

I, Manon Losier, Secretary of the Financial and Consumer Services Commission, hereby certify that:

1. The Recognition Order below was issued by Members of the Financial and Consumer Services Commission at a meeting held on 28 July 2014 with an effective date of 1 August 2014.

Dated at Saint John, New Brunswick, this 29th day of July 2014.

“original signed by”

Manon Losier

IN THE MATTER OF THE *SECURITIES ACT*, S.N.B. c. S- 5.5

AND

IN THE MATTER OF

CANADIAN PUBLIC ACCOUNTABILITY BOARD

RECOGNITION ORDER

(Pursuant to section 35(1)(e) of the *Securities Act*, S.N.B. c. S- 5.5)

WHEREAS on January 10, 2013, the New Brunswick Securities Commission, predecessor to the current Financial and Consumer Services Commission (the “Commission”), recognized the Canadian Public Accountability Board (“CPAB”) as an auditor oversight body in New Brunswick pursuant to Section 35(1)(e) of the *Securities Act*, S.N.B. c. S-5.5 (the “Act”), until July 31, 2014;

AND WHEREAS CPAB has applied to the Commission for a continuation of recognition;

AND WHEREAS based on the application which includes CPAB’s By-Laws and Rules, as well as representations, acknowledgements and undertakings made by CPAB to the Commission, the Commission is satisfied that continuing recognition of CPAB will not be prejudicial to the public interest;

AND WHEREAS terms used in this Order have the same meaning as terms defined in the *Act*, the National Instrument 14-101 Definitions and the National Instrument 52-108 Auditor Oversight.

IT IS HEREBY ORDERED pursuant to Section 35(1)(e) of the *Act* that the Commission recognize CPAB as an auditor oversight body until July 31, 2017, on the following terms and conditions:

1. CPAB complies with the *Canadian Public Accountability Board Act (Ontario), 2006* (the “CPAB Act”);
2. CPAB provides the Commission with a copy of the Certificate required by the *CPAB Act* to be submitted to the Ontario Securities Commission (“OSC”) by the CPAB Council of Governors, at the same time the Certificate is delivered to the OSC;
3. CPAB discloses to the Commission all issues arising from each annual assessment by the OSC of CPAB’s Annual Report, as required by the *CPAB Act*, when, and to the extent, CPAB is aware of those issues;
4. CPAB provides the Commission with 30 days’ advance notice of any proposed material changes to any of the information in its application;
5. CPAB promptly notifies the Commission in writing, and includes the names of relevant reporting issuers and audit firms, when CPAB:
 - (a) becomes aware of a violation or a series of violations by a Participating Audit Firm of Professional Standards or CPAB’s Rules relating to an audit or audits of one or more reporting issuers, that in CPAB’s opinion creates a heightened risk to the investing public;
 - (b) advises a reporting issuer that it should seek the Commission staff’s view about any matter;
 - (c) becomes aware that a reporting issuer will be re-filing annual or interim financial statements, or re-stating or potentially re-stating financial information for comparative periods in annual or interim financial statements for reasons other than the retrospective application of a change in accounting standard or policy or new accounting standard;
 - (d) terminates the status of any audit firm as a Participating Audit Firm because of non-compliance with its participation agreement with CPAB; or
 - (e) receives information that suggests a reporting issuer may have materially misstated its financial statements or otherwise breached New Brunswick securities legislation.
6. CPAB staff discusses with the Commission on a semi-annual basis, of CPAB’s:
 - (a) plans for inspections of Participating Audit Firms as part of CPAB’s annual review program;
 - (b) the general results of inspections CPAB has conducted as part of its annual review program since its last report to the Commission; and
 - (c) any issues related to subparagraph (a) or (b) above that in CPAB’s opinion may be relevant to assessing compliance with securities legislation.
7. CPAB promptly:

- (a) notifies the Commission of any plans to conduct a targeted review of one or more Participating Audit Firms or the audit files of one or more reporting issuers whose principal regulator is the Financial and Consumer Services Commission and the targeted review is not part of CPAB's annual review program;
- (b) reports to the Commission the results of the targeted review; and
- (c) reports to the Commission any issues related to sub-paragraphs (a) or (b) above that in CPAB's opinion may be relevant to assessing compliance with securities legislation.