



7. The Sub-Adviser is an indirect wholly owned subsidiary of State Street Corporation.
8. The Sub-Adviser is registered as an investment adviser under the *United States Investment Advisers Act of 1940* and as a commodity trading adviser with the United States Commodity Futures Trading Commission.
9. The Sub-Adviser is not registered in any capacity under the securities legislation of Manitoba or any other jurisdiction in Canada or under the CFA.
10. The Sub-Adviser provides trading advice services in respect of futures, options on futures and swaps to its clients generally traded on a U.S. Exchange and/or with a U.S. counterparty to certain of its clients.
11. Neither the Principal Adviser, nor the Sub-Adviser is in default of any requirements of securities or derivatives legislation in Manitoba.
12. The Adviser Registration Requirement prohibits a person or company from acting as an adviser, i.e. engaging in or holding himself, herself or itself out as engaging in, the business of rendering advice as to trading in the Contracts, unless such person or company is registered as an adviser under the CFA, or is registered as a partner or officer of a registered adviser and is acting on behalf of the adviser.
13. By providing trading advice services in respect of the Contracts, the Sub-Adviser is acting as an adviser in respect of the Contracts and, in the absence of being granted this Order, would be required to register as an adviser under the CFA when the Previous Decision (as defined below) expired.
14. There is presently no rule or regulation under the CFA that provides an exemption from the Adviser Registration Requirement that is similar to the International Sub-Adviser exemption from the adviser registration requirement provided under section 8.26.1 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations (NI 31-103).
15. In respect of clients in Manitoba, the Sub-Adviser acts as a sub-adviser to the Principal Adviser in respect of Contracts in reliance on a decision by the Commission dated as of May 8, 2018, granting an order, pursuant to section 66(1) of the CFA exempting the Sub-Adviser, and its Representatives, for a period of five years expiring on May 8, 2023, from the adviser registration requirement in paragraph 24(2) of the CFA, subject to certain terms and conditions (the **Previous Decision**).
16. The Principal Adviser has entered into a written agreement with the Sub-Adviser setting out each of their duties and obligations with respect to the delegation of advisory services regarding Contracts (the **Sub-Advisory Agreement**).
17. As would be required under the international sub-adviser exemption set forth in section 8.26.1 of NI 31-103, adapted however for the purposes of advising with respect to Contracts:

- (a) the obligations and duties of the Sub-Adviser are set out in a written agreement with the Principal Adviser;
  - (b) the Principal Adviser has entered into a written agreement with its clients on whose behalf investment advice is or portfolio management services are provided, agreeing to be responsible for any loss that arises out of the failure of the Sub-Adviser
    - (A) to exercise the powers and discharge the duties of its office honestly, in good faith and in the best interests of the registrant and each client of the registrant for whose benefit the advice is or portfolio management services are to be provided, or
    - (B) to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances;
    - (C) the Sub-Adviser's head office or principal place of business is in a foreign jurisdiction;
    - (D) the Sub-Adviser is registered in a category of registration, or operates under an exemption from registration, under the securities legislation of the foreign jurisdiction in which its head office or principal place of business is located, that permits it to carry on the activities in that jurisdiction that registration as an adviser would permit it to carry on in the local jurisdiction; and
    - (E) the Sub-Adviser engages in the business of an adviser in the foreign jurisdiction in which its head office or principal place of business is located. As would be required under section 8.26.1 of NI 31-103;
18. The Principal Adviser will deliver to its clients, as applicable, all applicable reports and statements under applicable securities, commodity futures and derivatives legislation.
19. Such clients must obtain all advice, information and give all instructions and directions through the Principal Adviser and may meet with the Sub-Adviser only if the Principal Adviser is present at all times.
- (C) Based on the foregoing, the Commission is of the opinion that it would not be prejudicial to the public interest for the Commission to grant the order requested.

**IT IS ORDERED:**

1. **THAT**, pursuant to Section 66(1) of the CFA, the Sub-Adviser and its Representatives be exempted from the Adviser Registration Requirement and that the Sub-Adviser and its Representatives be authorized to act as a sub-adviser to the Principal Adviser as to trading in Contracts, under the Sub-Advisory Services Agreement; provided that at all the relevant times that such activities are engaged in:

- (a) the Principal Adviser will remain registered under the CFA as an adviser;
  - (b) the Sub-Adviser will remain registered as a Commodity Trading Adviser with the United States Commodity Futures Trading Commission;
  - (c) the Sub-Adviser is not registered in any capacity under the securities or commodity futures legislation of any jurisdiction in Canada under the CFA;
  - (d) the obligations and duties of the Sub-Adviser will remain set out in a written agreement with the Principal Adviser;
  - (e) The Principal Adviser will have entered into a written agreement with its clients on whose behalf investment advice is or portfolio management services are to be provided, agreeing to be responsible for any loss that arises out of the failure of the Sub-Adviser: (i) to exercise the powers and discharge the duties of its office honestly, in good faith and in the best interests of the registrant and each client of the registrant for whose benefit the advice is or portfolio management services are to be provided, or (ii) to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances;
  - (f) the Sub-Adviser's head office or principal place of business will remain in a foreign jurisdiction;
  - (g) the Sub-Adviser will continue to engage in the business of an adviser in the foreign jurisdiction in which its head office or principal place of business is located;
  - (h) the Principal Adviser will deliver to its clients, as applicable, all applicable reports and statements under applicable securities, commodity futures and derivatives legislation; and
  - (i) such clients must obtain all advice, information and give all instructions and directions through the Principal Adviser and may meet with the Sub-Adviser only if the Principal Adviser is present at all times.
2. **THAT** this Order will terminate on the earlier of:
- (b) the expiry of any transition period as may be provided by law, after the effective date of the repeal of the CFA;
  - (c) six months, or such other transition period as provided by law, after the coming into force of any amendment to Manitoba commodity futures law or Manitoba securities law that affects the ability of the Sub-Adviser to act as a sub-adviser to the Principal Adviser in respect of the services rendered pursuant to the Sub-Advisory Services Agreement; and

(d) five years after the date of this Order.

3. THAT the fee for this Order is \$650.00

**BY ORDER OF THE COMMISSION**

A handwritten signature in cursive script, appearing to read "C. W. Jones", is written above a horizontal line.

Director