



Mutual Fund Dealers Association of Canada
Association canadienne des courtiers de fonds mutuels

CORPORATE RESOLUTION

RE: Proposed amendments to MFDA Rule 2.4.2 (Referral Arrangements)

The undersigned, Assistant Corporate Secretary of the Mutual Fund Dealers Association of Canada (the "Corporation") hereby certifies that attached is a true and correct copy of a resolution adopted by the MFDA Board of Directors of the Corporation in accordance with the By-laws of the Corporation at a meeting held on February 26, 2015 which is in full force and effect on the date hereof.

Bernadette Devine
Assistant Corporate Secretary
March 10, 2015

**RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS OF
THE MUTUAL FUND DEALERS ASSOCIATION OF CANADA
AT A MEETING HELD ON FEBRUARY 26, 2015**

RESOLVED that the proposed amendments to MFDA Rule 2.4.2 (Referral Arrangements) resulting from National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* in the form tabled in Exhibit "L" to the Agenda for the meeting is hereby approved subject to any non-material changes that may be required or desirable by a Recognizing Regulator or as a result of the public comment process.