

UNDERTAKING REGARDING RETRACTABLE PREFERRED SHARES

Attached to this schedule is a copy of a standard undertaking that the MFDA requires in order to have retractable preferred shares considered equity rather than debt. The undertaking should be signed by a partner, director or officer of the applicant.

Member Regulation Notice MR-0013 *Undertaking Regarding Retractable Preferred Shares* provides further guidance.

SCHEDULE A

UNDERTAKING

TO: MUTUAL FUND DEALERS ASSOCIATION OF CANADA ("MFDA")

RE: _____
[Complete name of corporation ("Member")]

The undersigned shareholder is the owner of the following shares in the capital of the Member:

| Class | Number | Paid in Value |
|-------|--------|---------------|
|-------|--------|---------------|

The shares described above and any other shares of the same class or series owned or held by the undersigned shall be considered "Shares" for the purposes of this Undertaking.

The undersigned undertakes that he/she/it shall not, without the prior written consent of the MFDA:

- (a) exercise any right to redeem, retract or require the repurchase of all or any of the Shares;
- (b) accept any redemption, retraction, repurchase or other proceeds or return of capital in any manner in respect of all or any of the Shares; or
- (c) transfer all or any of the Shares to any other person.

This Undertaking shall be binding on the heirs, personal representatives, successors and assigns of the undersigned.

DATED:

[Name in Full]

[Signed]

[Position, if applicable]

The undersigned Member acknowledges this Undertaking and its terms and agrees that it shall not redeem, retract, repurchase or return any capital in respect of the Shares without the prior written consent of the MFDA.

DATED:

[Name of Member]

[Signed]

[Position, if applicable]