

SCHEDULE B

MUTUAL FUND DEALERS ASSOCIATION OF CANADA

**Certificate Regarding Agent's Agreement
between Members and Approved Persons**

The undersigned, a duly authorized director and/or officer of:

(name of Member), hereby certifies that:

1. He/she has read the forms of agreements, and amendments thereto, (together the "Agreement(s)") which are attached to this certificate as Schedule(s) and is familiar with their use by the Member with its Approved Persons who are agents of the Member.
2. To the best knowledge of the undersigned, the Agreement(s) is the only form of Agreement(s) used by the Member in appointing Approved Persons as its agents in accordance with MFDA Rules.
3. The Agreement(s) complies with the requirements of the By-laws and Rules of the MFDA and, without limitation, includes the terms which are referred to in paragraphs (a) to (j), inclusive, of MFDA Rule 1.1.5 and there are no terms or provisions of such Agreement(s) (or, to the best knowledge of the undersigned, any agreements, documents or understandings between the Member and its Approved Persons who are parties to the Agreement(s)) that are inconsistent with the terms referred to in such paragraphs (a) to (j), inclusive, of Rule 1.1.5

DATED: ●, 20●

Name: _____

Office: _____