (If 'Yes', provide details below. If 'No', please explain.)	YES	NO
<input type="checkbox"/> <input type="checkbox"/> <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>		
H.2 Press Release – Does the Member plan on issuing a press release to announce the proposed transaction? (If 'Yes', provide details below and attach a copy of the draft press release. If 'No', please explain.)	YES	NO
<input type="checkbox"/> <input type="checkbox"/> <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>		
CERTIFICATE AND AGREEMENT		
The Member certifies that the foregoing statements and attachments to this <i>Notice of Ownership Change</i> are true and correct and undertakes to notify CIRO in writing of any changes herein.		
Full Name of an Officer of the Member	Business Title	Signature of Officer
<div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>	<div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>	<div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>

Notes

ⁱ See the definition of “control” in Mutual Fund Dealer Rule 1A for any reference to this term in the Notice.