**Appendix B – Annual Compliance Certificate**

**Depository Participant:**

**Year Ended:**

Having made due and careful enquiry, to the best of my knowledge, I hereby certify and represent that during [previous year]:

1 The Depository Participant has developed and implemented a compliance plan as required by Rule 2.5.1(b) and the compliance plan is operating effectively and is adequate having regard to the nature and extent of the Depository Participant’s activities as a Depository Participant to ensure compliance with applicable Securities Legislation and the Rules.

2 All matters of non-compliance with the Securities Legislation and Rules that have been identified by the compliance plan have been notified to CDO.

3 The Depository Participant has maintained the records required by the Rules.

4 Except to the extent disclosed in writing to CDO, the representations and warranties of the Depository Participant contained in Rule 2.8.1 and/or repeated pursuant to Rule 2.8.2 during the previous year were, at the time they were given, true and accurate and all information which the Depository Participant has given to CDO during that time was complete, accurate and not misleading.

5 The Depository Participant continues to satisfy the requirements of Rule 2.2.

6 I have completed the following continuing education courses:

Course Provider Duration

7 I have retained copies of the relevant documentation on which this representation is based and this is available for inspection by CDO.

8 The Depository Participant has made all notifications to CDO required by Rule 2.7.

9 No Potential Default Event is continuing as at the date of this certificate.\*

Signed:

Name:

Responsible Person:

Dated:

*\*If this statement cannot be made, the certificate should identify any Potential Default Event that is continuing and the steps, if any, being taken to remedy it.*