

COUNTERPART TO MEMORANDUM OF UNDERSTANDING



United States Commodity Futures Trading Commission

and



Superintendent of Securities (Northwest Territories)

COOPERATION AND THE EXCHANGE OF INFORMATION
RELATED TO THE SUPERVISION OF CROSS-BORDER COVERED ENTITIES

July 27, 2016

Appendix G

COUNTERPART

1. The *Memorandum of Understanding Concerning Cooperation and the Exchange of Information Related to the Supervision of Cross-Border Covered Entities* (“MOU”) between the Commodity Futures Trading Commission (“CFTC”) and the Alberta Securities Commission, the British Columbia Securities Commission, the Ontario Securities Commission, and the Québec Autorité des marchés financiers provides in Article Eight, Paragraph 41:

Any Canadian Authority may become a party to this MOU by executing a counterpart hereof together with the CFTC and providing notice of such execution to the other Canadian Authorities that are signatories to this MOU.

2. The CFTC and the Superintendent of Securities (Northwest Territories) (“SSNT”) are executing this counterpart to the MOU (“Counterpart”) pursuant to Paragraph 41 of the MOU in order for the SSNT to become a party to the MOU.
3. The SSNT hereby falls within the definition of the term “Authority” in Article One, Paragraph 1(b), of the MOU, and is a Canadian Authority and one of the Canadian Authorities within the scope of the MOU.
4. All terms and provisions of the MOU hereby apply to the SSNT as though the SSNT were specifically referenced in the MOU, except with respect to the SSNT:
 32. The Authorities recognize that, while this MOU is not intended to gather information for enforcement purposes, subsequently the Authorities may want to use the non-public information provided pursuant to this MOU for enforcement purposes. In cases where a Requesting Authority seeks to use non-public information obtained pursuant to this MOU for enforcement purposes, including in conducting investigations or taking enforcement action, treatment of the non-public information will be in accordance with the use and confidentiality provisions of the IOSCO MMOU. However, with respect to information shared between the CFTC and SSNT, Paragraph 33 applies to such use.
5. With respect to the SSNT, where specific Canadian provinces are named in the MOU, the words “Northwest Territories” are hereby included in the MOU.
6. With respect to the SSNT, the definition of the term “Governmental Entity” means the Federal Ministry of Finance and the Northwest Territories Department of Finance, if the Requesting Authority is the SSNT.

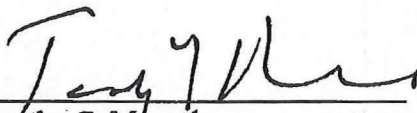
7. Cooperation in accordance with this Counterpart will become effective on the date this Counterpart is signed by the CFTC and SSNT.
8. Pursuant to Paragraph 41 of the MOU, the SSNT will provide notice of the execution of this Counterpart to the other Canadian Authorities that are signatories to the MOU.
9. To facilitate cooperation under the MOU, the SSNT designates the following contact person and will exchange confidential emergency contact telephone information with the other MOU signatories:

OFFICE OF THE SUPERINTENDENT OF SECURITIES (NORTHWEST TERRITORIES)
5009 49 Street
PO Box 1320
Yellowknife, NT
X1A 2L9
Canada

Attention: Superintendent of Securities

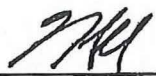
Telephone: 867-767-9305
Fax: 867-873-0243
Email: SecuritiesRegistry@gov.nt.ca

This Counterpart is executed in duplicate, this 27th day of July 2016.



Timothy G. Massad
Chairman
For the U.S. Commodity Futures Trading
Commission

Date: 7/22/16



Thomas Hall
Superintendent of Securities
Department of Justice
Government of the Northwest Territories

Date: July 27, 2016