



September 7, 2020

Capital Markets Modernization Taskforce

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Dear Taskforce Members,

Re: Consultation - Modernizing Ontario's Capital Markets

1. Introduction

The Mutual Fund Dealers Association of Canada (MFDA) is pleased to respond to the invitation of Ontario's Capital Markets Modernization Taskforce to make submissions in respect of the proposals in the Taskforce's July 2020 Consultation Report.

As a self-regulatory organization participating in the regulation of securities industry registrants in Canada, MFDA's experience and expertise determine that it can most usefully focus on the specific Proposals 1, 2, 3, 4 in Section 2.1 and Proposal 47 in Section 2.6 of the Taskforce Report.

The MFDA is the national SRO for 90 mutual fund dealers and 80,000 approved persons of such dealers across Canada providing broad based financial advice and services to more than 9 million households in Canada. MFDA was created at the instance of the Canadian Securities Administrators (CSA) in 1998 as a public interest regulator, is recognized under applicable legislation in 8 provinces and operates in all provinces and territories of Canada. Its operations are restricted to securities regulation and it has no trade association or industry representation functions.

2. Executive Summary

Endorsement of Taskforce Proposals. The MFDA strongly endorses the following Proposals of the Taskforce as they contribute to a strong and innovative economy for Ontario, competitive capital markets and modern regulation of securities industry registrants, as explained and commented on in these submissions:

- the expansion of the mandate of the OSC to include fostering capital formation and competition in the capital markets (Proposal 1 of Section 2.1);
- the adoption of separate regulatory and adjudicative functions at the OSC (Proposal 2 of Section 2.1);
- strengthening the SRO accountability framework through increased oversight by the OSC, the appointment by the CSA of a portion of SRO board members, and the creation of an ombudsperson for SRO member complaints (Proposal 3 of Section 2.1);

- the creation of a new single SRO for all registered firms in Canadian capital markets that deal in securities and provide advice to investors (Proposal 4 of Section 2.1); and
- the empowerment of designated dispute resolution services (including OBSI) to issue binding decisions ordering a registered firm to pay compensation to harmed investors combined with a robust CSA oversight regime and formalized appeals process (Proposal 47 of Section 2.6).

Principles and Objectives. The foregoing Proposals are endorsed by the MFDA on the basis that they best serve the following regulatory objectives identified by the Taskforce and other securities industry participants and observers including the CSA in its recent Consultation Paper referred to below:

- strengthening SRO accountability;
- reducing regulatory complexity and costs including structural inefficiencies in respect of duplicative operating costs, product-based regulation, regulatory inefficiencies and structural inflexibility;
- harmonization and modernization of regulation across Canada; and
- serving investors and the public interest by reducing confusion and increasing the basis of public confidence and trust in the regulatory framework.

Effective, Practical and Achievable Now. The MFDA is strongly of the view that the creation of a new single SRO for all registrants that deal in securities and provide advice to investors, and its implementation on the phased basis proposed by the Taskforce, is the most desirable approach to the modernization of the regulation of securities industry registrants in that:

- the process can start immediately on adoption of the model - and be completed sooner - and therefore serve the expressed interests of industry participants, investors, the public and the Taskforce - that innovative and expeditious action is required in order for Ontario and Canada to remain competitive;
- savings to industry participants and regulators in terms of transition costs, convenience and flexibility in adjusting operations and, importantly, ongoing operational efficiencies, will be greater and benefit more registrant categories than any other model or approach that has been identified including adjustments to current structures such as a merger of the existing SROs;
- the success of the new SRO as an organization and as regulator will be greatly enhanced by all stakeholders - CSA oversight regulators, directors, management, staff, member registrants and committees and panels - starting with a new, common vision, culture and mandate without the destructive interference from legacy interests and practices; and
- implementation of the new SRO can be compatible and coordinated with other Canadian securities regulatory initiatives including the development of the Co-operative Capital Markets Regulatory System, activities of the members of CSA and their respective governments and responses to global financial market trends and systemic risk management.

3. Regulatory Context of Submissions

As the Taskforce acknowledges in its Report, consideration of Ontario's capital markets cannot take place in a vacuum and trends and developments in Canada at large as well as in the international arena must be taken into account. This principle also applies to consideration of the future role of securities industry regulators including SROs and it is important that the MFDA's submissions be viewed in this overall regulatory context. In this regard the MFDA is mindful of the work and initiatives of not only the Taskforce but others, particularly: the ongoing development of the Co-operative Capital Markets Regulatory System; the recent CSA Consultation Paper 25-402 on the SRO framework; public comment by other investment industry regulators, trade associations and investor advocacy groups; and, importantly, developments in leading international capital markets in which Ontario enterprises not only participate but with which Canada competes for capital resources.

In February 2020 the MFDA released its Special Report on Securities Industry Self-Regulation: A Proposal for a Modern SRO (the 'Modern SRO Report'). That report and its recommendations were based on not only the immediate Canadian and international experience of SROs but also the realities and lessons-to-be-learned from the broader regulatory context referred to above. The subsequent publication of the Taskforce's Report and the CSA Consultation on the SRO framework are viewed as being confirmation of MFDA's proposal for a new, single and comprehensive SRO to the extent that the proposed model addresses the regulatory objectives and principles identified by the Taskforce and the CSA.

With respect to the Taskforce, the stated objectives include:

- strengthening SRO accountability through increased oversight,
- reducing regulatory complexity and costs, and
- harmonization and modernization of regulation across Canada.

With respect to the CSA Consultation, commentators are asked to consider:

- Structural inefficiencies in respect of
 1. Duplicative operating costs for dual platform dealers
 2. Product-based regulation
 3. Regulatory inefficiencies
 4. Structural inflexibility
- Investor Confidence
 5. Investor confusion
 6. Public confidence in the regulatory framework
- Market surveillance
 7. Separation of market surveillance from statutory regulators

The MFDA is of the view that the Taskforce's proposal for a new single SRO with enhanced oversight, governance and OSC mandate, and the MFDA's proposal for a new modern SRO, are closely aligned and serve the objectives and principles identified by both the Taskforce and the CSA. (The exception is the MFDA proposal for addressing market regulation separately - but

that is an incidental and non-core aspect of the MFDA's proposed modern SRO model - on which we comment in our submissions with respect to Proposal 4 below.)

As a more general statement, there seems to be in Ontario, other provinces in Canada, comparable international jurisdictions, the investment industry and among investor advocates, broad consensus as to the regulatory objectives that should be served. However in Canada, effecting the regulatory structure change necessary to achieve these objectives has been challenging and met with resistance. Going forward, any barriers raised in resistance to such change can be addressed with the kind of bold leadership and vision expressed by the Taskforce with the support of the Ontario Government.

In a national poll of the Canadian public (referred to below in the Proposal 3 (ii) commentary), when designing a new SRO, there was broad public support for a comprehensive approach that emphasized more accountability, government oversight and investor protection, similar to the approach recommended by the Taskforce. A large majority of Canadians surveyed (69%) think that designing a new SRO through such a comprehensive approach is preferable to a simple status quo SRO merger. Further, in designing a new single SRO, Canadians believe that obtaining cost efficiencies and burden reduction for the industry should be derived from, and follow, a 'public interest first' approach.

Consistent with the expectations of Canadians, the Taskforce SRO proposals are 'public interest first' proposals. They reflect real change that is bold and innovative - that does not just focus on solving yesterday's issues - but is also both transformative and forward looking.

4. Submissions on Taskforce Proposals

Proposal 1: Expanded Mandate of the OSC

The MFDA endorses Proposal 1 to expand the mandate of the Ontario Securities Commission to include fostering capital formation and competition in the markets.

The benefits of this Proposal in encouraging economic growth are identified by the Taskforce. With respect to the role of SROs (both the new proposed model and existing organizations), the Proposal has important relevance. In the first place and as a general statement, it can no longer be assumed that the interests of participants in regional or national capital markets around the world are aligned completely with the economic growth and welfare of the local markets in which the activity occurs. Such alignment in Canada has been diminished by (i) the evolution of financial markets into globally integrated and differentiated segments, (ii) the increase of foreign ownership of the financial and investment industry, and (iii) regulation of the securities industry in Canada by a balkanized structure. The application by securities regulators such as the OSC of regulatory principles that respect and enhance domestic growth - as well as international competitiveness - would be welcome.

In the second place, the OSC exercises critical oversight powers over the activities of SROs which, in turn, play an important role in regulating the affairs of their members who are the frontline participants in capital markets. The application of the principles of an expanded mandate by the OSC in its oversight of SROs and their members will contribute to strengthened and coordinated policies in creating competitive and efficient capital markets. This oversight

authority will be enhanced by another Proposal of the Taskforce for more direct participation by the CSA members in the governance of the new single SRO (see submissions in respect of Proposals 3 and 4 below.) SRO board members can be selected by the CSA (as proposed) who understand and can promote SRO activities consistent with the expanded mandate of the OSC in respect of capital formation and competition in the markets.

In the third place, the MFDA would expect the mandate of the new SRO to include parallel objectives in respect of economic growth, as appropriate to its role and function as a subordinate, but frontline regulator. It would be important for the terms of the recognition order of the new SRO, and the exercise of its oversight by the OSC, to be coordinated in order that the common desirable objectives of economic growth are achieved.

Proposal 2: Separate Regulatory and Adjudicative Functions at the OSC

The MFDA endorses the adoption of separate regulatory and adjudicative functions at the OSC.

The Taskforce notes the evolution of the application of corporate governance practices favouring the bifurcation of the regulatory and administrative functions of securities regulators. This evolution applies to statutory as well as industry regulators such as SROs. From the point of view of SROs the Taskforce proposal is relevant to both the SRO itself and to its members as each may be subject to OSC adjudicative/administrative procedures. To the extent that the Proposal improves the governance of the OSC, the regulation of capital markets in general will improve. The MFDA endorsement of this Proposal is in no way a criticism of the practices or conduct of the OSC but is rather the result of evolving governance principles equally applicable to statutory regulators and SROs.

Proposal 3: Strengthen SRO Accountability Framework

The MFDA endorses the proposal to strengthen the SRO accountability framework through (i) increased OSC oversight, (ii) CSA appointing a portion of SRO board members; and (iii) the creation of an ombudsperson for member complaints, subject to clarification as to the operational details of the proposed changes and the manner and timing of their implementation.

(i) Increased OSC Oversight

The fulfillment of the public interest mandate identified by the Taskforce is shared by the Government (through the Minister of Finance), the OSC as its regulatory agency, and the SROs formally recognized by the OSC to assist it in fulfillment of its legislative mandate. This is consistent with the MFDA's adopted and overarching objective of serving the public interest first before any other interest. The alignment of the policies and activities of each organization in this regard is critical for success. To the extent that such alignment is improved by the strengthened accountability by SROs, the MFDA agrees with the Proposal.

It is also relevant to observe that the Proposal for greater SRO accountability is consistent with, and supported by, some of the other Proposals of the Taskforce. In particular, the adoption of a new single SRO model for all securities industry registrants trading or advising in securities, will greatly assist in the development and focused execution of policies and practices in the regulation of such registrants in furtherance of the common public interest objectives. One of the

most common objections and criticisms of current securities regulation in Canada is that the existing circumstance of multiple and inadequately coordinated regulatory participants not only results in undue costs, inefficiencies and a lack of regulatory harmonization but also impairs optimal economic growth. The preponderance of experience in jurisdictions around the world with successful capital markets reflects a focused, comprehensive and accountable regulatory model and the Taskforce proposal reflects these international regulatory best practice principles.

The MFDA notes and supports in principle the proposal of the Taskforce to add new provisions to the OSC's recognition orders of SROs (and presumably the new SRO to be created) relating to specific SRO activities including the submission of business plans and vetoes on key appointments. However, the MFDA is also of the view that an appropriate balance should be struck between direction from the OSC and the ability of the SRO to manage its affairs and regulatory operations on a nimble and effective basis. It is anticipated that such a balance would be identified and struck over time and with experience some flexibility may be in order. It is also noted that the general objective of OSC oversight of the SRO will be greatly assisted, in any event, by the presence of CSA appointed directors.

(ii) CSA Role in SRO Governance

The MFDA also strongly endorses the Proposal as it relates to a direct role by the CSA members in the governance of the new SRO through the appointment of a portion of the SRO directors.

Since the release of the Taskforce's Report the proposed direct role of CSA members in the governance of a new SRO has attracted particular interest and some critical comment. There are two aspects of this interest and comment on which MFDA has observations: namely, the source of the comment and the reference to purported governance principles.

Source of Comment. With respect to the persons and organizations who have questioned the proposal for CSA to play a role in SRO governance, it is noted that the majority of them are representative of existing regulatory structures and industry interests. While some resistance to and suspicion of change is understandable, the theory and practice of regulating sophisticated and evolving capital markets are not static, absolute or simple, and transformative change must be embraced to keep up with and adapt to these evolving markets. Accordingly, if such resistance impedes the kind of innovative and beneficial proposals as advanced by the Taskforce, it cannot be justified or tolerated to prevail.

Of even more significance, the expressed views of the foregoing vested interests appear to be distinctly and overwhelmingly at odds with the views of the general Canadian public. In this regard, contemporaneously with the delivery of these submissions to the Taskforce, the MFDA is releasing the results of a comprehensive national poll (National Poll) conducted by a prominent and independent survey firm. https://mfda.ca/wp-content/uploads/InvSRO_Report.pdf

With respect to the role of the CSA members in the governance of a new single SRO, the results of the National Poll are as follows:

- 88% of Canadians believe that it is time for CSA regulators to strengthen their oversight of the investment industry.
- The majority of Canadians (76%) do not believe that conflicts-of-interest are properly dealt with under the current SRO structure and 82% of Canadians support having representatives of CSA regulators on the board of a new single SRO.
- With respect to the benefits of having CSA representatives on the new SRO board, 82% of Canadians believe it would bolster public confidence; 80% believe it would increase the level of trust in the oversight of a new SRO as compared to now; and 83% of Canadians believe it would help ensure that SRO board decisions are made in the public interest.

These results of the National Poll clearly indicate Canadians' strong support and desire for the strengthened SRO accountability and governance framework as recommended by the Taskforce.

Governance Principles. With respect to the applicable governance principles relevant to the Taskforce proposal for CSA members to play a role in the new SRO governance model, the basis of the criticism is, with respect, weak. One catch-all refrain is the proposition that the proposal diminishes “the self in self-regulation”. The fact is that the investment industry role in both of Canada’s current SROs is, and has been for many years, appropriately and substantially constrained - not eliminated - by the requirements of applicable securities legislation and SRO recognition orders. These constraints include requirements for statutory regulator approval (actual or potential) of almost all aspects of SRO operations and the strong presence of independent/public directors.

In contrast, the proposal for a new SRO with a role for CSA members in director nominations is supported by the governance principles that: (i) the governance structure of an organization including the composition and authority of its board of directors, is a key contributor to its success, and (ii) effective organizational governance is based on a comprehensive, integrated model within which *all stakeholders play their respective roles*. In Ontario (and generally across Canada) the main stakeholder groups in securities industry regulation are: *the industry participants themselves, the investing public and the statutory regulators*. Accordingly, the composition of the board as the directing mind of a new SRO should be representative of those three groups/interests. In short, a role for CSA members in the new SRO’s governance does not eliminate the “self in self-regulation” but, rather, properly balances it with the other two stakeholder interests - the public and the statutory regulators.

The foregoing principles - which are consistent with the accountability and governance framework of the new SRO proposal of the Taskforce - reflect relevant governance best practices and are also derived from an objective and applicable source, the Institute on Governance. The Institute model is the one that the Ontario Government, through its Public Appointments Secretariat, has deployed for many of its agencies and commissions including the OSC. In summary and in the Institute’s words: “Governance determines who has power, who makes decisions, how other players make their voices heard and how account is rendered” in

contributing to an organization's success. On the basis of this definition, a role by the CSA members in the appointment of the directors of a new SRO is obvious and important in view of their role as one of the three main stakeholders in securities industry regulation. The role is not exclusive, or even dominant - it is balanced with the other two stakeholder groups of the industry itself and the public.

(iii) SRO Member Ombudsperson Service

The creation of an ombudsperson service to address SRO member firm complaints is consistent in principle with increased accountability of an SRO. However, a number of features of such a service would be necessary to make it successful, and not an additional regulatory burden to the industry and capital markets.

First, its mandate, authority and processes must be clear and effective. For instance, under Ontario securities legislation, persons affected by decisions of an SRO already have recourse to the OSC, both by informal contact with regulatory SRO oversight staff as well as formal review applications. In certain cases, there are other judicial channels of redress. Policy decisions as to the intended role of the ombudsperson service as distinct from these other forums must be made.

Second, the organizational infrastructure of the service must be commensurate with its use and caseload. It is difficult to predict such use and, in theory, the improved level of SRO regulation contemplated by a new comprehensive SRO, with increased OSC oversight, may limit its need and activities.

Third, the scope and binding effect of the service's decisions must be clear. This feature of comparable ombudsperson services in Canada and elsewhere has been problematic. The MFDA would be pleased to work with the appropriate parties to discuss and address these and other concerns.

Proposal 4: Move toward a New Single SRO for all advisory Firms

The MFDA endorses the Proposal of creating a new single SRO for all registered firms in capital markets that deal in securities and provide advice to investors. The structure of the new SRO would include the governance and oversight features identified by the Taskforce in its Proposal 3 referred to above and would not include a market regulation function. The MFDA also strongly endorses the phased implementation process for the creation of the new SRO.

(i) A New Single SRO

There can be little serious debate that a single, national frontline securities regulator for registered firms and their personnel is in the public interest and, in particular, best addresses the principles and objectives identified by the Taskforce (and the CSA) and, in particular:

- strengthened SRO accountability,
- reduction of regulatory complexity and costs, and
- harmonization and modernization of regulation across Canada.

The SRO form for such a single comprehensive regulator is derived from both the current legislative regime for securities regulation - which accommodates the structure without

legislative change - as well as the strong and valuable historical contribution that SROs have made in Canadian capital markets. However, financial markets, the interests of industry participants and investors, and the needs of a strong economy evolve and the form and features of the SRO model must be updated in a corresponding manner. As the MFDA has stated in its Modern SRO Report, the solution going forward in designing a modern regulator should be to “preserve the strengths of what exists today while eliminating or reducing the weaknesses and barriers that have developed in the current system.” The Proposal of the Taskforce in creating a new single SRO is such a solution.

(ii) Market Surveillance/Regulation and Systemic Risk

The MFDA notes that the Taskforce proposal for a new SRO contemplates that the SRO would conduct market surveillance/regulation, which was not a feature proposed by the MFDA in its Modern SRO Report. The reasons for the MFDA’s exclusion of market regulation included the facts that (i) such regulation relates to national systemic risk oversight that is best performed by statutory regulators, and (ii) the significant differences between both market and member regulation functions and the SRO members who are affected are antithetical to the principle of commonality of interest which is a critical feature of the historical SRO model. Having said that, the MFDA recognizes the practical and policy reasons for the Taskforce’s proposal in this regard. Moreover, the Taskforce’s proposal to increase SRO accountability and the role of the CSA members in the governance of the new SRO achieve some of the same regulatory objectives for the CSA as set out in the Modern SRO Report, namely: full market visibility, direct access to market data and the ability of CSA members to develop in-house market analysis expertise (provided the new SRO recognition order requires ongoing and real-time market surveillance data reporting to CSA and/or any new federal systemic regulator).

If it is felt that market surveillance/regulation should be separate from business conduct/prudential regulation, in terms of implementation of the new SRO and the longer term development of a comprehensive national strategy for systemic risk regulation in Canada, a simple, intermediate and inexpensive solution would be to leave market surveillance/regulation as the sole activity of IIROC (operating under the new governance and accountability framework) following the initial transfer of its investment dealer regulatory functions to the new SRO as proposed. This approach would also better align the interests of the prospective members of the new SRO.

(iii) Phased Implementation: Getting it Done *and* Getting it Right

The phased process of implementation of the new SRO proposed by the Taskforce is critical not only for an efficient and minimally disruptive transition from the current structure but also to the ultimate success of the new SRO as an organization. In contrast and for reasons commented on below, the alternative approaches of either a (i) one-step, all at once “big bang” approach, or (ii) a simple merger of MFDA and IIROC as a first step toward the new SRO contemplated by the Taskforce, are deficient in both respects. That is, they are more difficult, slower and expensive to achieve and would not contribute to building a successful organization.

A key feature of the Taskforce’s proposal is that the new SRO would be created at the outset of the phased implementation process and in a fairly short period of time. This approach responds to the perceived need by industry commentators and the public alike that “we need action soon - let’s get it done” if Ontario’s capital markets and its economy are to remain competitive.

However, speedy execution for its own sake is not a reason to proceed - and may introduce risks - and it is important to “get it right.” In this regard the immediate initial creation of the new SRO has two important advantages. First, the organizational structure of the new SRO would be in place (in its basic elements) from the outset which would allow stakeholder participants, including the new board of directors (as composed with CSA input), to plan and participate in the implementation process and the development of the SRO’s organizational, operational and regulatory structures.

Second and most importantly, the dynamic of all participants in the SRO - its members, directors, management and staff - coming to a new organization with the common purpose of building it as proposed will be critical to its success. The fact that the SRO will be a new organization to which everyone initially is a stranger provides a stronger platform to create a cohesive, unified and effective regulatory organization with a new culture and regulatory strategy. This dynamic is particularly relevant in the context of the current securities regulatory regime in Canada. The fact is that for various reasons - historical, competitive and regulatory - the standards, regulatory practices, business models, markets served and other features have resulted in very different cultures, styles and practices among both the SROs and the statutory regulators. In a new SRO organization with a new board and regulatory mandate, the damaging effect of those influences will be minimized and the prospects of developing a harmonious and efficient organization will be enhanced.

There are other important practical benefits that support the Taskforce’s phased implementation plan for the new SRO as follows:

- **Cost.** The phased implementation approach proposed is more cost efficient than any other approach that might be considered. The more efficient, timed and non-duplicative features of a phased approach will ensure that the “transaction” costs of the creation and implementation of the new SRO are capable of better control and minimized.
- **Risk reduction.** A phased transitional approach greatly reduces risk in execution and provides flexibility in refining and adjusting where necessary the new SRO model.
- **Registrant Adjustment and Transition.** The changes resulting from the establishment of the new SRO will have to take into account the interests and capabilities of the registrants subject to the new regime including their ability to adjust their operations and processes as required. MFDA and IIROC members will be more familiar with the new SRO requirements than the other registrants and so the proposed phased sequencing of new members is appropriate.
- **Existing Regulators.** The existing statutory regulators and the two SROs will need time to transfer personnel and regulatory assets to the new SRO and to wind down or modify their operations as the transition takes place.

The other two suggested approaches to implementing a new SRO structure for all registrants - being the one step, all at once ‘big bang’ process, or the simple merger of MFDA and IIROC process as an intermediate step - do not have the benefits of the phased approach proposed by the

Taskforce. A one step, “big bang” process aiming to impose a new regulatory structure on all registrants at one time would be a formidable, expensive, lengthy and risky exercise.

A simple merger of MFDA and IIROC suffers the same deficiencies if the object is to move to the new SRO as proposed by the Taskforce. Of principal concern is that by perpetuating and reinforcing the current SRO structure, the momentum and regulatory direction would be in the opposite direction from attaining the desired benefits of the new SRO. In addition:

- any cost savings and reduction of regulatory burden that may be achieved by such a merger would occur in any event, and in greater scale, by the new SRO model proposed by the Taskforce;
- a merger would be a time-consuming and difficult process to effect both from an internal transactional point of view but also from a regulatory standpoint, particularly if the Proposal of the Taskforce to adjust the recognition orders of the SROs is implemented at the same time; and
- in view of the different history, processes, culture and membership of each of the two organizations, the prospect of a successful and harmonious regulatory organization being the result is uncertain.

Proposal 47: Binding Decisions of Dispute Resolution Services

The MFDA endorses the Proposal for designated dispute resolution services organizations, such as OBSI, to be given the power to issue binding decisions ordering a registered firm to pay compensation to harmed investors, provided it is accompanied by a comprehensive CSA oversight regime and a formalized appeals process.

CSA Oversight. A comprehensive oversight regime of the designated dispute resolution service (similar to the formal oversight of the SROs by the OSC) would include a robust review of its processes, procedures, competencies and operations to ensure fairness for registered firms and investors as well as public confidence.

Appeals Process. A formalized substantive appeal process of the designated resolution service’s decisions would involve participation by reviewers independent of the designated resolution service organization which grants registered firms similar rights of recourse and rights of participation in the appeals process that are available when a decision of an SRO is reviewed or appealed.

The foregoing is respectfully submitted by the MFDA in response to the Taskforce's invitation. The MFDA would be pleased to contribute further in any way helpful to the work of the Taskforce and the consideration by the Minister of Finance of the Taskforce's final report and proposals. The Government of Ontario and the Taskforce are to be commended for providing leadership, vision and resolve in modernizing Ontario's capital markets with the objective of fostering innovation and economic growth.

Yours truly,

A handwritten signature in blue ink, appearing to read 'Mark T. Gordon', with a long horizontal stroke extending to the right.

Mark T. Gordon
President and CEO