



International Swaps and Derivatives Association, Inc.

CANADIAN REPRESENTATION LETTER #2

BUSINESS CONDUCT RULE

published on February 12, 2024

by the International Swaps and Derivatives Association, Inc.

You should complete each Part of this Letter in accordance with the instructions herein. You should consider seeking clarification from Recipient ahead of time if it is not clear which Parts are required to be responded to by Recipient.

If you wish to make additional statements, or revise existing statements already made in any existing response, or wish to add a response, you should re-execute the Letter and address each relevant item. In the absence of any statement to the contrary, if you redeliver the Letter to Recipient but do not address an item previously addressed, the information for that item will be deemed to have been redelivered as part of the Letter in the form it was most recently delivered to Recipient.

TO¹: JPMorgan Chase Bank, National Association; J.P. Morgan Securities LLC; J.P. Morgan Securities plc and/or J.P. Morgan SE, as applicable (“**Recipient**”)

A. General. The person named below (“**Named Person**”) hereby makes the statements in each of the applicable Parts to this ISDA Canadian Representation Letter #2 *Business Conduct Rule* (this “**Letter**” consisting of the main body of this letter together with all applicable Parts and Supplements (if applicable) delivered from time to time, including electronically through ISDA Amend and/or such other relevant electronic platform identified by ISDA) with effect from the date specified in such Letter as the effective date. Each such statement is intended to provide Recipient with status information and/or representations needed by Recipient to determine the application of the Business Conduct Rule or exemptions thereunder. The statements and waivers, as applicable, in this Letter are for the purposes of such determinations.

B. Reliance. Subject to any statement to the contrary in any applicable Part or Supplement:

- (i) Named Person will notify Recipient in writing before or as soon as reasonably practicable following any of the statements made by it in any Part ceasing to be true;
- (ii) Recipient may rely on the statements and waivers, as applicable, given by Named Person in each applicable Part and Supplement unless and until Named Person notifies Recipient in writing to the contrary; and
- (iii) to the extent any statement or waiver, as applicable, made in this Letter or any Supplement is inconsistent with any prior statement or waiver, as applicable, given by Named Person to Recipient in any previous version of this Letter or any Supplement, the statements and waivers, as applicable, made herein shall prevail.

C. Definitions. Certain terms (including capitalized terms) used in this Letter have the meanings specified in the Appendix.

Where this Letter is completed and delivered by an agent or mandatary on behalf of one or more Named Persons, this Letter should be treated as if it were a separate Letter with respect to each Named Person listed by the agent or mandatary.

¹ Insert the name(s) of the entity or entities designated as Recipient(s) in the request letter or otherwise intended as Recipient(s) for purposes of the information below. If addressed to multiple Recipients, each statement in the Letter will apply separately as to each such named Recipient.

Executed and delivered with effect (except as otherwise provided for in Part II of this Letter) from:

Date: _____

Full legal name of Named Person:² _____

Legal Entity Identifier (LEI) of Named Person: _____

[Alternative Identifier of Named Person: _____]³

If applicable, full legal name of the agent or mandatary,
acting on behalf of Named Person:⁴ _____

Signature: _____

Name of signatory: _____

Title of signatory: _____

² If this Letter is being completed by the Named Person, the Named Person should insert its full legal name here. If this Letter is being delivered by an agent or mandatary on behalf of one or more principals, the agent should insert “as agent for [name of principal][the principals named on the attached sheet].” If the agent is acting on behalf of more than one principal, (i) it may list the names of such principals on a separate sheet and (ii) this Letter should be treated as if it were a separate Letter with respect to each principal listed on such sheet. Similarly, if this Letter is being delivered by a trustee on behalf of one or more trusts or trust funds, the trustee should insert “as trustee for [name of trust or trust fund][the [trusts][trust funds] named on the attached sheet].” The LEI or Alternative Identifier should be provided for each principal.

³ If you would like to include an alternative identifier, please describe the type of identifier provided.

⁴ Only insert the name of the agent if this Letter is being completed by an agent or mandatary on behalf of one or more Named Persons. If this Letter is being completed by the Named Person, this line can be left blank, struck through, marked as not applicable or similar.

INTRODUCTION:

The securities regulators of Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Northwest Territories, Yukon and Nunavut published Multilateral Instrument 93-101 *Derivatives: Business Conduct* (“**MI 93-101**”) setting forth certain business conduct obligations of “derivatives dealers” and “derivatives advisers”. Such securities regulators have also published Companion Policy 93-101CP *Derivatives: Business Conduct* with respect to MI 93-101. In these jurisdictions, MI 93-101 comes into force on September 28, 2024.⁵

The British Columbia Securities Commission intends to adopt a substantially similar rule, at which time the Canadian Securities Administrators staff intends for Multilateral Instrument 93-101 *Derivatives: Business Conduct* to be converted to a national instrument.

This Letter allows you to provide information needed to assess how the Business Conduct Rule does or may apply to the relationship (including Transactions) between you and the Recipient. Please consider each of the Parts of this Letter set out below.

PART I: ELIGIBLE DERIVATIVES PARTY STATUS

Instructions: Make the representations in items 1, 2 and 3 and then follow the subsequent instructions in *blue* below, which may include completing items 4 and 5.

1. The Named Person represents that it is:
☐ an individual;
☐ not an individual.
2. ☐ The Named Person represents that it is not an Eligible Derivatives Party. *If this box is checked, no further questions are required to be answered. If this box is not checked, proceed to item 3.*
3. The Named Person represents that the following paragraph(s) of the definition of Eligible Derivatives Party in the Business Conduct Rule apply to it:

Select all that apply.

- ☐ (a) a Canadian financial institution;
- ☐ (b) the Business Development Bank of Canada continued under the *Business Development Bank of Canada Act* (Canada);
- ☐ (c) a subsidiary of a person or company referred to in paragraph (a) or (b), if the person or company owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of the subsidiary;
- ☐ (d) a person or company registered under the securities legislation of a jurisdiction of Canada as any of the following:
- (i) a derivatives dealer;
 - (ii) a derivatives adviser;
 - (iii) an adviser;

⁵ In Saskatchewan, if the Business Conduct Rule is filed with the Registrar of Regulations after September 28, 2024, the Business Conduct Rule comes into force on the day on which it is filed with the Registrar of Regulations.

(iv) an investment dealer;

☐ (e) a pension fund that is regulated by the federal Office of the Superintendent of Financial Institutions or a pension commission or similar regulatory authority of a jurisdiction of Canada or a wholly-owned subsidiary of the pension fund;

☐ (f) an entity organized under the laws of a foreign jurisdiction that is analogous to any of the entities referred to in paragraphs (a) to (e);

☐ (g) the Government of Canada or the government of a jurisdiction of Canada, or any crown corporation, agency or wholly-owned entity of the Government of Canada or the government of a jurisdiction of Canada;

☐ (h) a government of a foreign jurisdiction or any agency of that government;

☐ (i) a municipality, public board or commission in Canada and a metropolitan community, school board, the Comité de gestion de la taxe scolaire de l'île de Montréal or an intermunicipal management board in Québec;

☐ (j) a trust company or trust corporation registered or authorized to carry on business under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in a jurisdiction of Canada or a foreign jurisdiction, acting on behalf of a managed account managed by the trust company or trust corporation, as the case may be;

☐ (k) a person or company that is acting on behalf of a managed account if the person or company is registered or authorized to carry on business as either of the following: (i) an adviser or a derivatives adviser in a jurisdiction of Canada or (ii) the equivalent of an adviser or a derivatives adviser under the securities legislation of a jurisdiction of Canada or a foreign jurisdiction;

☐ (l) an investment fund if either of the following apply: (i) the investment fund is managed by a person or company registered as an investment fund manager under the securities legislation of a jurisdiction of Canada or (ii) the investment fund is advised by an adviser registered or exempted from registration under securities legislation or under commodity futures legislation of a jurisdiction of Canada;

☐ (m) a person or company, other than an individual, that has net assets⁶ of at least C\$25,000,000 as shown on its most recently prepared financial statements;

☐ (n) a person or company that has represented to Recipient, in writing, that it is a Commercial Hedger in relation to the derivatives that it transacts with such derivatives firm;

By checking this box (i.e., (n)), the Named Person is representing to Recipient that it is a Commercial Hedger in relation to the derivatives transacted with the Recipient.

☐ (o) an individual that beneficially owns financial assets⁷ that have an aggregate realizable value before tax but net of any related liabilities of at least C\$5,000,000;

⁶ For the purposes of paragraph (m), net assets must have an aggregate realizable value, before taxes, but after deduction of the corresponding liabilities, that are more than \$25 000 000 in Canadian dollars or an equivalent amount in another currency as shown on its last financial statements. "Net assets" under this paragraph is calculated as total assets minus total liabilities. Unlike in paragraph (o), assets considered for the purposes of paragraphs (m) are not limited to "financial assets".

⁷ In the case of paragraph (o), the individual must beneficially own "financial assets", as that term is defined in section 1.1 of NI 45-106, that have an aggregate realizable value before tax but net of any related liabilities of at least \$5 000 000 in Canadian dollars (or an equivalent amount in another currency). "Financial assets" is defined to include cash, securities or a deposit, or an evidence of a deposit that is not a security for the purposes of

☐ (p) a person or company, other than an individual, that has represented to the Recipient, in writing, that its obligations under derivatives that it transacts with such Recipient are fully guaranteed or otherwise fully supported, under a written agreement, by one or more derivatives parties referred to in this definition, other than a derivatives party referred to in paragraph (n) or (o);

☐ (q) a qualifying clearing agency.

- *If the Named Person is an individual and has not checked any box in Part I item 3, no further questions are required to be answered.*
- *If the Named Person has checked a box in Part I item 3, other than with respect to paragraph (n) or (o) or (p), then skip to Part IV.*
- *If the Named Person is an individual and only the box in Part I item 3 with respect to paragraph (n) (Eligible Commercial Hedger) is checked, then complete Parts II and III but skip Part IV.*
- *If the Named Person is not an individual and only the box in Part I item 3 with respect to paragraph (n) (Eligible Commercial Hedger) is checked, then complete Part II but skip Parts III and IV.*
- *If the box in Part I item 3 with respect to paragraph (o) (Individuals (EDP)) is checked, then complete Part II but skip Parts III and IV.*
- *If the box in Part I item 3 with respect to paragraph (p) (Guaranteed by EDP) is checked, complete Part I items 4 and 5, then skip to Part IV.*

4. The Named Person represents that its obligations under derivatives that it transacts with the Recipient are fully guaranteed or otherwise fully supported, under a written agreement, by one or more derivatives parties to which the following paragraphs of the definition of Eligible Derivatives Party under the Business Conduct Rule apply:⁸

Complete this Part I item 4 if the box in Part I item 3 with respect to paragraph (p) (Guaranteed by EDP) is checked. Select all that apply, then complete Part I item 5.

☐ (a) a Canadian financial institution;

☐ (b) the Business Development Bank of Canada continued under the *Business Development Bank of Canada Act* (Canada);

☐ (c) a subsidiary of a person or company referred to in paragraph (a) or (b), if the person or company owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of the subsidiary;

☐ (d) a person or company registered under the securities legislation of a jurisdiction of Canada as any of the following:

- (i) a derivatives dealer;
- (ii) a derivatives adviser;
- (iii) an adviser;
- (iv) an investment dealer;

securities legislation. Realizable value is typically the amount that would be received by selling an asset. In general, determining whether financial assets are beneficially owned by an individual should be straightforward. However, this determination may be more difficult if financial assets are held in a trust or in other types of investment vehicles for the benefit of an individual. Factors indicating beneficial ownership of financial assets include: possession of evidence of ownership of the financial asset; entitlement to receive any income generated by the financial asset; risk of loss of the value of the financial asset; the ability to dispose of the financial asset or otherwise deal with it as the individual sees fit.

⁸ Paragraphs (n), (o) and (p) of the definition of Eligible Derivatives Party are not applicable for purposes of classifying the derivatives party that guarantees or otherwise fully supports the obligations under derivatives that the Named Person transacts with the Recipient as an Eligible Derivatives Party.

- ☐ (e) a pension fund that is regulated by the federal Office of the Superintendent of Financial Institutions or a pension commission or similar regulatory authority of a jurisdiction of Canada or a wholly-owned subsidiary of the pension fund;
- ☐ (f) an entity organized under the laws of a foreign jurisdiction that is analogous to any of the entities referred to in paragraphs (a) to (e);
- ☐ (g) the Government of Canada or the government of a jurisdiction of Canada, or any crown corporation, agency or wholly-owned entity of the Government of Canada or the government of a jurisdiction of Canada;
- ☐ (h) a government of a foreign jurisdiction or any agency of that government;
- ☐ (i) a municipality, public board or commission in Canada and a metropolitan community, school board, the Comité de gestion de la taxe scolaire de l'île de Montréal or an intermunicipal management board in Québec;
- ☐ (j) a trust company or trust corporation registered or authorized to carry on business under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in a jurisdiction of Canada or a foreign jurisdiction, acting on behalf of a managed account managed by the trust company or trust corporation, as the case may be;
- ☐ (k) a person or company that is acting on behalf of a managed account if the person or company is registered or authorized to carry on business as either of the following: (i) an adviser or a derivatives adviser in a jurisdiction of Canada or (ii) the equivalent of an adviser or a derivatives adviser under the securities legislation of a jurisdiction of Canada or a foreign jurisdiction;
- ☐ (l) an investment fund if either of the following apply: (i) the investment fund is managed by a person or company registered as an investment fund manager under the securities legislation of a jurisdiction of Canada or (ii) the investment fund is advised by an adviser registered or exempted from registration under securities legislation or under commodity futures legislation of a jurisdiction of Canada;
- ☐ (m) a person or company, other than an individual, that has net assets of at least C\$25,000,000 as shown on its most recently prepared financial statements;
- ☐ (q) a qualifying clearing agency.

5. The full legal name and LEI of the derivatives party, referred to in Part I item 4, that guarantees or otherwise fully supports the obligations under derivatives that the Named Person transacts with the Recipient is: [Complete this Part I item 5 if a box in item 4 is checked.](#)

PART II: ELIGIBLE DERIVATIVES PARTY WAIVER (INDIVIDUALS (EDP) AND ELIGIBLE COMMERCIAL HEDGERS)

Explanatory Note: The Business Conduct Rule establishes general obligations owed by derivatives firms to all derivatives parties (**Core Requirements**) and further establishes additional requirements for derivatives firms and additional protections for non-eligible derivatives parties, individuals that are an eligible derivatives party (“**individuals (EDP)**”) and **Eligible Commercial Hedgers (Additional Requirements)**, which can be waived by individuals (EDP) and Eligible Commercial Hedgers. The waiver must be in writing and specify the Additional Requirements to which it applies. ***You are not required to provide a waiver of any or all of the Additional Requirements and have the option to obtain independent legal advice before providing any such waiver. At any time, you may withdraw in writing, in whole or in part, any waiver provided to the Recipient.***

Instructions: Complete Part II item 1. By completing this Part II, the Named Person hereby acknowledges that they have had the opportunity to obtain independent legal advice before providing the waiver in this Part II.

1. Waiver: The effective date of this waiver is the later of (i) September 28, 2025 and (ii) the date of this Letter.

*Select one of (a) or (b), if applicable. If neither (a) nor (b) is selected (i.e., the Named Person wishes to waive some but not all Additional Requirements), the Named Person will be contacted by the Recipient and the Recipient may provide the Named Person with a supplement to this Letter (a “**Supplement**”) for completion, which the Named Person may use to select the **Additional Requirements** it elects to waive and the derivatives classes to which such waivers apply.*

- a. ☐ The Named Person hereby waives all **Additional Requirements** in the Business Conduct Rule for all derivatives.
- b. ☐ The Named Person does not waive any **Additional Requirements** in the Business Conduct Rule for any derivatives.

The **Additional Requirements** are set out in the following sections of the Business Conduct Rule:

Section 14 [*Derivatives-party-specific needs and objectives*]
Section 15 [*Suitability*]
Section 16 [*Permitted referral arrangements*]
Section 17 [*Verifying the qualifications of the person or company receiving the referral*]
Section 18 [*Disclosing referral arrangements to a derivatives party*]
Section 19 [*Relationship disclosure information*]
Section 20 [*Pre-transaction disclosure*]
Section 21 [*Valuation reporting*]
Section 26 [*Holding initial margin*]
Section 27 [*Investment or use of initial margin*]
Section 29 [*Derivatives party statements*]

PART III: ADDITIONAL DOCUMENTATION

Explanatory Note: This information is needed from a derivatives party that is both an **Eligible Commercial Hedger** and an individual unless you have checked the box under Part II, item 1(b), in which case, do not complete Part III.

Instructions: Complete the items in this Part III by providing a reasonably detailed response to the requested information. The Recipient may indicate that the Named Person does not need to complete this Part III.

1. Describe the nature of the Named Person's business:

2. Indicate the commercial risks that the Named Person is hedging in relation to the business described in Part III item 1: *Select all that apply.*

- a. ☐ Interest rate risk
b. ☐ Foreign exchange risk
c. ☐ Commodity price risk
d. ☐ Credit risk
e. ☐ The following risk(s): *Insert description of applicable risk(s). If no additional risk is indicated, the Named Person is deemed to have answered "None" for this item 2(e).*

PART IV: REPRESENTATION TO ENABLE CERTAIN RECIPIENTS TO RELY ON THE FOREIGN LIQUIDITY PROVIDER EXEMPTION⁹

Instructions: Make the representation in item 1, if applicable.

1. ☐ The Named Person represents that it transacts with Recipient as principal for its own account, and is either:
- a. an investment dealer registered in accordance with NI 31-103; or
 - b. a derivatives dealer whose head office or principal place of business is in Canada.

⁹ If the Recipient is a Foreign Liquidity Provider, and the Named Person makes the representation in item 1 then the Recipient may rely on the exemption in section 37 of the Business Conduct Rule.

Appendix

Definitions

“Additional Requirements” means all the obligations under the following sections of the Business Conduct Rule: Section 14 [*Derivatives-party-specific needs and objectives*], Section 15 [*Suitability*], Section 16 [*Permitted referral arrangements*], Section 17 [*Verifying the qualifications of the person or company receiving the referral*], Section 18 [*Disclosing referral arrangements to a derivatives party*], Section 19 [*Relationship disclosure information*], Section 20 [*Pre-transaction disclosure*], Section 21 [*Valuation reporting*], Section 22 [*Notice to derivatives parties by non-resident derivatives dealers*], Section 26 [*Holding initial margin*], Section 27 [*Investment or use of initial margin*] and Section 29 [*Derivatives party statements*].

“adviser” means an adviser as defined in the securities or derivatives legislation, rules or regulations of a relevant Canadian jurisdiction and, for purposes of the Business Conduct Rule and this letter, includes an “adviser” as defined in *The Commodity Futures Act* (Manitoba), the *Commodity Futures Act* (Ontario) and the *Securities Act* (Québec).¹⁰

“Business Conduct Rule” means MI 93-101 and the national instrument that succeeds MI 93-101 following the adoption of a substantially similar rule to MI 93-101 by the British Columbia Securities Commission.

“Canadian financial institution” means:

- (a) a bank listed in Schedule I or II to the *Bank Act* (Canada),
- (b) a body corporate, as defined in the *Trust and Loan Companies Act* (Canada) and to which that Act applies,
- (c) an association, as defined in the *Cooperative Credit Associations Act* (Canada) and to which that Act applies,
- (d) an insurance company or a fraternal benefit society incorporated or formed under the *Insurance Companies Act* (Canada),
- (e) a trust, loan or insurance corporation authorized to carry on business by or under an Act of the legislature of a jurisdiction of Canada,
- (f) a credit union, central credit union, caisse populaire, financial services cooperative or credit union league or federation that is incorporated or otherwise authorized to carry on business by or under an Act of the legislature of a jurisdiction of Canada, or
- (g) a treasury branch established by or under an Act of the legislature of a jurisdiction of Canada.

“Canadian Regulator” means a Canadian provincial or territorial regulatory authority, body or agency with jurisdiction to regulate derivatives activities or to regulate persons with respect to their derivatives activities.

“Commercial Hedger” means a person or company that carries on a business and that transacts a derivative to hedge a risk in respect of the business, related to any of the following:

- (a) an asset that the person or company owns, produces, manufactures, processes, or merchandises or, at the time of the execution of the transaction, reasonably anticipates owning, producing, manufacturing, processing, or merchandising;

¹⁰ This term is generally defined to mean a person or company engaging in or holding itself out as engaging in the business of advising in securities (and, in certain jurisdictions, derivatives).

(b) a liability that the person or company incurs or, at the time the transaction occurs, reasonably anticipates incurring;

(c) a service that the person or company provides, purchases, or, at the time the transaction occurs, reasonably anticipates providing or purchasing.

“Core Requirements” means (a) Division 1 [*General obligations towards all derivatives parties*] of Part 3 [*Dealing with or advising derivatives parties*], (b) sections 24 [*Interaction with other Instruments*] and 25 [*Segregating derivatives party assets*], (c) subsection 28(1) [*Content and delivery of transaction information*], and (d) Part 5 [*Compliance and recordkeeping*] of the Business Conduct Rule.

“derivative” means a derivative as defined in the securities or derivatives legislation, rules or regulations of a relevant Canadian jurisdiction, that is not excluded from the definition by reason of any rule or order of the relevant Canadian Regulator.

“derivatives adviser” means any of the following:

(a) except in Québec, a person or company engaging in or holding themselves out as engaging in the business of advising others in respect of derivatives;

(b) in Québec, an adviser as that term is defined in the *Derivatives Act* (Québec);

(c) any other person or company required to be registered as a derivatives adviser under securities legislation of a jurisdiction of Canada.

“derivatives dealer” means any of the following:

(a) except in Québec, a person or company engaging in or holding themselves out as engaging in the business of trading in derivatives as principal or agent;

(b) in Québec, a dealer as that term is defined in the *Derivatives Act* (Québec);

(c) any other person or company required to be registered as a derivatives dealer under securities legislation of a jurisdiction of Canada.

“derivatives firm” means a derivatives dealer or a derivatives adviser, as applicable.

“derivatives party” means:

(a) in relation to a derivatives dealer, any of the following:

(i) a person or company for which the derivatives dealer acts or proposes to act as an agent in relation to a Transaction;

(ii) a person or company that is, or is proposed to be, a party to a derivative for which the derivatives dealer is the counterparty; and

(b) in relation to a derivatives adviser, a person or company to which the adviser provides or proposes to provide advice in relation to a derivative.

“Eligible Commercial Hedger” means a person or company that is a Commercial Hedger in relation to the derivatives that it transacts with the derivatives firm, as described under Part I, item 3, paragraph (n), and is not described under any of the other paragraphs under Part I, item 3.

“Eligible Derivatives Party” means any of the following:

- (a) a Canadian financial institution;
- (b) the Business Development Bank of Canada continued under the *Business Development Bank of Canada Act* (Canada);
- (c) a subsidiary of a person or company referred to in paragraph (a) or (b), if the person or company owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of the subsidiary;
- (d) a person or company registered under the securities legislation of a jurisdiction of Canada as any of the following:
 - (i) a derivatives dealer;
 - (ii) a derivatives adviser;
 - (iii) an adviser;
 - (iv) an investment dealer;
- (e) a pension fund that is regulated by the federal Office of the Superintendent of Financial Institutions or a pension commission or similar regulatory authority of a jurisdiction of Canada or a wholly-owned subsidiary of the pension fund;
- (f) an entity organized under the laws of a foreign jurisdiction that is analogous to any of the entities referred to in paragraphs (a) to (e);
- (g) the Government of Canada or the government of a jurisdiction of Canada, or any crown corporation, agency or wholly-owned entity of the Government of Canada or the government of a jurisdiction of Canada;
- (h) a government of a foreign jurisdiction or any agency of that government;
- (i) a municipality, public board or commission in Canada and a metropolitan community, school board, the Comité de gestion de la taxe scolaire de l’île de Montréal or an intermunicipal management board in Québec;
- (j) a trust company or trust corporation registered or authorized to carry on business under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in a jurisdiction of Canada or a foreign jurisdiction, acting on behalf of a managed account managed by the trust company or trust corporation, as the case may be;
- (k) a person or company that is acting on behalf of a managed account if the person or company is registered or authorized to carry on business as either of the following: (i) an adviser or a derivatives adviser in a jurisdiction of Canada or (ii) the equivalent of an adviser or a derivatives adviser under the securities legislation of a jurisdiction of Canada or a foreign jurisdiction;
- (l) an investment fund if either of the following apply: (i) the investment fund is managed by a person or company registered as an investment fund manager under the securities legislation of a jurisdiction of Canada or (ii) the investment fund is advised by an adviser registered or exempted from registration under securities legislation or under commodity futures legislation of a jurisdiction of Canada;
- (m) a person or company, other than an individual, that has net assets of at least C\$25,000,000 as shown on its most recently prepared financial statements;
- (n) a person or company that has represented to Recipient, in writing, that it is a Commercial Hedger in relation to the derivatives that it transacts with such derivatives firm;

(o) an individual that beneficially owns financial assets¹¹ that have an aggregate realizable value before tax but net of any related liabilities of at least C\$5,000,000;

(p) a person or company, other than an individual, that has represented to the Recipient, in writing, that its obligations under derivatives that it transacts with such derivatives firm are fully guaranteed or otherwise fully supported, under a written agreement, by one or more derivatives parties referred to in this definition, other than a derivatives party referred to in paragraph (n) or (o);

(q) a qualifying clearing agency.

“investment dealer” means a person or company registered as an investment dealer under the securities legislation of a jurisdiction of Canada.

“investment fund” means an investment fund as defined in the securities or derivatives legislation, rules or regulations of a relevant Canadian jurisdiction.¹²

“Foreign Liquidity Provider” means a person or company that (a) is registered, licensed or authorized, or otherwise operates under an exemption or exclusion from a requirement to be registered, licensed or authorized under the securities, commodity futures or derivatives legislation of a foreign jurisdiction in which its head office or principal place of business is located to carry on the activities in that jurisdiction that registration as a derivatives dealer would permit it to carry on in a local jurisdiction in Canada and (b) is not a derivatives dealer (i) whose head office or principal place of business is in Canada or (ii) that is a Canadian financial institution.

“NI 31-103” means National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations.

“qualifying clearing agency” means a person or company if any of the following apply: (a) it is recognized or exempted from recognition as a clearing agency or a clearing house, as applicable, in a jurisdiction of Canada or (b) it is subject to regulation in a foreign jurisdiction that is consistent with the *Principles for financial market infrastructures* applicable to central counterparties, as amended from time to time, and published by the Bank for International Settlements’ Committee on Payments and Market Infrastructures and the International Organization of Securities Commissions.

“Transaction” means the entering into, making a material amendment to, terminating, assigning, selling or otherwise acquiring or disposing of a derivative or the novation of a derivative other than a novation with a Qualifying Clearing Agency.

¹¹ See footnote 7.

¹² This term is generally defined to mean a mutual fund (an issuer whose primary purpose is to invest money provided by its security holders and whose securities entitle the holder to receive on demand, or within a specified period after demand, an amount computed by reference to the value of a proportionate interest in the whole or in part of the net assets, including a separate fund or trust account, of the issuer) or a non-redeemable investment fund (a non-mutual fund issuer, whose primary purpose is to invest money provided by its security holders and that does not invest (i) for the purpose of exercising or seeking to exercise control of an issuer, other than an issuer that is a mutual fund or a non-redeemable investment fund or (ii) for the purpose of being actively involved in the management of any issuer in which it invests, other than an issuer that is a mutual fund or a non-redeemable investment fund)).