
CI FINANCIAL CORP.
ANNUAL INFORMATION FORM
March 25, 2009



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EXPLANATORY NOTES

Unless otherwise stated, the information in this annual information form is stated as of December 31, 2008 and all references to the Corporation's fiscal year are to the year ended December 31, 2008.

In this annual information form, unless the context otherwise requires, all references to the **Corporation** are to CI Financial Corp. and, as applicable, its predecessors, CI Financial Income Fund and CI Financial Inc. and references to **CI** or the **CI Group** are to the Corporation and its predecessors together with the entities and subsidiaries controlled by it and its predecessors.

FORWARD-LOOKING INFORMATION

This annual information form contains forward-looking statements concerning anticipated future events, results, circumstances, performance or expectations with respect to the CI Group and its products and services, including its business operations, strategy and financial performance and condition. When used in this annual information form, such statements use such words as “may”, “will”, “expect”, “believe”, and other similar terms. These statements are not historical facts but instead represent management beliefs regarding future events, many of which, by their nature are inherently uncertain and beyond management control. Although management believes that the expectations reflected in such forward-looking statements are based on reasonable assumptions, such statements involve risks and uncertainties. Factors that could cause actual results to differ materially from expectations include, among other things, general economic and market conditions, including interest and foreign exchange rates, global financial markets, changes in government regulations or in tax laws, industry competition, technological developments and other factors described under “Risk Factors” or discussed in other materials filed with applicable securities regulatory authorities from time to time. The material factors and assumptions applied in reaching the conclusions contained in these forward-looking statements include that the investment fund industry will remain stable and that interest rates will remain relatively stable.

Except as otherwise stated, these statements are made as of the date of this document and, except as required by applicable law, management and the board of directors of the Corporation (the “**Board of Directors**” or “**Board**”) undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

CORPORATE STRUCTURE

Name, Address and Formation

The Corporation is the successor to CI Financial Income Fund (the “**Fund**”), following the completion of the conversion of the Fund from an income trust to a corporate structure by way of a court-approved plan of arrangement under the *Business Corporations Act* (Ontario) (the “**OBCA**”) on January 1, 2009 (the “**Conversion**”). The Fund had been created effective June 30, 2006 when CI Financial Inc. converted to an income trust. The Conversion effectively reversed this income trust conversion and on January 1, 2009 holders of units of the Fund (“**Units**”) and holders of exchangeable Class B limited partnership units (“**Class B LP Units**”) of Canadian International LP (“**CI Public Partnership**”) exchanged their units for common shares of the Corporation (“**Common Shares**”) on a one-for-one basis.

The Corporation was incorporated under the OBCA on November 12, 2008 and did not carry on any active business prior to the Conversion, other than executing the arrangement agreement pursuant to which the Conversion was implemented. The Corporation's Board of Directors is comprised of individuals who were members of the board of trustees of the Fund (the “**Board of Trustees**”) and the Corporation's senior management remains unchanged as a result of completion of the Conversion.

The registered and head office of the Corporation is 2 Queen Street East, Twentieth Floor, Toronto, Ontario, Canada M5C 3G7.

Intercorporate Relationships

As a result of the Conversion, the Corporation owns all of the issued and outstanding trust units of the Fund and, directly and indirectly, all of the issued and outstanding partnership units of CI Public Partnership. CI Public Partnership owns 100% of the outstanding capital of CI Investments Inc. (“**CI Investments**”). The principal business of CI is carried on through its indirect wholly-owned subsidiaries, CI Investments, United Financial Corporation (“**United**”), Assante Wealth Management (Canada) Ltd. (“**AWM**”) and Blackmont Capital Inc. (“**Blackmont**”).

The table below shows the principal entities controlled by the Corporation as at January 1, 2009, including (i) the percentage of votes attaching to all voting securities of the entity beneficially owned, controlled or directed by CI, and (ii) the jurisdiction of incorporation or formation:

Entity	Jurisdiction	Ownership %
CI Financial Income Fund	Ontario	100%
CI Public Partnership	Manitoba	100%
CI Financial General Partner Corp.	Ontario	100%
CI Investments Inc.	Ontario	100% ⁽¹⁾
United Financial Corporation	Canada	100%
Assante Wealth Management (Canada) Ltd.	Canada	100%
Blackmont Capital Inc.	Ontario	100%

Note:

- (1) CI owns 100% of outstanding common shares. Preference shares are outstanding which are held by current and former employees of KBSH (as defined below).`

GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

The Corporation’s principal business is carried on through CI Investments, United, AWM, and Blackmont. CI Investments is a fund management company engaged in the business of sponsoring, managing, distributing and administering investment funds in Canada. United is an investment management and wealth planning firm engaged in the businesses of managing mutual funds and providing investment counselling, portfolio management and wealth management services. United designs custom-tailored, integrated wealth management solutions for individuals, families and businesses across Canada.

AWM’s subsidiaries include financial services distribution companies engaged in the business of providing financial planning, investment advice, wealth management, estate and succession planning and insurance services. Blackmont is an investment broker and full service dealer.

As at December 31, 2008, CI Investments managed approximately 123 mutual funds which are sold to the public under various family names including Cambridge Funds, CI Funds, CI Corporate Class, Harbour Funds, Knight Bain Funds, Lakeview Funds, Portfolio Series, Portfolio Select Series, Signature Funds and Synergy Funds. As at December 31, 2008, CI Investments managed 20 closed-end investment funds which are also known as structured products (collectively hereafter referred to as the “**Skylon Funds**”). CI Investments also manages or administers certain segregated funds. Effective January 1, 2009, KBSH Capital Management Inc. (“**KBSH**”) was amalgamated with CI Investments. At the time of

the amalgamation KBSH managed 24 investment pools with approximately \$485.8 million in assets (the “**KBSH Pools**”). All the CI funds together with the KBSH Pools are collectively hereafter referred to as the “**CI Funds**”. As at December 31, 2008, United (formerly called Assante Asset Management Ltd.) managed 52 mutual funds which are sold to the public under the family names United Pools, Artisan Portfolios and Institutional Managed Portfolios (collectively hereafter referred to as the “**Assante Funds**”).

As at December 31, 2008, fee earning assets under management of CI Investments and United, including the KBSH Pools, were approximately \$54.4 billion. According to information provided by The Investment Funds Institute of Canada as at December 31, 2008, CI Investments was the second largest independent (not owned by a chartered bank, insurance company or major trust company) mutual fund group in Canada in terms of assets under management.

Collectively the CI Funds and the Assante Funds are hereafter referred to as the “**Managed Funds**”.

As at December 31, 2008, AWM, through its subsidiaries Assante Capital Management Ltd., Assante Financial Management Ltd. and Assante Estate and Insurance Services Inc., administered approximately \$18.2 billion in mutual funds, stocks, bonds, GIC’s, insurance products and other investments for its clients.

As at December 31, 2008, Blackmont administered approximately \$6.1 billion in assets.

As at December 31, 2008, the CI Group had more than \$80.0 billion in fee-earning assets and the number of unitholder accounts under management of CI Investments and United exceeded two million.

A significant amount of the CI Group’s growth in fee-earning assets has been derived from acquisitions. Between 2002 and 2007 the CI Group made a series of acquisitions including the acquisitions of Spectrum Investment Management Limited (“**Spectrum**”) and Clarica Diversico from a predecessor to Sun Life Financial Inc. (“**Sun Life**”) and the acquisitions of Synergy Asset Management Inc. (“**Synergy**”), Skylon Capital Corp., Assante Corporation (“**Assante**”), IQON Financial Management Inc. (“**IQON**”) and Synera Financial Services Inc. (“**Synera**”). These acquisitions increased the CI Group’s fee-earning assets by approximately \$41.8 billion.

Acquisition of Rockwater Capital Corporation

On February 12, 2007, the Fund announced an agreement under which the Fund agreed to make a take-over bid for all of the outstanding shares of Rockwater Capital Corporation (“**Rockwater**”), and Rockwater agreed to support and facilitate the offer. The offer was made at an offer price of \$7.62 per Rockwater share. Rockwater shareholders could choose to be paid, at their election, in (i) cash, (ii) Units or, subject to certain limits, Class B LP Units of CI Public Partnership (in each case based upon the volume weighted average closing price of the Units over the five business days ending one business day before the expiry of the offer), or (iii) a combination of the foregoing. On April 4, 2007, the Fund acquired control of Rockwater. With Rockwater, the Fund acquired Blackmont, a full-service investment dealer, KBSH, an investment counselling firm, and Lakeview Asset Management Inc. (“**Lakeview**”), a mutual fund company. On September 1, 2007, Rockwater was amalgamated with Blackmont to continue as Blackmont. On January 1, 2009, Lakeview and KBSH were amalgamated with CI Investments to continue as CI Investments. The acquisition continues CI Group’s strategy of expanding its distribution capabilities and building increased scale in the asset management segment.

Public Offering

On December 30, 2008, the Fund completed a public offering of 15,000,000 Units at a price of \$14.00 per Unit, for gross proceeds of \$210,000,000. These Units were acquired by the Corporation, along with all other outstanding Units, in exchange for Common Shares as part of the Conversion.

Conversion of the Fund to a Corporation

Pursuant to an arrangement agreement dated May 26, 2006, the former CI Financial Inc. completed an arrangement under the OBCA effective June 30, 2006 which resulted in the creation of the Fund. The Fund was initially able to operate under a trust structure which allowed it to continue to execute its stated business strategy while providing unitholders with regular monthly cash distributions. As part of its growth strategy, the Fund sought acquisition opportunities which would maximize unitholder value and achieve its strategic objectives. However, four months after the creation of the Fund, the Canadian federal government announced fundamental changes to the taxation of income trusts which severely impacted the Fund's ability to execute on its growth strategy. As a direct consequence of the unexpected change in tax laws and the impact of these changes on the pursuit of its growth strategy, the Board of Trustees of the Fund determined that it was necessary and appropriate to propose a conversion of the Fund back to a corporation. On December 19, 2008, the unitholders of the Fund and the limited partners of Canadian International LP approved the reorganization of the Fund's income trust structure into the Corporation pursuant to a court-approved plan of arrangement. The Conversion was effective January 1, 2009.

Employees

As at December 31, 2008, a total of 1,725 persons were employed by CI Group.

DESCRIPTION OF THE BUSINESS

General

CI is a diversified wealth management firm and one of Canada's largest independent investment fund companies. The principal business of CI is the management, marketing, distribution and administration of mutual funds, segregated funds, structured products and other fee-earning investment products for Canadian investors. They are distributed primarily through brokers, independent financial planners and insurance advisors, including AWM and Blackmont financial advisors. CI operates through two business segments, asset management and asset administration. The asset management segment provides the majority of CI's income and derives its revenues principally from the fees earned on the management of several families of mutual, segregated, pooled and closed-end funds, structured products and discretionary accounts. The asset administration segment derives its revenues principally from commissions and fees earned on the sale of mutual funds and other financial products, and ongoing service to clients and capital market activities.

Asset Management Segment

Summary

The asset management segment, carried on by CI Investments and United (collectively, the "**Managers**"), offers the Managed Funds primarily through investment dealers, mutual fund dealers, insurance advisors, and AWM, Sun Life and Blackmont financial advisors in all jurisdictions in Canada. Financial information regarding the asset management segment is provided in the Fund's annual financial statements for the fiscal year ended December 31, 2008 and related management's discussion and analysis, which are available on SEDAR at www.sedar.com.

Products and Services

The Managed Funds

At December 31, 2008, the Managed Funds consist of over 221 investment funds established primarily under the laws of Ontario. The Managed Funds are sold to the public in all provinces and territories of Canada.

The CI Group offers Canadian investors a wide range of Canadian and international investment products through a network of investment dealers, mutual fund dealers, and insurance agents, which include AWM, Sun Life and Blackmont financial advisors. The Managed Funds are managed by a diverse group of in-house portfolio managers employed by the Managers in addition to outside investment advisory firms, all supported by a team of marketing, administrative and technical specialists. The diversity of the Managed Funds allows CI to take advantage of the expected continued growth in the Canadian investment fund industry. In addition, the acquisitions of the funds managed by Spectrum and Sun Life in July 2002, by United, Synergy and Skylon in 2003 and by KBSH and Lakeview in 2007 allowed the CI Group to offer investors what management believes to be the broadest selection of investment funds in the Canadian mutual fund industry.

Further, United designs custom-tailored, integrated wealth management solutions for individuals, families and businesses across Canada.

Management of the Managed Funds

The Managers are promoters and managers of all of the Managed Funds. As managers, the Managers provide all of the management services required by the Managed Funds including managing or arranging for the management of investment portfolios, marketing of the Managed Funds, keeping of securityholder records and accounts, reporting to the securityholders and processing transactions relating to the purchase, transfer and redemption of securities of the Managed Funds.

The Managers have entered into a management agreement with each of the Managed Funds. For the management and administrative services provided to the Managed Funds, the Managers are generally paid a fee based on the average daily net asset value of each of the Managed Funds. The net asset value of a Managed Fund depends primarily on its level of net sales and the market value of its portfolio investments. The management fees paid to the Managers are comparable to other management fees charged in the Canadian investment fund industry.

The Managers bear all of the operating expenses of the open-end mutual funds managed by the Managers (other than certain taxes, borrowing costs, new governmental fees and forward contract costs) in return for fixed annual administration fees. In general, each Managed Fund is responsible for its own administrative and operating expenses including, without limitation, audit and legal fees, registry and transfer agency fees, custodian fees, portfolio and investment costs, expenses of communication with securityholders, all costs imposed by statute or regulation, and applicable GST.

Investment Managers

The Managers currently use in-house and outside investment managers to provide investment advice regarding the investment portfolios of the Managed Funds. Pursuant to investment advisor agreements between the Managers and certain investment management firms, the Managers have retained outside investment management firms to provide advice regarding the investment portfolios of certain Managed Funds. In general, the Managers pay the outside investment management firms an annual fee equal to a percentage of the net asset value of the Managed Funds. Generally, these rates are reduced as

the net asset value exceeds certain specified levels. All investment management firms currently retained by the Managers are independent of the Managers.

Distribution and Marketing of the Managed Funds

Like other asset management companies not affiliated with financial institutions, the Managers rely on investment dealers and mutual fund dealers for the sale of securities of the Managed Funds. Individual variable annuity contracts and variable annuity policies providing for CI Guaranteed Investment Funds and SunWise Segregated Funds are sold through licensed life insurance agents. CI has preferred access to approximately 4,000 independent career advisors of Sun Life pursuant to a distribution agreement entered into on July 25, 2002 with Sun Life, as amended July 24, 2007 (the “**Distribution Agreement**”).

The management of CI believes that the following factors are responsible for increasing and retaining assets in the Managed Funds under the management of the Managers: diversity of products offered by the CI Group; experience and depth of the investment managers of the Managed Funds; service levels provided to the dealer and the investor; and performance of the Managed Funds. The Managers focus on service and assistance to dealers and agents who are selling the Managed Funds, including providing materials to communicate the important features of the Managed Funds to investors and providing access to the investment managers.

The Managers pay trailer fees to assist dealers in providing ongoing service to clients. These fees are payable to dealers in respect of their sales representatives who have client assets in qualifying Managed Funds throughout a calendar month. Payment is made either monthly or quarterly and is equal to a percentage of the total client assets of such sales representatives throughout the month.

The Managers have a program to spend a certain amount to assist dealers and their representatives in marketing the Managed Funds. This program is subject to regulatory requirements and may be discontinued or modified at any time.

Sales Charges Relating to the Distribution of the Managed Funds

Investors may choose to purchase securities of the Managed Funds under the deferred sales charge method or under the initial sales commission method.

In general, if the investor purchases under the deferred sales charge method, no initial commission is paid, the entire investment is invested in securities and, upon redemption within seven years of purchase, a redemption fee will be deducted from the proceeds of redemption. On redemption, the redemption fee is calculated as a percentage of the net asset value at the time of the issue of the securities, which percentage decreases, for the standard deferred sales charge option, over a seven year period from 5.5% in the first year to nil at the end of the period, and for the low-load sales charge option, over a three-year period from 3.0% in the first year to nil at the end of the period. The redemption fee will be deferred in respect of redemptions of securities of a Managed Fund up to a maximum established by the Managers from time to time.

In general, if the investor purchases securities of the Managed Funds under the initial sales commission method, a sales commission is paid at the time of purchase and no commission is charged at the time of redemption. For purchases of securities of the Managed Funds under the initial sales commission method, the commission is negotiable between the dealer and the investor, with the maximum generally ranging from 1% to 5%. No fees or charges are otherwise deducted by the Managed Funds on redemption except for applicable short-term trading fees and in the case of a registered plan or on a transfer to other Managed Funds.

Specialized Skill and Knowledge

A company requires certain specialized skills and knowledge in the asset management industry in order for it to grow and succeed. The Managers have the skills and knowledge to continue to focus on meeting the investment needs of their clients, developing new products, increasing market share penetration through targeting of knowledgeable, successful investment dealers, mutual fund dealers and life insurance agents and other alternative distribution channels, and enhancing investor awareness. The Managers' objective is to continue to offer a wide range of investment products that are managed by a diversified group of investment advisors while emphasizing their strength in both international and domestic equity fund products. The Managers' experienced marketing teams have also been instrumental in enabling the Managers to achieve market share growth through the investment dealer and mutual fund dealer network and, more recently, life insurance agents. In recent years, the Managers have enhanced recognition of their names and their Managed Funds through various forms of advertising including television, radio and billboard advertising and event sponsorship.

To handle future growth, CI will continue, as appropriate, to upgrade its advanced information systems and increase internal training and development, all with the objective of ensuring that it provides accurate and timely service to registered dealers and agents selling the Managers' products and to investors. As a result of its investment in computer facilities and its efficient approach to service and marketing, CI believes that the Managers will not have to increase their personnel in the same proportion as the growth in assets of the Managed Funds under their management.

Competitive Conditions

The Canadian mutual fund industry has grown from \$3.6 billion to \$506.9 billion of mutual fund assets during the period from December 1980 to December 2008 (according to The Investment Funds Institute of Canada).

The long-term growth in the mutual fund industry is attributable to many factors including a decline in inflation, lower interest rates and increased marketing of mutual funds. Government policies, at both the federal and provincial levels, also are contributing significantly to this growth by encouraging Canadians to save for retirement by increasing contribution levels.

The growth in the mutual fund industry has resulted in increased competition. Since the entrance of the banks and trust companies into the mutual fund industry in the late 1980s, competition from financial institutions has increased significantly. With the entrance of the banks and trust companies and, more recently, insurance companies, the market has developed into two distinct segments: mutual fund groups owned by chartered banks, insurance companies and major trust companies; and the independent mutual fund groups. According to data from The Investment Funds Institute of Canada, as at December 31, 2008, mutual fund companies owned by chartered banks, insurance companies or major trust companies had a combined market share of approximately 52.8% all mutual fund assets. Several foreign mutual fund groups currently operate in Canada. The addition of well capitalized foreign mutual fund groups in the Canadian mutual fund industry has increased competition even further.

There has been significant consolidation among Canadian mutual fund management companies, driven by a desire to achieve economies of scale in marketing, distribution and administration. The consequences of this consolidation include:

- (a) a decline in the number of mutual fund and institutional asset management companies listed on the Toronto Stock Exchange ("TSX");
- (b) a segmentation of the industry into two distinct parts: mutual fund management groups owned in whole or in part by chartered banks, insurance companies, major trust companies or other large domestic and foreign groups, and independent mutual fund management companies; and

- (c) an increasing concentration of the larger industry participants in terms of mutual fund assets under management. As at December 31, 2008, the 10 largest Canadian mutual fund management companies controlled approximately 89% of the total industry mutual fund assets under management.

There has been significant public pressure on the mutual fund industry to lower costs and improve the transparency of fees paid by investors. In response, in August 2005, the CI Group obtained the approval of securityholders of the open-end mutual funds managed by the Managers to permit the Managers to bear all of the operating expenses of those funds (other than certain taxes, borrowing costs, new governmental fees and forward contract costs) in return for fixed annual administration fees. As a result of this change, the management expense ratio (or MER) for the affected funds has become relatively fixed and predictable.

The following table sets forth the aggregate net asset value for the Canadian mutual fund industry and the Managers' aggregate relative position in the Canadian mutual fund industry.

Mutual Fund Assets As at December 31, 2008 (in millions of dollars except percentages)	
Total Canadian mutual fund industry ⁽¹⁾	\$506,904
Managers' Managed Funds ⁽²⁾	\$54,570
Managers' Managed Funds ⁽²⁾ as an aggregate % of total industry	10.77%

Notes:

(1) Source: The Investment Funds Institute of Canada.

(2) Includes only the open-end mutual fund and segregated fund assets managed by the Managers.

In Canada, the investment management industry, and in particular the mutual fund segment, is a highly regulated industry. Applicable securities legislation imposes restrictions on, among other things, incentives that may be offered to dealers and the forms of advertising which may be used by mutual fund managers, and disclosure and reporting requirements on the Managed Funds (see "Risk Factors – Regulation of CI and its Subsidiaries" below).

New Products

In the year ended December 31, 2008, the Managers introduced several classes of units to existing Managed Funds, three new Managed Funds, two closed-end funds, and several new segregated funds and participated in the launch of two note securities.

Intangible Properties

The Managers own or license certain registered and unregistered trade-marks such as CI Funds, Synergy Funds, Harbour Funds, Signature Funds, United Pools, Artisan Portfolios and Optima Strategy. These trade-marks are important elements in differentiating the Managed Funds from the Managers' competitors and marketing the Managed Funds to clients and advisors.

Cycles

Generally, revenues are consistent throughout the year, with a slight increase in the first quarter due to increased investment activity during the Canadian RRSP season. See "Risk Factors - Changes in Economic, Political and Market Conditions" below.

Asset Administration Segment

Summary

The asset administration segment, carried on by AWM and Blackmont and their subsidiaries, offers clients in Canada a wide range of products and services, which encompass a multidisciplinary approach to financial planning, investment advice, wealth management, estate and succession planning and insurance services. Financial information regarding the asset administration segment is provided in the Fund's annual financial statements for the fiscal year ended December 31, 2008 and related management's discussion and analysis, which are available on SEDAR at www.sedar.com.

Products and Services

AWM's and its subsidiaries' principal businesses are the provision of products and services tailored to meet the specific objectives and the financial planning and financial management needs of their clients. These products and services are developed and/or distributed through United, AWM and their subsidiaries, which include securities dealers, mutual fund dealers and life insurance agents.

AWM's affiliates provide a wide range of products and services, including portfolio management, investment advisory services, distribution of securities (including mutual funds), insurance products and banking services and wealth management, including financial, tax and estate planning services.

AWM's unique distribution strategy and operating platform distinguish it in its sector. Its distribution network provides AWM direct access to experienced advisors with an established and growing base of clients. Through these advisors, many of those clients are electing to delegate responsibility for portfolio management, manager selection and monitoring, and wealth management to AWM's core group of investment and wealth management professionals.

AWM's operating platform is designed to allow the advisor to work with a team of professionals to provide best-in-class advice and one-stop solutions for many of the increasingly complicated and sophisticated needs of its clients.

AWM's products and services are built on a foundation of some combination of portfolio management, investment advice, distribution of securities, insurance products, banking products and financial, tax, succession, wealth and estate planning. The principal markets for AWM's products and services are affluent and high net worth individuals residing in Canada.

Blackmont conducts its wealth management business through its private client group (the "**Private Client Group**") across Canada.

Investment advisors may run their businesses on either fee-based or transactional-based models. Accordingly, revenues from the Private Client Group are earned from a combination of fees on client assets and commissions from the purchase and sale of securities. Investment advisors help their clients meet their financial goals by offering a wide range of investment products and services including common and preferred stocks, mutual funds, government and corporate bonds, money market securities, options, and insurance and estate planning.

Specialized Skill and Knowledge

See "Description of the Business – Asset Management Segment – Specialized Skill and Knowledge" above.

Competitive Conditions

The financial services industry is very competitive with many institutions and companies such as banks, trust companies, insurance companies, portfolio managers, security brokerage companies and mutual fund dealers all competing for the business of a relatively fixed number of affluent clients. In

addition, foreign based mutual fund companies and banks have also established operations in Canada. The financial services industry in Canada has also moved toward offering comprehensive fee-based investment management services for clients.

Each of AWM and Blackmont believe that it is well positioned in terms of its competitors in the marketplace. While there is a larger number of organizations providing financial advisory and financial management services or manufacturing investment products, very few of them are similar to AWM or Blackmont in providing financial product manufacturing integrated with the delivery of a full menu of products and services (including proprietary products) through their own distribution network. The operation of a unified financial advisory business in Canada is designed to provide synergies and economies of scale for AWM's and Blackmont's wealth management programs and financial advisor network.

Intangible Properties

AWM and Blackmont own or license certain registered and unregistered trade-marks such as Assante, Assante Wealth Management and Blackmont Capital. These trade-marks are important elements in differentiating AWM's and Blackmont's services from those offered by their competitors.

Cycles

Generally, revenues are consistent throughout the year, with a slight increase in the first quarter due to increased investment activity during the Canadian RRSP season. See "Risk Factors - Changes in Economic, Political and Market Conditions" below.

Reorganization

See "General Development of the Business – Conversion of the Fund to a Corporation" above.

RISK FACTORS

Risks Related to the Business

Market Risk

Market risk is the risk of a financial loss resulting from adverse changes in underlying market factors, such as interest rates, foreign exchange rates and equity and commodity prices. The following describes each component of market risk:

- Interest rate risk is the risk of gain or loss due to the volatility of interest rates. At December 31, 2008 approximately 20% of CI's assets under management were held in fixed-income securities which are exposed to interest rate risk. An increase in interest rates causes market prices of fixed-income securities to fall while a decrease in interest rates causes market prices to rise. CI estimates that a 50 basis point change in the value of these securities would cause a change of \$0.3 million in annual pre-tax earning for CI's Asset Management segment.
- Foreign exchange rate risk is the risk of gain or loss due to volatility of foreign exchange rates. At December 31, 2008, close to 68% of CI's assets under management were based in Canadian currency, which diminishes the exposure to foreign exchange risk. However, approximately 13% of CI's assets under management were based in U.S. currency at December 31, 2008. Any change in the value of the Canadian dollar relative to U.S. currency will cause fluctuations in CI's assets under management upon which

CI's management fees are calculated. CI estimates that a 10% change in Canadian/U.S. exchange rates would cause a change of \$8.2 million in the Asset Management segment's annual pre-tax earnings.

- Equity risk is the risk of gain or loss due to the changes in the prices and the volatility of individual equity instruments and equity indices. About 63% of CI's assets under management are held in equity securities which are subject to equity risk. CI estimates that a 10% change in the prices of equity indices would cause a change of \$54.5 million in annual pre-tax earnings.

CI's financial performance is indirectly exposed to market risk. Any decline in financial markets or lack of sustained growth in such markets may result in a corresponding decline in performance and may adversely affect CI's assets under management, management fees and revenues, which would reduce cash flow to CI and ultimately any dividend payments.

Credit Risk

Credit risk is the risk of loss associated with the inability of a third party to fulfill its payment obligations. The CI Group is exposed to the risk that third parties that owe it money, securities or other assets will not perform their obligations. These parties include trading counterparties, customers, clearing agents, exchanges, clearing houses and other financial intermediaries as well as issuers whose securities are held by the CI Group. These parties may default on their obligations due to bankruptcy, lack of liquidity, operational failure or other reasons. CI does not have a significant exposure to any individual counterparty. Credit risk is mitigated by regularly monitoring the credit performance of each individual counterparty and holding collateral where appropriate.

One of the primary sources of credit risk to the CI Group arises when the CI Group extends credit to clients to purchase securities by way of margin lending. Margin loans are due on demand and are collateralized by the financial instruments in the client's account. The CI Group faces a risk of financial loss in the event a client fails to meet a margin call if market prices for securities held as collateral decline and if the CI Group is unable to recover sufficient value from the collateral held. The credit extended is limited by regulatory requirements and by CI's internal credit policy. Credit risk is managed by dealing with counterparties CI believes to be creditworthy and by actively monitoring credit and margin exposure and the financial health of the counterparties.

Changes in Economic, Political and Market Conditions

CI's performance is directly affected by conditions in the financial markets and political conditions including the legislation and policies of governments. The financial markets and businesses operating in the securities industry are volatile and are directly affected by, among other factors, domestic and foreign economic conditions and general trends in business and finance, all of which are beyond the control of CI. There can be no assurance that financial market performance will be favourable in the future. Any decline in the financial markets or lack of sustained growth in such markets may result in a corresponding decline in performance and may adversely affect CI Group's assets under management, fees and/or revenues, which would reduce cash flow to CI.

Current Financial Conditions

Financial markets globally have been subject to unprecedented volatility and numerous financial institutions have gone into bankruptcy or have had to be rescued by governmental authorities. Access to financing has been negatively impacted by both subprime mortgages and the liquidity crisis affecting the asset-backed commercial paper market. These factors may impact the ability of CI to obtain loans and

make other arrangements on terms favourable to CI. If these unprecedented levels of volatility and market turmoil continue, CI's financial results could be materially impacted.

Investment Performance of the Funds

The success of CI is also dependent on its ability to achieve superior returns relative to its competitors. If the funds managed by CI are unable to achieve investment returns that are competitive with or superior to those achieved by other comparable investment products offered by competitors, such funds may not attract assets through gross sales or may experience redemptions, which may have a negative impact on CI's assets under management. This would have a negative impact on CI's revenue and profitability.

Dependence on Senior Management

The success of CI Group and its strategic focus is dependent to a significant degree upon the contributions of senior management, including William T. Holland, Chief Executive Officer. The loss of any of these individuals, or an inability to attract, retain and motivate sufficient numbers of qualified senior management personnel on the part of CI Group, could adversely affect CI's business. CI has not purchased any "key man" insurance with respect to any of its directors, officers or key employees and has no current plans to do so.

Competition

CI operates in a highly competitive environment, with competition based on a variety of factors, including the range of products offered, brand recognition, investment performance, business reputation, financing strength, the strength and continuity of institutional, management and sales relationships, quality of service, level of fees charged and the level of commissions and other compensation paid.

CI competes with a large number of mutual fund companies and other providers of investment products, investment management firms, broker-dealers, banks, insurance companies and other financial institutions. Some of these competitors have greater capital and other resources, and offer more comprehensive lines of products and services, than CI. The trend toward greater consolidation within the investment management industry has increased the strength of a number of CI's competitors. Additionally, there are few barriers to entry by new investment management firms, and the successful efforts of new entrants have resulted in increased competition. CI's competitors seek to expand market share by offering different products and services than offered by CI. There can be no assurance that CI will maintain its current standing in the market or its current market share, and that may adversely affect the business, financial condition or operating results of CI.

Management Fees and Other Costs

CI's ability to maintain its management fee structure is dependent on its ability to provide investors with products and services that are competitive. There can be no assurance that CI will not come under competitive pressures to lower the fees charged or that it will be able to retain the current fee structure or, with such fee structure, retain its investors in the future. Changes to management fees, commission rates, structures or service fees related to the sale of mutual funds and closed-end funds could have an adverse effect on CI's operating results. By reason of CI's implementation in 2005 of fixed administration fees for its mutual funds, a significant decrease in the value of the relevant funds, in combination with the fixed administration fees, could reduce margins and have an adverse effect on CI's operating results.

Risks of Significant Redemptions of CI Group's Assets Under Management

CI earns revenue primarily from management fees earned for advising and managing pools of assets. These revenues depend largely on the value and composition of mutual fund assets under management. The level of assets under management is influenced by three factors: (i) sales; (ii) redemption rates; and (iii) investment performance. Sales and redemptions may fluctuate depending on market and economic conditions, investment performance, and other factors. Recent market volatility has contributed to significant redemptions and diminished sales for participants in the Canadian wealth management industry.

Administration Vulnerability and Error

The administrative services provided by CI depend on software supplied by third-party suppliers. Failure of a key supplier, the loss of these suppliers' products, or problems or errors related to such products would have a material adverse effect on the ability of the CI Group to provide these administrative services. Changes to the pricing arrangement with such third-party suppliers because of upgrades or other circumstances could have an adverse effect upon the profitability of the CI Group.

There can be no assurances that the CI Group's systems will operate or that the CI Group will be able to prevent an extended systems failure in the event of a subsystem component or software failure or in the event of an earthquake, fire or any other natural disaster, or a power or telecommunications failure. Any systems failure that causes interruptions in the operations of the CI Group could have a material adverse effect on its business, financial condition and operating results. The CI Group may also experience losses in connection with employee errors. Although expenses incurred by the CI Group in connection with employee errors have not been significant in the past, there can be no assurances that these expenses will not increase in the future.

Sufficiency of Insurance

Members of the CI Group maintain various types of insurance which may include financial institution bonds, errors and omissions insurance, directors', trustees' and officers' liability insurance, agents' insurance and general commercial liability insurance. There can be no assurance that a claim or claims will not exceed the limits of available insurance coverage, that any insurer will remain solvent or willing to continue providing insurance coverage with sufficient limits or at a reasonable cost or that any insurer will not dispute coverage of certain claims due to ambiguities in the relevant policies. A judgment against any member of the CI Group in excess of available coverage could have a material adverse effect on the CI Group both in terms of damages awarded and the impact on the reputation of CI.

Regulation of CI

Certain subsidiaries of CI are heavily regulated in all jurisdictions where they carry on business. Laws and regulations applied at the national and provincial level generally grant governmental agencies and self-regulatory bodies broad administrative discretion over the activities of CI, including the power to limit or restrict business activities. Possible sanctions include the revocation or imposition of conditions on licenses to operate certain businesses, the suspension or expulsion from a particular market or jurisdiction of any of CI's business segments or its key personnel or financial advisors, and the imposition of fines and censures. It is also possible that the laws and regulations governing a subsidiary's operations or particular investment products or services could be amended or interpreted in a manner that is adverse to CI. To the extent that existing or future regulations affecting the sale or offering of CI's products or services or CI's investment strategies cause or contribute to reduced sales of CI's products or lower margins or impair the investment performance of CI's products, CI's aggregate assets under management and its revenues may be adversely affected.

General Business Risk and Liability

Given the nature of CI's businesses, CI may from time to time be subject to claims or complaints from investors or others in the normal course of business. The legal risks facing CI, its directors, officers, employees or agents in this respect include potential liability for violations of securities laws, breach of fiduciary duty and misuse of investors' funds. Some violations of securities laws and breach of fiduciary duty could result in civil liability, fines, sanctions, or expulsion from a self-regulatory organization or the suspension or revocation of CI's right to carry on its existing business. CI may incur significant costs in connection with such potential liabilities.

Leverage and Restrictive Covenants

The ability of CI to pay dividends or make other payments is subject to applicable laws and contractual restrictions contained in the instruments governing any indebtedness of the CI Group (including the CI Group's credit facility). The degree to which the CI Group is leveraged could have important consequences to the shareholders of CI including: CI's ability to obtain additional financing for working capital, capital expenditures or acquisitions in the future may be limited; CI may be unable to refinance indebtedness on terms acceptable to it or at all; and a significant portion of CI's cash flow from operations may be dedicated to the payment of the principal of and interest on its indebtedness, thereby reducing funds available for future operations. CI's credit facility contains several restrictive covenants that limit the discretion of CI with respect to certain business matters or require lender consent and a number of financial covenants that require CI to meet certain financial ratios and financial condition tests. A failure to comply with the obligations in CI's credit facility could result in a default which, if not cured or waived, could permit acceleration of the relevant indebtedness. If the indebtedness under CI's current credit facility were to be accelerated, there can be no assurance that CI's assets would be sufficient to repay in full that indebtedness. In addition, should the lenders elect not to extend the term of CI's current credit facility upon its annual renewal, 50% of the principal would be required to be repaid in eight equal quarterly instalments with the remaining balance payable two years after the first quarterly instalment. There can be no assurance that future borrowings or equity financing will be available to CI, or available on acceptable terms, in an amount sufficient to fund CI's needs.

Share Price Risk

Share price risk arises from the potential adverse impact on CI's earnings of any movements in CI's share price. CI's equity-based compensation liability is directly affected by fluctuations in CI's share price. CI's senior management actively manages equity risk by employing a number of techniques. This includes closely monitoring fluctuations in CI's share price and purchasing CI shares at optimal times on the open market for the trust created solely for the purposes of holding CI shares for CI's equity-based compensation. As well, CI has in the past entered into total return swap transactions to mitigate its exposure to the price of CI shares (or Units of the Fund, prior to the Conversion) and the resulting fluctuations in its equity based compensation. The effect of a \$1.00 change in the price of Units at December 31, 2008 would have resulted in a change of approximately \$2.4 million in equity based compensation.

Commitment of Financial Advisors and Other Key Personnel

The market for financial advisors is extremely competitive and is increasingly characterized by frequent movement by financial advisors among different firms. Individual financial advisors of AWM and Blackmont have regular direct contact with clients, which can lead to a strong and personal client relationship based on the client's trust in the individual financial advisor. The loss of a significant number of financial advisors could lead to the loss of client accounts which could have a material adverse effect on the results of operations and prospects of AWM and Blackmont, and, in turn, the CI Group. Although AWM and Blackmont use or have used a combination of competitive compensation structures

and equity with vesting provisions as a means of seeking to retain financial advisors, there can be no assurance that financial advisors will remain with AWM and Blackmont.

The success of the CI Group is also dependent upon, among other things, the skills and expertise of its human resources including the management and investment personnel and its personnel with skills related to, among other things, marketing, risk management, credit, information technology, accounting, administrative operations and legal affairs. These individuals play an important role in developing, implementing, operating, managing and distributing the CI Group's products and services. Accordingly, the recruitment of competent personnel, continuous training and transfer of knowledge are key activities that are essential to the CI Group's performance. In addition, the growth in total assets under management in the industry and the reliance on investment performance to sell financial products have increased the demand for experienced and high-performing portfolio managers. Compensation packages for these managers may increase at a rate well in excess of inflation and well above the rates of increase observed in other industries and the rest of the labour market. CI believes that it has the resources necessary for the operation of the CI Group's business. The loss of these individuals or an inability to attract, retain and motivate a sufficient number of qualified personnel could adversely affect CI's business.

Capital Requirements

Certain subsidiaries of CI are subject to minimum regulatory capital requirements. This may require the CI Group to keep sufficient cash and other liquid assets on hand to maintain capital requirements rather than using them in connection with its business. Failure to maintain required regulatory capital by the CI Group may subject it to fines, suspension or revocation of registration by the relevant securities regulator. A significant operating loss by a registrant subsidiary or an unusually large charge against regulatory capital could adversely affect the ability of CI to expand or even maintain its present level of business, which could have a material adverse effect on CI's business, results of operations, financial condition and prospects.

Risks of Underwriting Activities

The underwriting business involves both economic and regulatory risks. Underwriting activities can decline for a number of reasons. Underwriting activity may also decrease during periods of market uncertainty that arise by concerns over inflation, rising interest rates and related issues. Underwriting activity may also decrease if private companies decide to forego initial public offerings due to the increased regulatory costs associated with being a public company. Underwriting and sales and trading activity can also be materially adversely affected for a company or industry segment by disappointments in quarterly performance relative to analysts' expectations or by changes in long-term prospects. An underwriter may incur losses if it is unable to resell the securities it is committed to purchase or if it is forced to liquidate its commitment at less than the agreed purchase price. In addition, the trend, for competitive and other reasons, toward larger commitments on the part of lead underwriters means that, from time to time, an underwriter may retain significant position concentrations in individual securities. Increased competition has eroded and is expected to continue to erode underwriting spreads. Certain subsidiaries of CI are engaged in underwriting activities and as a result the CI Group may also be subject to substantial liability for material misstatements or omissions in prospectuses and other communications with respect to underwritten offerings, and may be exposed to claims and litigation arising from such offerings.

Risks Related to the Common Shares

Unpredictability and Volatility of Market Price

Shares of a publicly-traded company do not necessarily trade at values determined by reference to the underlying value of the business. The prices at which the Common Shares of the Corporation will

trade cannot be predicted. The market price of CI's Common Shares could be subject to significant fluctuations in response to variations in quarterly operating results, distributions and other factors. The market price for the Common Shares may be adversely affected by changes in general market conditions, fluctuations in the market for equity or debt securities and numerous other factors beyond the control of CI.

Dilution

Pursuant to its articles of incorporation, as amended, the Corporation is authorized to issue an unlimited number of Common Shares for the consideration and on those terms and conditions as are established by the Directors without the approval of any shareholders. Any further issuance of Common Shares may dilute the interests of existing shareholders.

Changes in Legislation and Administrative Policy

There can be no assurance that certain laws applicable to CI and its subsidiaries, including income tax laws, will not be changed in a manner which could adversely affect the value of CI. In addition, there can be no assurance that the administrative policies and assessing practices of the Canada Revenue Agency will not be changed in a manner which adversely affects the holders of Common Shares. CI may also be affected by changes in regulatory requirements, or other taxes in Canada or foreign jurisdictions. Such changes could, depending on their nature, benefit or adversely affect CI.

DESCRIPTION OF CAPITAL STRUCTURE

The following is a brief summary of the Corporation's authorized share capital, as set forth in its articles of incorporation, as amended. This summary may not be complete and is subject to, and qualified in its entirety by reference to, CI's articles of incorporation, as amended.

The Corporation's authorized share capital consists of an unlimited number of Common Shares and an unlimited number of preference shares, issuable in series. As at March 1, 2009, there were 294,603,613 Common Shares issued and outstanding. No preference shares have been issued by the Corporation.

Common Shares

Holders of Common Shares are entitled to one vote per share at meetings of shareholders of the Corporation, to receive dividends if, as and when declared by the Board (subject to the rights of shares, if any, having priority over the Common Shares) and to receive *pro rata* the remaining property and assets of the Corporation upon its dissolution or winding up, subject to the rights of shares, if any, having priority over the Common Shares.

Preference Shares

Each series of preference shares shall consist of such number of shares and have such rights, privileges, restrictions and conditions as may be determined by the Board prior to the issuance thereof. Holders of preference shares, except as required by law or as provided in the rights, privileges, restrictions and conditions of a particular series, will not be entitled to vote at meetings of shareholders of the Corporation. With respect to the payment of dividends and distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the preference shares of each series shall rank on a parity with the preference shares of every other series and are entitled to preference over the Common Shares and any other shares ranking junior to the preference shares from time to time and may also be given such other preferences over the Common Shares and any

other shares ranking junior to the preference shares as may be determined at the time of creation of such series.

CI CORP. SHAREHOLDER RIGHTS PLAN

CI Corp. entered into an agreement (the “**Rights Plan Agreement**”) dated as of January 1, 2009 with Computershare Investor Services Inc., as rights agent, in connection with the adoption of a shareholder rights plan. The Rights Plan Agreement supersedes and replaces the rights plan agreement of the Fund dated as of October 28, 2008 and was ratified and approved at a meeting of voting unitholders of the Fund held December 19, 2008.

The Rights Plan Agreement was summarized in the Notice of Meeting and Management Information Circular of the Fund dated November 20, 2008 and the complete text may be found on SEDAR at www.sedar.com.

PRINCIPAL HOLDERS OF VOTING SECURITIES

To the knowledge of the Board and officers of the Corporation, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares other than The Bank of Nova Scotia which holds, directly and indirectly, 104,610,812 Common Shares representing approximately 35.5% of the outstanding Common Shares.

EQUITY COMPENSATION PLAN INFORMATION

The only compensation plan under which equity securities of the Corporation are authorized for issuance is the Corporation’s Employee Incentive Stock Option Plan (the “**Plan**”). The following table sets forth, as of January 1, 2009, information regarding the Plan:

Plan	Number of Common Shares to be Issued Upon Exercise of Outstanding Options (a)	Weighted Average Exercise Price of Outstanding Options (b)	Number of Common Shares Remaining Available for Future Issuance Under Equity Compensation Plans (excluding (a)) (c)
Equity compensation plans approved by securityholders	3,437,830	\$17.03	10,559,170

The Plan was originally adopted by the Fund effective May 17, 2007, following receipt of approval of holders of Units, to replace and supersede an option plan originally adopted by CI Financial in 1994. Upon completion of the Conversion on January 1, 2009, the Plan was adopted as an option plan for the Corporation with appropriate modifications.

The Plan is designed to promote the long-term profitability of the Corporation by fostering a proprietary interest in the Corporation among the executives and key employees of the Corporation and its subsidiaries, and by retaining and attracting qualified officers and key employees. The Corporation considers equity ownership by management to be an integral component of its compensation system and therefore option grants under the Plan are an important element of overall compensation.

Options may be granted under the Plan to executives and key employees of the CI Group. Options may be granted for a term not to exceed ten years, at a subscription price fixed by the Board. The Plan provides that the exercise of options shall comply with the vesting provisions stipulated by the Board at the date of grant. During the lifetime of an optionee, an option shall be exercisable only by the

optionee or, if the optionee is incapacitated, by the optionee's guardian, committee or other authorized legal representative, and except upon the death of an optionee, an option shall not be assigned or transferred in any way or otherwise disposed of (whether by operation of law or otherwise) except where the Board permits a transfer of the option in compliance with applicable securities regulation and the rules or policies of the TSX. The Board may provide that an option include a cash settlement alternative which permits the holder of the option to elect to receive the in-the-money value of the option in lieu of purchasing Common Shares on exercise of the option.

The Board may at any time suspend or terminate the Plan, provided that no such amendment, suspension or termination shall adversely affect rights under any outstanding options without the consent of the optionees to whom such options were granted. The Board may at any time and from time to time amend the Plan to make certain amendments to the Plan including changes to pricing; changes of a "housekeeping" nature; a change to the vesting provisions of any option; a change to the termination provisions of any option that does not entail an extension beyond the original expiration date (as such date may be extended by virtue of the provision providing for a blackout period extension); the addition of a form of financial assistance and any amendment to a financial assistance provision, which is adopted; a change to the eligible participants of the Plan; and the addition of a deferred or restricted share unit or any other provision which results in participants receiving securities while no cash consideration is received by the Corporation. All other amendments require the approval of a simple majority of the votes cast by the holders of Common Shares. All amendments to the Plan shall be subject to the approval of the TSX. The Compensation Committee of the Board is responsible for monitoring the Plan.

The Plan is subject to the following restrictions with respect to grants of options and issues of Common Shares to insiders of the Corporation:

- (a) the number of Common Shares that may, at any time, be reserved for issue pursuant to options granted to insiders shall not in the aggregate exceed 10% of the issued Common Shares;
- (b) the number of Common Shares that may, within any one year period, be issued to insiders on the exercise of options or pursuant to other security based compensation arrangements of the Corporation shall not exceed 10% of the issued Common Shares;
- (c) the number of Common Shares that may be (i) reserved for issuance to insiders of the Corporation at any time and (ii) issued to insiders of the Corporation within any one year period, under the Plan, or when combined with all of the security based compensation arrangements of the Corporation, shall not exceed 10% of the issued Common Shares;
- (d) the number of Common Shares that may, within any one year period, be issued to any one insider (including associates of the insider) on the exercise of options or issued pursuant to other security based compensation arrangements of the Corporation shall not exceed 5% of the issued Common Shares; and
- (e) the number of Common Shares that may be reserved for issue to any one person pursuant to options granted under the Plan shall not exceed 5% of the issued Common Shares.

Copies of the Plan are available for inspection by holders of Common Shares at the Corporation's head office.

DIVIDENDS AND DISTRIBUTIONS

The policy of each of the Fund and CI Public Partnership, commencing January 2007, was to pay distributions of \$0.18 per Unit and Class B LP Unit, respectively, to the holders thereof on a monthly basis. On August 2, 2007 the Board of Trustees approved a monthly distribution of \$0.19 commencing August 2007. On January 23, 2008, the Fund announced that its Board of Trustees approved a monthly distribution of \$0.16 commencing March 2008. On May 13, 2008, the Fund announced that its Board of Trustees approved a monthly distribution of \$0.17 commencing June 2008. On October 15, 2008, the Fund announced its intention to seek unitholder approval for the Conversion. At that time, the Fund announced that it would not pay any distribution in December 2008.

The Board has declared a dividend payable to shareholders of record at March 31, 2009 of \$0.16 per Common Share for CI's first quarter as a corporation. The Board has also announced that they intend to adopt a dividend policy for future quarters which would pay a quarterly dividend of \$0.12 per Common Share. This policy will be reviewed from time to time by the Board after giving consideration to CI's cash flow, financial position, net earnings, sales outlook and other relevant factors.

The following tables set forth the monthly cash distribution per Unit paid by the Fund in each month for the fiscal years ended December 31, 2008 and 2007 and the period ended December 31, 2006:

2008

Record Date	Payment Date	Distribution per Unit ⁽¹⁾ (\$)
January 1, 2008	January 15, 2008	0.05
January 31, 2008	February 15, 2008	0.19
February 29, 2008	March 15, 2008	0.16
March 31, 2008	April 15, 2008	0.16
April 30, 2008	May 15, 2008	0.16
May 31, 2008	June 13, 2008	0.17
June 30, 2008	July 15, 2008	0.17
July 31, 2008	August 15, 2008	0.17
August 31, 2008	September 15, 2008	0.17
September 30, 2008	October 15, 2008	0.17
October 31, 2008	November 14, 2008	0.17
November 30, 2008	December 14, 2008	Nil
December 31, 2008	January 15, 2009	Nil
	Total	1.74

Notes:

- (1) The same cash distribution per unit was declared and paid by CI Public Partnership to holders of Class B LP Units.

2007

Record Date	Payment Date	Distribution per Unit ⁽¹⁾ (\$)
January 1, 2007	January 15, 2007	0.09
January 31, 2007	February 15, 2007	0.18
February 28, 2007	March 15, 2007	0.18
March 31, 2007	April 13, 2007	0.18
April 30, 2007	May 15, 2007	0.18
May 31, 2007	June 13, 2007	0.18
June 30, 2007	July 13, 2007	0.18
July 31, 2007	August 15, 2007	0.18
August 31, 2007	September 14, 2007	0.19
September 30, 2007	October 15, 2007	0.19
October 31, 2007	November 15, 2007	0.19
November 30, 2007	December 14, 2007	0.19
December 31, 2007	January 15, 2008	0.14
	Total	2.25

Notes:

- (1) The same cash distribution per unit was declared and paid by CI Public Partnership to holders of Class B LP Units.

2006

Record Date	Payment Date	Distribution per Unit ⁽¹⁾ (\$)
July 31, 2006	August 15, 2006	0.1675
August 31, 2006	September 15, 2006	0.1675
September 30, 2006	October 13, 2006	0.1675
October 31, 2006	November 15, 2006	0.1675
November 30, 2006	December 15, 2006	0.1675
December 31, 2006	January 15, 2007	0.1675
	Total	1.0050

Notes:

- (1) The same cash distribution per unit was declared and paid by CI Public Partnership to holders of Class B LP Units.

Prior to the conversion of CI Financial to the Fund, CI Financial paid aggregate cash dividends per common share of \$0.06 during June 2006 and \$0.70 during the fiscal year ended May 31, 2006.

MARKET FOR SECURITIES

Trading Price and Volume

The Common Shares are listed and posted for trading on the TSX under the trading symbol "CIX". Prior to the Conversion the Units were listed and posted for trading on the TSX under the trading symbol "CIX.UN". The price ranges and volume traded of the Units on the TSX for each month for the fiscal year ended December 31, 2008 of the Fund in which the Units traded on the TSX are set out below.

Month	Price (\$)		Trading Volume (000's)
	High	Low	
January	28.38	21.12	13,669
February	23.50	21.73	7,743
March	23.00	19.20	6,269
April	23.60	21.37	4,717
May	24.50	20.39	5,762
June	24.89	21.90	6,701
July	23.16	19.60	5,730
August	23.91	20.45	3,723
September	23.60	17.01	8,404
October	19.76	14.31	15,727
November	17.42	11.49	6,578
December	14.90	12.16	9,509

DIRECTORS AND OFFICERS

Name, Occupation and Security Holding

The name, occupation and security holdings of each of the directors and executive officers of the Corporation at March 1, 2009 are as follows:

Name and Address	Principal Occupation and Positions with CI	Director or Trustee Since	Number of Common Shares Beneficially Owned, Controlled or Directed
DIRECTORS			
RONALD D. BESSE ⁽¹⁾⁽²⁾⁽³⁾ Toronto, Ontario, Canada	President, Besseco Holdings Inc. (private investment company); Lead Director	October 11, 1995	99,025
G. RAYMOND CHANG ⁽²⁾⁽³⁾ Toronto, Ontario, Canada	President, G. Raymond Chang Ltd. (private investment company); Non-Executive Chairman, CI Financial Corp.	April 12, 1994	14,065,792
PAUL W. DERKSEN ⁽²⁾⁽³⁾ Clarksburg, Ontario, Canada	Corporate director	July 25, 2002	11,148
WILLIAM T. HOLLAND Toronto, Ontario, Canada	Chief Executive Officer, CI Financial Corp.	April 12, 1994	12,908,446
STEPHEN T. MOORE ⁽¹⁾ Toronto, Ontario, Canada	Managing Director, Newhaven Asset Management Inc.	August 2, 2007	17,721
A. WINN OUGHTRED ⁽¹⁾⁽³⁾ Toronto, Ontario, Canada	Counsel, Borden Ladner Gervais LLP (law firm)	April 12, 1994	19,925
DAVID J. RIDDLE ⁽¹⁾⁽²⁾ Vancouver, British Columbia	President, C-Max Capital Inc. (private investment company)	October 7, 1997	1,406,541
EXECUTIVE OFFICERS			
WILLIAM T. HOLLAND Toronto, Ontario, Canada	Chief Executive Officer, CI Financial Corp.	--	12,908,446
PETER W. ANDERSON Markham, Ontario, Canada	Executive Vice-President, CI Financial Corp.	--	692,600
DOUGLAS J. JAMIESON Toronto, Ontario, Canada	Senior Vice-President and Chief Financial Officer, CI Financial Corp.	--	241,000
STEPHEN A. MACPHAIL Toronto, Ontario, Canada	President, CI Financial Corp.	--	853,896
SHEILA A. MURRAY Toronto, Ontario, Canada	Executive Vice-President, General Counsel and Secretary, CI Financial Corp.	--	25,000
DAVID C. PAULI Mississauga, Ontario, Canada	Executive Vice-President and Chief Operating Officer, CI Financial Corp.	--	725,200

Notes:

- (1) Member of the Compensation Committee.
- (2) Member of the Audit Committee.
- (3) Member of the Governance Committee.

Each of the directors and executive officers has held the same principal occupation within the five preceding years except: Mr. Besse, who prior to September 2003 was Chairman, President and Chief Executive Officer of Gage Learning Corporation (publishing company); Mr. Chang, who prior to January 2003 was Chairman (executive) of CI Financial; Mr. Derksen, who prior to March 2007 was Executive Vice-President and Chief Financial Officer of Sun Life; Mr. Jamieson, who prior to May 2005 held senior financial positions in various subsidiaries of CI Financial; Mr. Pauli, who prior to August 2007 held senior executive positions in various subsidiaries of CI Financial; and Ms. Murray, who prior to January 2008 was a partner of Blake, Cassels & Graydon LLP (a Canadian law firm).

The term of office of each director will expire at the termination of the next annual meeting of holders of the Common Shares or until his successor is elected or appointed.

As at March 1, 2009, the directors and executive officers of CI as a group beneficially owned, directly or indirectly, or exercised control or direction over approximately 31,066,294 Common Shares (representing approximately 10.5% of the outstanding Common Shares).

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

CI Investments is a party to two class action proceedings brought by investors in CI mutual funds, in each case asking for unspecified damages resulting from CI Investments' alleged failure to implement measures to fully protect the funds' investors against costs of frequent trading market timing activity. These proceedings were instituted in the provinces of Ontario and Québec in 2003 and 2004, respectively. The issues and the allegations in each of the proceedings are generally the same. At this time, CI is defending these proceedings. Neither action has yet been certified as a class action. The authorization motion for the Québec action is set to be heard in April 2009. The certification motion for the Ontario action will occur in 2009. As the proceedings are in their early stage, the outcome cannot be ascertained.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Sale of Units by Sun Life Financial Inc. to Bank of Nova Scotia

On December 12, 2008, The Bank of Nova Scotia ("BNS") and Sun Life announced that BNS had completed its acquisition from Sun Life of 104,609,895 Units, representing approximately 37.6% of the then issued and outstanding Units (assuming the exercise of all of the then issued and outstanding exchangeable Class B LP units of CI Public Partnership). These Units were acquired by the Corporation, along with all other outstanding Units, in exchange for Common Shares as part of the Conversion.

Credit Facility

CI has arranged a \$1.25 billion revolving credit facility (the "**Credit Agreement**") with three Canadian chartered banks, including BNS. The facility is for general corporate purposes and is for a 364 day revolving term. In the event that it is not renewed, amounts outstanding under the loan must be repaid over a 24 month term. Amounts may be borrowed under this facility in Canadian dollars through prime rate loans, which bear interest at the greater of the bank's prime rate and one-month bankers' acceptance rates plus 0.75%, or bankers' acceptances, which bear interest at bankers' acceptance rates plus 1.10%. Amounts may also be borrowed in U.S. dollars through base rate loans, which bear interest at the greater of the bank's reference rate for loans made by it in Canada in U.S. funds and the federal funds overnight rate plus 0.75%, or LIBOR loans which bear interest at LIBOR plus 1.10%.

The facility is collateralized by a registered general security agreement from CI and certain subsidiaries of CI, assignment of the shares in CI Investments, United, AWM, and certain subsidiaries of AWM, and assignment of the management agreements and redemption fees of CI Investments and

United. The facility contains a number of financial covenants that require CI to meet certain financial ratios and financial condition tests.

As at December 31, 2008, approximately \$999 million has been drawn on this facility, in the form of bankers' acceptances of \$990 million and a prime rate loan of \$9 million at an effective interest rate of 3.17%. Interest expense attributable to the long-term debt for the fiscal year ended December 31, 2008 was approximately \$45 million.

TRANSFER AGENT AND REGISTRAR

Computershare Investor Services Inc. acts as Transfer Agent and Registrar for the Common Shares and maintains registers of transfers of the Common Shares in Toronto, Montreal and Vancouver.

MATERIAL CONTRACTS

The following contracts can reasonably be regarded as material to CI:

- (a) Distribution Agreement dated July 25, 2002 between Sun Life Financial and CI, pursuant to which CI Financial obtains preferred access to approximately 4,000 independent career advisors of Sun Life.
- (b) the Credit Agreement dated June 6, 2008 described under "Interests of Management and Others in Material Transactions".

INTERESTS OF EXPERTS

Ernst & Young LLP, Chartered Accountants, the external auditors of the Fund and the Corporation, reported on the fiscal 2008 audited financial statements of the Fund which were filed by the Corporation with securities regulators pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations*. Ernst & Young LLP is independent with respect to the Fund and the Corporation in accordance with the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario.

STATEMENT OF GOVERNANCE PRACTICES

The Board of Directors and senior management consider good governance to be central to the effective and efficient operation of CI. As such, directors of the Corporation are committed to thorough and effective governance arrangements. The Board and management are committed to maintaining a high standard of governance and compliance with the governance guidelines of the Canadian securities administrators.

In this section of the Annual Information Form, references to the Board and directors' activities prior to the Conversion (which was effective on January 1, 2009) refer to the Board of Trustees of the Fund.

Description of the Board

Board Composition and Independence

The Board of Directors is currently comprised of seven members. Prior to December 2008, the Board included an additional two members, Mr. Donald Stewart and Mr. Kevin Dougherty. Each of Mr. Stewart and Mr. Dougherty are officers of Sun Life and they resigned as Trustees of the Fund upon completion of the sale by Sun Life to BNS of its entire interest in CI representing approximately 37.6% of the then issued and outstanding Units of the Fund.

The Board considers its size and composition on a regular basis and has determined that both the current size and composition are appropriate in view of its responsibilities and the risks and strategic direction of CI. This relatively small number of Directors permits the Board to operate in an efficient and cohesive manner. The Board believes that a diversity of views and experience enhances the ability of the Board as a whole to fulfill its responsibilities to CI and that the members of the Board collectively possess a broad range of skills, expertise, industry and other knowledge, and business and other experience useful to the effective oversight of CI's business. Directors are not required to be specialists in the business of CI but rather to provide the benefit of their business experience, judgment and vision. Pursuant to governance guidelines adopted by the Board, the Governance Committee will consider each Director's continued service on the Board at least every three years. This process also allows each Director the opportunity to confirm his or her desire to continue as a member of the Board.

In determining the "independence" of Directors, the Board applies the standards of applicable legal and regulatory requirements and recommendations. In particular, the Board views an individual as independent if he has no direct or indirect relationship with CI which could, in the view of the Board, be reasonably expected to interfere with the exercise of that individual's independent judgment. Based upon information provided by each of the Directors and the discussion below, the Governance Committee and the Board have affirmatively determined that the following six Directors, being the majority, are independent: Ronald D. Besse, G. Raymond Chang, Paul W. Derksen, Stephen T. Moore, A. Winn Oughtred, and David J. Riddle. The Governance Committee and the Board have determined that the remaining Director, William T. Holland, is not independent as a result of his position as the Chief Executive Officer of CI.

The Board of Directors believes that the fact that six of the seven current Directors of the Corporation are "independent" under applicable legal and regulatory requirements and regulations is an important factor in assuring the ability of the Board to act independently of management. Mr. G.R. Chang, the Chairman of the Board, ceased to be an employee and a member of the management of CI in January 2003. While Mr. Chang maintains an office in CI's head offices, he is not in any way involved in or privy to the management of CI other than as the Non-Executive Chairman of the Board and as a Director. It is the Board's current determination that because of the amount of time that has now elapsed since Mr. Chang ceased to be an employee and a member of management, he must now be considered an independent Director. Notwithstanding such determination, the Board has continued the position of Lead Director. As Lead Director (or Lead Trustee prior to Conversion) of the Board since 1999, Mr. R.D. Besse, an independent Director, is responsible for ensuring that the Board of Directors properly discharges its responsibilities and maintains its independence from management. Mr. Besse, as Lead Director, is responsible for chairing all Board meetings.

Certain members of the Board serve as directors of other reporting issuers. In particular, Mr. Besse is a director of Rogers Communications Inc.; Mr. Chang is a director of First Global Bank Ltd. and a number of charitable foundations; Mr. Moore is a Trustee of Impax Energy Services Income Trust and Advantaged Preferred Share Trust and Mr. Oughtred is a director of Oppenheimer Holdings Inc. and a director and member of the Audit Committee and Chair of the Conduct Review Committee of State Bank of India (Canada). The Board believes that this experience on other public company boards is of benefit to CI.

Board Meetings

Four quarterly meetings of the Board are scheduled for each fiscal year, and special meetings are called as necessary. The frequency of meetings and the nature of agenda items depend on the state of CI's affairs and particular opportunities or risks that CI faces.

As part of each regular Board meeting, the independent Directors have the opportunity to meet alone in the absence of management to independently assess the performance of senior management and to discuss issues involving CI.

The charts below illustrate the number of Board and committee meetings held during the fiscal year ended December 31, 2008 and the meeting attendance record for each Director.

Board and Committee Meetings Held

Board 15
 Audit Committee 4
 Compensation Committee 2
 Governance Committee 2

<u>Name</u>	<u>Board Meetings Attended</u>	<u>Committee Meetings Attended</u>
Ronald D. Besse	13 of 15	8 of 8
G. Raymond Chang	13 of 15	6 of 6
Paul W. Derksen	15 of 15	6 of 6
Kevin P. Dougherty ⁽¹⁾	12 of 15	--
William T. Holland	15 of 15	--
Stephen T. Moore	13 of 15	2 of 2
A. Winn Oughtred	15 of 15	4 of 4
David J. Riddle	13 of 15	6 of 6
Donald A. Stewart ⁽¹⁾	10 of 15	--

Note:

(1) Mr. Dougherty was appointed to the Board on February 20, 2008 and Mr. Stewart and Mr. Dougherty resigned on December 12, 2008.

Mandate of the Board

The mandate of the Board is to supervise the management of the business and affairs of the Corporation acting in the best interests of the Corporation. In addition to dealing with and approving major transactions and matters legally requiring Board involvement, the Board is consulted regularly by senior management on significant business developments in the affairs of CI and its subsidiaries. The Board has adopted a written charter, a copy of which is contained in Appendix “A”.

Position Descriptions

The Board has not yet developed a written position description for the Chairman of the Board or the Chair of any of the Board committees but intends to do so in fiscal 2009. The Board is of the view that these roles will be updated as necessary to the extent the assessments described below under “Board, Committee and Director Assessment” reflect that any of these roles is not being sufficiently served.

The Board has not developed a written position description for the Chief Executive Officer of CI and is of the view that there is no present need for a specific written mandate for the role of the Chief Executive Officer.

The Board has delegated certain responsibilities to its committees and requires that each of them perform certain advisory functions and make recommendations to the Board in accordance with written charters. See “Committees” below.

Orientation and Education

CI provides an orientation program for newly elected Directors and provides information for all Directors on the activities of the CI Group on an ongoing basis. Directors are offered the opportunity on a regular basis, and new Directors are required, to tour CI's head office operations and to meet and make inquiries of the CI Group's senior managers. Regular communications between senior management and the Directors also assist in the ongoing education of the Directors.

Ethical Business Conduct

In November 2006, the Board adopted a written code of business conduct and ethics (the "Code"), which constitutes written standards that are designed to promote integrity and to deter wrongdoing. The Code addresses, among other things, the following issues:

- (a) compliance with laws, rules and regulations;
- (b) conflicts of interest;
- (c) protection of confidential information;
- (d) opportunities belonging to CI;
- (e) protection and proper use of CI assets;
- (f) competition and fair dealing, including with CI's competitors;
- (g) gifts and entertainment and payments to government personnel;
- (h) discrimination and harassment;
- (i) health and safety;
- (j) accuracy of CI records and reporting; and
- (k) use of email and internet services.

Personnel are expected and encouraged to talk to supervisors, department heads or other appropriate personnel about observed illegal or unethical behaviour and when they have any doubt about the best course of action in a particular situation. It is the policy of CI not to allow retaliation for reports of misconduct by others. The Code also outlines compliance procedures and procedures in respect of the reporting of any illegal or unethical behaviour, including in respect of accounting and auditing matters. The compliance department of CI monitors compliance with the Code and requires each employee to certify annually that they have read the Code and agree to comply with it.

To ensure that the Directors exercise independent judgment in considering transactions, agreements or decisions in respect of which a Director or executive officer has declared a material personal interest (in accordance with relevant provisions of corporate law), the Board follows a practice whereby any such Board member must be absent during any Board discussion pertaining thereto and not cast a vote on any such matter.

Under the Code, any waivers from the requirements in the Code that are to be granted for the benefit of Directors or executive officers are to be granted by the Board only (or a committee of the Board

to whom that authority has been delegated) and will be promptly disclosed as required by law or regulation. No waivers of the Code have been granted to date.

The Code can be viewed on CI's website at www.ci.com or at www.sedar.com.

Committees

There are currently three standing committees of the Board - the Audit Committee, the Governance Committee and the Compensation Committee. The Board has delegated certain authority and responsibilities to each of these committees and has mandated that each of them perform certain advisory functions and make recommendations to the Board. Each committee has a written charter, copies of which are contained in Appendices "B" to "D". Each committee is required to reassess its charter at least annually and report to the Board thereon.

Audit Committee

The Audit Committee currently has four independent Directors as its members: Messrs. R.D. Besse, G.R. Chang, P.W. Derksen (Chair) and D.J. Riddle. The Audit Committee is responsible for reviewing quarterly financial statements, annual financial statements and other financial disclosure documents prior to their approval by the full Board. The committee is also responsible for making recommendations to the Board regarding the appointment and compensation of the external auditors, reviewing CI's financial reporting process, internal controls and the performance of CI's external auditors, and approving non-audit services by the external auditors. The external auditors report directly to the Audit Committee. The Audit Committee has direct access to management and to CI's internal and external auditors in order to review specific issues, and meets quarterly with the auditors without management present. Additional information regarding the Audit Committee, including its written charter, composition, and the relevant education and experience of its members, is contained under the heading "Audit Committee Information" below.

Governance Committee

The Governance Committee currently has four independent Directors as its members: Messrs. R.D. Besse (Chair), G.R. Chang, P.W. Derksen and A.W. Oughtred. The committee is responsible for developing CI's approach to governance issues, ensuring the Board functions independently of management, assessing the effectiveness of the Board as a whole and the committees of the Board and the contribution and performance of each incumbent Director, and overseeing various matters in connection with the nomination of Director candidates, including making recommendations to the Board on the size and composition of the Board, Director succession planning and recruitment of new Directors, and the orientation and education of the Directors.

Compensation Committee

The Compensation Committee has the following four independent Directors as its members: Messrs. R.D. Besse, S.T. Moore, A.W. Oughtred (Chair) and D.J. Riddle. The committee is responsible for making recommendations to the Board regarding the remuneration of the Directors and the executive officers of the CI Group, reviewing the design and competitiveness of the CI Group's overall compensation plan, monitoring CI's Stock Option Plan, reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer of CI, evaluating the Chief Executive Officer's performance in light of such goals and objectives and determining the Chief Executive Officer's compensation levels based on such evaluation, reviewing executive compensation disclosure, reporting to securityholders on remuneration and related matters, reviewing CI's succession planning for the Chief Executive Officer and other senior executive officers of the CI Group, and

reporting to the Board and performing such other compensation related duties as may be required by the Board or the Chief Executive Officer of CI, from time to time.

Board, Committee and Director Assessment

The Governance Committee is responsible for assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution and performance of each Director. Each fiscal year every Director is required to complete an evaluation of the Board as a whole, each Board committee, the contribution of each Director, and the Lead Director. The Lead Director annually is required to conduct informal interviews and meetings with each Director to review the results of the Directors' assessments and other pertinent matters with respect to the Board and the contribution and performance of the individual Director. The Chairman of the Board reviews the Lead Director assessments and is required to review the results with the Lead Director.

Directors' Compensation

The Board, acting on the recommendations of the Compensation Committee, reviews the adequacy and form of the Directors' compensation annually and ensures that it reflects the workload, responsibilities and risks of the Directors. The Board, on the recommendation of the Compensation Committee has approved annual compensation for the Directors of \$82,500 per annum. This fee will be payable in cash. The Chairman of the Audit Committee will receive an enhanced fee of \$102,500 per annum in recognition of the additional responsibilities which that position entails.

Retention of Outside Advisors

The Board of Directors or any committee thereof is authorized to, subject to prior consultation with the Chief Executive Officer or the President of CI (except in unusual circumstances), engage independent counsel and other advisors it determines necessary to carry out its duties and responsibilities, and set and require CI to pay the compensation and charged expenses for any such advisors.

Securityholder Relations and Communications

The Board approves all of CI's major communications, including annual and quarterly reports, circulars, and financial press releases. CI communicates with its securityholders through a number of channels including its website, www.ci.com. Securityholders can provide feedback to CI in a variety of ways, including by sending an e-mail to investorrelations@ci.com or calling a toll-free telephone number.

The President of CI is responsible for receiving and addressing securityholder inquiries and concerns and referring securityholder issues to the Chief Executive Officer and, where appropriate, to the Board. CI's policy is that management seek to respond to securityholder's questions and concerns on a prompt basis, subject to limitations imposed by law and by the confidentiality of certain information.

AUDIT COMMITTEE INFORMATION

Audit Committee's Charter

The Audit Committee has adopted a written charter that sets out its mandate and responsibilities. A copy of the charter is attached hereto as Appendix "B".

Composition of the Audit Committee

As of February 24, 2009, the Audit Committee is comprised of four Directors, each of whom is independent and financially literate (as such terms are defined under National Instrument 52-110 – *Audit Committees*): Messrs. Paul W. Derksen (Chairman), Ronald D. Besse, G. Raymond Chang and David J. Riddle.

Relevant Education and Experience

The following summarizes the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member.

Paul W. Derksen, 58, is a Corporate Director and has been since February 2007. In prior positions, Mr. Derksen was Executive Vice-President and Chief Financial Officer of Sun Life, where he was responsible for Sun Life Financial's Actuarial, Investment and Risk Management functions and for Mergers & Acquisitions and Investor Relations. Mr. Derksen was Executive Vice-President and Chief Financial Officer of CT Financial Services Inc. and Canada Trustco Mortgage Company, Chairman of Truscan Property Fund, Canada Trustco's real estate investment subsidiary, and Executive Vice-President of Merrill Lynch Canada Inc. Mr. Derksen is a Chartered Accountant and holds an Honours B.A. in Business Administration from the Ivey School of Business at the University of Western Ontario.

Ronald D. Besse, 70, is President of Besseco Holdings Inc. In prior positions, Mr. Besse was Chairman, President and Chief Executive Officer of Gage Learning Corporation and related predecessor companies from 1978 until 2003. Mr. Besse is a director of several companies including Rogers Communications Inc. (since 1984) where he is the Chair of the Audit Committee, and Luxembourg Cambridge Holding Group. Mr. Besse graduated from the Business Administration program at Ryerson University (1960) and was awarded the Alumni Award of Distinction, Business Administration (1998) and an Honorary Doctorate of Commerce (2004). Mr. Besse is a member of the Chief Executives' Organization and the World Presidents' Organization, and is a past president of the Canadian Book Publishers' Council.

G. Raymond Chang, 60, is President of G. Raymond Chang Ltd. From 1984 when he joined the predecessor of the Corporation until assuming his Non-Executive Chairman role in 2003, Mr. Chang held several senior executive positions within the CI Group. Prior to 1984, Mr. Chang spent 10 years with Coopers & Lybrand (now PricewaterhouseCoopers LLP) as a senior auditor and manager of emerging business services. Mr. Chang holds his Chartered Financial Analyst designation.

David J. Riddle, 53, has been President of C-MAX Capital Inc. since 2000. In prior positions, Mr. Riddle has over 20 years' experience in the financial services industry with major Canadian investment dealers and as a senior executive in the mutual fund industry. Mr. Riddle received a Bachelor of Arts in Economics from the University of Calgary.

Pre-Approval Policies and Procedures

The following policies and procedures have been adopted by the Audit Committee for the engagement of CI's external auditors for non-audit services.

On proposed non-audit services, the timing of which is not urgent, management is required to submit a request for pre-approval of same at the next quarterly Audit Committee meeting.

For all other proposed non-audit services, the Committee has delegated to its Chairman the responsibility and authority to review and, in his discretion, approve the proposed non-audit services under the following procedures. Designated finance personnel are required to submit to the Chairman of the committee, in writing, a request for pre-approval of the particular non-audit service, such request to disclose all necessary details of the proposed non-audit services such as the scope of work, the estimated time for completion, and the estimated fees for such services. Except in extenuating circumstances,

requests shall be made to the Chairman prior to the engagement of the auditors for the particular service. Upon receipt of the request, the Chairman of the committee shall promptly either accept the request or decline the request with brief reasons, in either case in writing and after taking into account the impact of the services on the auditors' independence. Management must present any requested pre-approvals to the committee at its next quarterly meeting. CI shall retain all correspondence pertaining to the requests in its records.

External Auditors' Service Fees

The aggregate amounts paid or accrued by CI with respect to fees, excluding expenses, payable to the external auditors for audit, audit-related, tax and other services for the fiscal years ended December 31, 2008 and December 31, 2007 were as follows:

Type of Service	Fiscal year ended December 31, 2008 (\$)	Fiscal year ended December 31, 2007 (\$)
Audit.....	1,310,000	1,315,500
Audit-Related ⁽¹⁾	347,500	246,000
Tax ⁽²⁾	77,700	50,000
All Other Fees ⁽³⁾	25,000	25,000
Canadian Public Accountability Board	20,960	--
Total	1,781,160	1,636,500

Notes:

- (1) The services comprising these fees were quarterly reviews, translation, and acquisition analysis.
- (2) The services comprising these fees were tax compliance and tax election assistance relating to the income trust conversion, tax returns, and other tax advice.
- (3) The services comprising these fees included GST research.

ADDITIONAL INFORMATION

General

Additional information relating to CI may be found on SEDAR at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of Common Shares, options to purchase common shares, and securities authorized for issuance under equity compensation plans, will be contained in the Management Information Circular of CI for its annual meeting of shareholders or in a Form 51-102F6 if one is filed. Additional financial information is provided in CI's financial statements and management's discussion and analysis for its most recently completed fiscal year. A copy of the Charter of the Board of Directors and of each committee of the Board are attached hereto as Appendices "A" to "D".

APPENDIX “A”
CI FINANCIAL CORP.

BOARD OF DIRECTORS’ CHARTER

As of January 1, 2009

1. Introduction

This charter (the “**Charter**”) has been adopted to govern the composition, mandate, responsibilities and authority of the Board of Directors (the “**Board**”) of CI Financial Corp. (the “**Company**”).

2. Composition

The composition and organization of the Board, including: the number, qualifications and remuneration of Directors; the number of Board meetings; Canadian residency requirements; quorum requirements; meeting procedures and notices of meetings are required by the *Business Corporations Act* (Ontario), the *Securities Act* (Ontario) (the “**Act**”) and the articles and by-laws of the Company, subject to any exemptions or relief that may be granted from such requirements.

The Board shall consist of a minimum of three and no more than fifteen Directors, with the number of Directors from time to time within such range being fixed by resolution of the Directors. A majority of Directors shall be “independent”. “Independent” shall have the meaning, as the context requires, given to it in National Policy 58-201 – *Corporate Governance Guidelines*, as may be amended from time to time.

The Board shall consider its size and composition on a regular basis, in view of its responsibilities and the risks and strategic direction of the Company. The number of Directors to be elected each year at the annual meeting of securityholders of the Company shall be determined by the Board.

The Board believes that a diversity of views and experience enhances the ability of the Board as a whole to fulfill its responsibilities to the Company. Directors are not required to be specialists in the business of the Company but rather to provide the benefit of their business experience, judgment and vision. In addition, the professional and personal competencies and characteristics expected of Board members include:

- proven track record of sound business judgment and good business decisions;
- demonstrated integrity and high ethical standards;
- financial literacy;
- appropriate knowledge of business and industry issues;
- specific knowledge and experience to support the development and/or implementation of business strategy;
- communication and influencing skills;
- ability to contribute to the Board’s effectiveness and performance;
- availability for Board and committee work and advance review of meeting materials;
- having sufficient time to carry out duties and not being subject to responsibilities that would materially interfere with, or be incompatible with, Board membership; and
- advising the chair of the Governance Committee of significant changes in their personal circumstances, including a change in their principal occupation.

Each Director shall be expected to advise the Chair of the Governance Committee of significant changes in his or her personal circumstances which may affect his or her ability to carry out the responsibilities of a director, including a change in principal occupation

The Chair of the Board shall be an independent Director. The Board also may find it desirable to appoint a Lead Director to assist the Chairman. If, as a result of exceptional circumstances, the roles of Chairman and Chief Executive Officer are held by the same individual, a Lead Director must be appointed by the Board from its independent members.

3. Mandate and Responsibilities

Responsibilities

The mandate of the Board is to supervise the management of the business and affairs of the Company acting in the best interests of the Company. In addition to dealing with and approving major transactions and matters legally requiring Board involvement, the Board shall be consulted regularly by senior management on significant business developments in the affairs of the Company and entities controlled by the Company (together, the “**Company Group**”). In fulfilling its mandate, the Board’s responsibilities include:

1. Monitoring and overseeing a strategic plan for the Company and at least annually, reviewing and, if advisable, approving the Company’s strategic planning process and the Company’s annual strategic plan. In discharging this responsibility, the Board shall review the plan in light of management’s assessment of emerging trends, the competitive environment, the opportunities for the business of the Company, risk issues, and significant business practices and products;
2. At least annually, reviewing reports provided by management of principal risks associated with the Company’s business and operations, reviewing the implementation by management of appropriate systems to manage these risks, and reviewing reports by management relating to the operation of, and any material deficiencies in, these systems;
3. Monitoring systems for audit, internal control and information management systems;
4. Developing, together with the Chief Executive Officer, a clear position description for the Chief Executive Officer, which includes delineating management’s responsibilities and developing or approving the corporate goals and objectives that the Chief Executive Officer is responsible for meeting, and at least annually, reviewing a report of the Compensation Committee reviewing this position description and such corporate goals and objectives;
5. Monitoring the performance of senior management, including the Chief Executive Officer;
6. Satisfying itself as to the integrity of the Chief Executive Officer and other senior management and ensuring that they create a culture of integrity throughout the organization;
7. At least annually, reviewing the succession plans for senior management and Directors, including appointment, training and monitoring of such persons;
8. At least annually, reviewing the report of the Compensation Committee concerning the Company’s approach to human resource management and executive compensation and reviewing general compensation policies for the Company and its subsidiaries;

9. At least annually, reviewing a report of the Governance Committee concerning the Company's approach to corporate governance, including composition and effectiveness of the Board and selection of Board nominees;
10. At least annually, reviewing a report of the Governance Committee that evaluates the director independence standards established by the Board and the Board's ability to act independently from management in fulfilling its duties;
11. At least annually, reviewing the report of the Governance Committee relating to compliance with, or material deficiencies from, the Code of Business Conduct and Ethics (the "**Code**") adopted by the Board, and approving changes it considers appropriate, as well as reviewing reports from the Governance Committee concerning investigations and any resolutions of complaints received under the Code; and
12. Considering and approving, if determined by the Board to be advisable, any waiver from the Code granted to Directors or senior management of the Company Group.

Committees

Subject to applicable laws and the articles and by-laws of the Company governing the Company, the Board shall delegate certain authority and responsibilities to its committees and require that each of them perform certain advisory functions and make recommendations to the Board in accordance with written charters. The Board has approved charters for each Board committee and shall approve mandates for each new Board committee. There shall be the following standing committees of the Board: the Audit Committee, the Compensation Committee, the Governance Committee. Subject to applicable law, the Board may establish other Board committees or merge or dispose of any Board committee. Each committee is required to reassess its written charter at least annually and report to the Board thereon. To facilitate communication between the Board and each Board committee, each committee chair shall provide a report to the Board on material matters considered by the committee at the first Board meeting after the committee's meeting.

Meetings

The Board shall schedule four regular meetings in each fiscal year of the Company, and special meetings shall be called as necessary. The frequency of meetings and the nature of agenda items shall depend on the state of the Company's affairs and particular opportunities or risks that the Company faces. In its discretion, the Board may elect to conduct all or any part of its meetings in the absence of management and/or the non-independent Directors.

- (a) Secretary and Minutes

The Corporate Secretary, his or her designate or any other person the Board requests shall act as secretary of Board meetings. Minutes of Board meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Board for approval.

- (b) Meetings Without Management

The independent members of the Board shall hold regularly scheduled meetings, or portions of regularly scheduled meetings, at which non-independent Directors and members of management are not present.

(c) Directors' Responsibilities

Each Director is expected to attend all meetings of the Board and any committee of which he or she is a member. Directors will be expected to have read and considered the materials sent to them in advance of each meeting and to actively participate in the meetings.

Service on Other Boards and Committees

Directors may serve on the boards of other public companies so long as these commitments do not materially interfere and are compatible with their ability to fulfill their duties as a member of the Board. No Director should serve on the board of a competitor or of a regulatory body with oversight of the Company Group. Each Director should, when considering membership on another board or committee, make every effort to ensure that such membership will not impair the Director's time and availability for his or her commitment to the Company Group. Directors should advise the chair of the Governance Committee and the Chief Executive Officer before accepting membership on other boards of directors (or similar bodies) or any audit committee or other significant committee assignment on any other board of directors (or similar body), or establishing other significant relationships with businesses, institutions, governmental units or regulatory entities, particularly those that may result in significant time commitments or a change in the Director's relationship to the Company Group.

Continuation of Board Members

When a Director's principal occupation or business association changes substantially from the position he or she held when originally invited to join the Board (determined by reference to factors such as country of principal residence, principal occupation, industry affiliation, other boards on which the Director serves etc.), the Board shall, considering the recommendation of the Governance Committee and in light of all the circumstances, determine whether the Board should request that the Director resign.

Authority of the Board

The Board shall have unrestricted access to management and employees of the Company.

Subject to prior consultation with the Chief Executive Officer (except in unusual circumstances), the Board is authorized to:

1. retain and terminate external legal counsel, consultants and other advisors it determines necessary to carry out the Board's duties and responsibilities; and
2. set and require the Company to pay the compensation and charged expenses for any advisors engaged by the Board.

Annual Review of the Charter

At a Board meeting prior to the annual general meeting of securityholders of the Company, the Board shall review and reassess the Charter for adequacy and make changes as it deems necessary.

Board, Committee and Director Assessment

Prior to each fiscal year end of the Company, each Director shall be required to complete an evaluation of the Board as a whole, each Board committee, and the contribution of each Director and the Lead Director, in a form acceptable to the Board. The Lead Director (an independent Director of the Board) annually is required to conduct informal interviews and meetings with each Director to review the results of the Directors' assessments and other pertinent matters with respect to the Board and the contribution and performance of the individual Director. The Chairman of the Board reviews the Lead Director

assessments and is required to review the results with the Lead Director. The Chairman and the Lead Director are required to report their findings to the full Board.

Securityholder Relations and Communications

At least annually, the Board, in conjunction with the Chief Executive Officer, shall review the Company's overall Disclosure Policy, including measures for receiving feedback from the Company's stakeholders, and management's compliance with such policy. The Board shall, if advisable, approve material changes to the Company's Disclosure Policy.

The Board shall approve all of the Company's major communications, including annual and quarterly reports, circulars, and financial press releases. Securityholders of the Company can provide feedback to the Company in a variety of ways, including by sending an e-mail to investorrelations@ci.com or calling a toll-free telephone number.

4. Term

The term of office of each Director shall expire at the termination of the next annual meeting of securityholders or until his successor is elected or appointed.

5. Compensation of Directors

The Board, acting on the recommendations of the Compensation Committee, shall review the adequacy and form of the Directors' compensation annually and ensure that it reflects the workload, responsibilities and risks of the Directors.

Except as provided below regarding the fees payable to the Non-Executive Chairman of the Board and the Chairman of the Audit Committee, currently, annual Directors' fees for each of the Directors who is not an employee of the Company or its subsidiaries shall be \$82,500 per annum payable in quarterly instalments of \$20,625 in cash. The Non-Executive Chairman of the Board shall receive a fee in the amount of \$100,000, payable in cash quarterly. The Chairman of the Audit Committee shall receive a fee in the amount of \$102,500, payable in cash in equal quarterly instalments.

6. Orientation and Education

The Company shall provide an orientation program for newly elected Directors and provides information for all Directors on the activities of the Company and its subsidiaries on an ongoing basis. Directors shall be offered the opportunity on a regular basis, and new Directors are required, to tour the Company's head office operations and to meet and make inquiries of senior management.

7. Security Ownership by Directors

Each Director (except Directors who are officers of the Company) is required to beneficially own that number of securities of the Company the market value of which is at least three times the annual Directors' fees paid to such Director. Each Director who is a member of management of the Company is required to beneficially own that number of securities of the Company the market value of which is at least five times his current base salary.

8. Expectations of Management

The Board expects management to perform its duties in an efficient, professional and ethical manner in the best interests of the Company and its securityholders.

9. No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While

it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles and By-laws, it is not intended to establish any legally binding obligations.

APPENDIX “B”

CI FINANCIAL CORP.

AUDIT COMMITTEE CHARTER

As of January 1, 2009

1. Introduction

The Audit Committee (the “**Committee**” or the “**Audit Committee**”) of CI Financial Corp. (the “**Company**”) is a committee of the Board of Directors (the “**Board**”). The Committee shall oversee the accounting and financial reporting practices of the Company and the audits of the Company’s financial statements, as well as exercise the responsibilities and duties set out in this Charter.

2. Membership

Number of Members

The Committee shall be appointed by the Board and shall be comprised of at least three members of the Board.

Independence of Members

Each member of the Committee must be independent. “Independent” shall have the meaning, as the context requires, given to it in National Instrument 52-110 – *Audit Committees* (the “**Instrument**”), as may be amended from time to time.

Chair

At the time of the annual appointment of the members of the Audit Committee, the Board shall appoint a Chair of the Audit Committee. The Chair shall be a member of the Audit Committee, preside over all Audit Committee meetings, coordinate the Audit Committee’s compliance with this Charter, work with management to develop the Audit Committee’s annual work-plan and provide reports of the Audit Committee to the Board.

Financial Literacy of Members

At the time of his or her appointment to the Committee, each member of the Committee shall have, or shall acquire within a reasonable time following appointment to the Committee, the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements, or shall otherwise meet the financial literacy requirements of the Instrument.

Term of Members

The members of the Committee shall be appointed annually by the Board. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board. If the Chair is not elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

3. Meetings

Number of Meetings

The Committee may meet as many times per year as necessary to carry out its responsibilities.

Quorum

No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present. A majority of members of the Committee shall constitute a quorum.

Calling of Meetings

The Chair, any member of the Audit Committee, the external auditors, the Chairman of the Board, or the Chief Executive Officer or the Chief Financial Officer may call a meeting of the Audit Committee by notifying the Company's Corporate Secretary who will notify the members of the Audit Committee. The Chair shall chair all Audit Committee meetings that he or she attends, and in the absence of the Chair, the members of the Audit Committee present may appoint a chair from their number for a meeting.

Minutes; Reporting to the Board

The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board. However, the Chair may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board.

Attendance of Non-Members

The external auditors are entitled to attend and be heard at each Audit Committee meeting. Other Board members are also entitled to attend meetings of the Audit Committee. In addition, the Committee may invite to a meeting any officers or employees of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities. At least once per year, the Committee shall meet with the internal auditor and management in separate sessions to discuss any matters that the Committee or such individuals consider appropriate.

Meetings without Management

The Committee shall hold unscheduled or regularly scheduled meetings, or portions of meetings, at which management is not present.

The Committee shall meet quarterly with the auditors without the presence of management.

Access to Management

The Committee shall have unrestricted access to the Company's management and employees and the books and records of the Company.

Consultation

The Audit Committee shall have the authority to retain external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective compensation for these advisors without consulting or obtaining the approval of the Board or any Company officer. The

Company shall provide appropriate funding, as determined by the Audit Committee, for the services of these advisors. The Audit Committee shall also be permitted to communicate directly with the internal audit staff of the Company and entities controlled by the Company (together, the “**Company Group**”) (if any) and the auditors.

4. Duties and Responsibilities

The Committee shall have the functions and responsibilities set out below as well as any other functions that are specifically delegated to the Committee by the Board and that the Board is authorized to delegate by applicable laws and regulations. In addition to these functions and responsibilities, the Committee shall perform the duties required of an audit committee by any exchange upon which securities of the Company are traded, or any governmental or regulatory body exercising authority over the Company, as are in effect from time to time (collectively, the “**Applicable Requirements**”) including the functions and responsibilities set out in the Instrument.

Financial Reports

(a) General

The Audit Committee is responsible for overseeing the Company’s financial statements and financial disclosures. Management is responsible for the preparation, presentation and integrity of the Company’s financial statements and financial disclosures and for the appropriateness of the accounting principles and the reporting policies used by the Company. The auditors are responsible for auditing the Company’s annual consolidated financial statements and for reviewing the Company’s unaudited interim financial statements.

(b) Review of Annual Financial Reports

Prior to public release, the Audit Committee shall review the annual consolidated audited financial statements of the Company, the auditors’ report thereon and the related management’s discussion and analysis of the Company’s financial condition and results of operation (“**MD&A**”). At the Committee meeting at which the Company’s annual statements are to be reviewed, the Committee shall meet, in person, with representatives of the auditors and with the Company Group’s management to obtain information regarding the annual statements and the results of the audit including, but not limited to information concerning:

1. the Company’s disclosure controls and procedures and the Company’s internal control over financial reporting;
2. accounting judgments and estimates used by management;
3. risk management policies; and
4. compliance systems and procedures.

After completing its review, if advisable, the Audit Committee shall approve, and recommend for Board approval, the annual financial statements and the related MD&A.

(c) Review of Interim Financial Reports

The Audit Committee shall review the interim consolidated financial statements of the Company, the auditors’ review report thereon and the related MD&A. After completing its review, if advisable, the

Audit Committee shall approve and recommend for Board approval the interim financial statements and the related MD&A. The review by the Committee shall be completed prior to the issuance of a press release respecting the interim financial results. The Committee shall meet, in person, with representatives of the auditors and with the Company Group's management to obtain information regarding the interim statements and to discuss the results of their preparation and review. At each meeting, the Committee will request that the auditors communicate to the Committee their findings based on the interim procedures performed by the auditors. In addition, the Committee will request that the auditors communicate any findings which would modify or change the report provided by the auditors to the Committee in connection with the Company's last annual statements.

(d) **Review Considerations**

In conducting its review of the annual financial statements or the interim financial statements, the Audit Committee may:

- (i) meet with management and the auditors to review and discuss the financial statements and MD&A;
- (ii) meet with management in the absence of auditors, and meet with the auditors in the absence of management;
- (iii) review the audit report or review report prepared by the auditors;
- (iv) receive a report from internal legal counsel, as requested, regarding any litigation claim or other contingency that could have a material effect on the financial statements;
- (v) review the status of accounting policies followed and critical accounting and other significant estimates and judgements underlying the financial statements as presented by management;
- (vi) review any material effects of regulatory accounting initiatives or off-balance sheet structures on the financial statements as presented by management, including requirements relating to complex or unusual transactions, significant changes to accounting principles and alternative treatments under Canadian GAAP;
- (vii) review any material changes in accounting policies and any significant changes or developments in accounting practices, independence standards and reporting practices and their impact on the financial statements as presented by management;
- (viii) review with management and the auditors any significant financial reporting issues discussed during the fiscal period and the method of resolution;
- (ix) receive and review a report from management on the effectiveness of financial disclosure procedures and internal controls over financial reporting;
- (x) review any problems experienced by the auditors in performing the annual audit or quarterly procedures, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management;
- (xi) obtain an explanation from management of all significant variances between comparative reporting periods;

- (xii) review the post-audit or management letter, containing the recommendations of the auditors, and management's response and subsequent follow up to matters raised by the auditors;
- (xiii) review "whistleblowing" complaints received by Lead Director;
- (xiv) review any other matters, related to the financial statements, that are brought forward by the auditors, management or which are required to be communicated to the Audit Committee under accounting policies, auditing standards or Applicable Requirements; and
- (xv) review interim and annual chief executive officer and chief financial officer certifications on financial statements and controls required by the Instrument.

(e) **Approval of Other Financial Disclosures**

Prior to public release, the Audit Committee shall review and, if advisable, approve and recommend for Board approval financial disclosure in a prospectus or other securities offering document of the Company, press releases disclosing, or based upon, financial results of the Company and any other material financial disclosure, publicly disseminated, other than press releases regarding monthly sales.

Other

The Audit Committee or the Chair shall be available to review with management and the auditors any material accounting and financial issues affecting the Company not dealt with in annual and quarterly reviews.

Auditors

(a) **Appointment and Compensation**

The Audit Committee shall review and, if advisable, select and recommend for shareholder approval the appointment of, the auditors. The Audit Committee shall have ultimate authority to approve all audit engagement terms and fees, including the auditors' audit plan.

(b) **Resolution of Disagreements**

The Audit Committee shall resolve any disagreements between management of the Company Group and the auditors as to financial reporting matters brought to its attention.

(c) **Discussions with Auditors**

At least annually, the Audit Committee shall discuss with the auditors such matters as are required by applicable auditing standards to be discussed by the auditors with the Audit Committee. The Committee shall ensure the Company requires and instructs the auditors to report directly to the Committee.

(d) **Audit Plan**

At least annually, and prior to the commencement of each audit, the Audit Committee shall review a summary of the auditors' annual audit plan. The Audit Committee shall consider and review with the auditors any material changes to the scope of the plan.

(e) **Quarterly Review Report**

The Audit Committee shall review a report prepared by the auditors in respect of each of the interim financial statements of the Company.

(f) **Independence of Auditors**

At least annually, and before the auditors issue their report on the annual financial statements, the Audit Committee shall obtain from the auditors a formal written statement describing all relationships between the auditors and the Company; discuss with the auditors any disclosed relationships or services that may affect the objectivity and independence of the auditors; and obtain written confirmation from the auditors that they are objective and independent within the meaning of the applicable Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of chartered accountants to which the auditors belong and other Applicable Requirements.

(g) **Evaluation and Rotation of Lead Partner**

At least annually, the Audit Committee shall review the qualifications and performance of the lead partner(s) of the auditors and determine whether it is appropriate to adopt or continue a policy of rotating lead partners of the external auditors.

(h) **Requirement for Pre-Approval of Non-Audit Services**

The Audit Committee shall approve in advance any retainer of the auditors to perform any non-audit service to the Company that it deems advisable in accordance with Applicable Requirements and Board approved policies and procedures. The Audit Committee may delegate pre-approval authority to a member of the Audit Committee. The decisions of any member of the Audit Committee to whom this authority has been delegated must be presented to the full Audit Committee at its next scheduled Audit Committee meeting.

(i) **Approval of Hiring Policies**

The Audit Committee shall review and approve the Company Group's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company Group and the mutual funds managed by the Company Group.

(j) **Communication with Internal Auditor**

The internal auditor shall report regularly to the Committee. The Committee shall review with the internal auditor any problem or difficulty the internal auditor may have encountered including, without limitation, any restrictions on the scope of activities or access to required information, and any significant reports to management prepared by the internal auditing department and management's responses thereto.

The Committee shall periodically review and approve the mandate, plan, budget and staffing of the internal audit department. The Committee shall direct management to make changes it deems advisable in respect of the internal audit function.

The Committee shall review the appointment, performance and replacement of the senior internal auditing executive and the activities, organization structure and qualifications of the persons responsible for the internal audit function.

(k) **Financial Executives**

The Committee shall review and discuss with management and the Board the appointment of key financial executives and recommend qualified candidates to the Board, as appropriate.

Internal Controls

(a) **General**

The Audit Committee shall review the Company's disclosure controls and procedures and internal controls over financial reporting.

(b) **Establishment, Review and Approval**

The Audit Committee shall require management to implement and maintain appropriate systems of internal controls in accordance with Applicable Requirements, including internal controls over financial reporting and disclosure controls and procedures and to review, evaluate and approve these procedures. At least annually, the Audit Committee shall consider and review with management and the auditors:

- (i) the effectiveness of, or weaknesses or deficiencies in: the design or operation of the Company's internal controls (including computerized information system controls and security); the overall control environment for managing business risks; and accounting, financial and disclosure controls (including, without limitation, controls over financial reporting), non-financial controls, and legal and regulatory controls and the impact of any identified weaknesses in internal controls on management's conclusions;
- (ii) any significant changes in internal controls over financial reporting that are disclosed, or considered for disclosure, including those in the Company's periodic regulatory filings;
- (iii) the Company's fraud prevention and detection program, including deficiencies in internal controls that may impact the integrity of financial information, or may expose the Company to other significant internal or external fraud losses and the extent of those losses and any disciplinary action in respect of fraud taken against management or other employees who have a significant role in financial reporting; and
- (iv) any related significant issues and recommendations of the auditors together with management's responses thereto, including the timetable for implementation of recommendations to correct weaknesses in internal controls over financial reporting and disclosure controls and procedures.

Compliance with Legal and Regulatory Requirements

The Audit Committee shall review reports from the Company's Corporate Secretary and other management members on: legal or compliance matters that may have a material impact on the Company; the effectiveness of the Company's compliance policies; and any material communications received from

regulators. The Audit Committee shall review management's evaluation of and representations relating to compliance with specific applicable law and guidance, and management's plans to remediate any deficiencies identified.

Audit Committee Whistleblower Procedures

The Audit Committee shall establish procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Any such complaints or concerns that are received shall be reviewed by the Audit Committee and, if the Audit Committee determines that the matter requires further investigation, it will direct the Chair of the Audit Committee to engage outside advisors, as necessary or appropriate, to investigate the matter and will work with management and the general counsel to reach a satisfactory conclusion. The details of such whistleblower procedures will be described in the Company's Code of Ethics and available on the employee.

Audit Committee Disclosure

The Audit Committee shall approve any audit committee disclosures required by Applicable Requirements in the Company's disclosure documents.

Delegation

The Audit Committee may, to the extent permissible by Applicable Requirements, designate a sub-committee to review any matter within this Charter as the Audit Committee deems appropriate.

5. Charter Review

The Committee shall review and update this Charter annually and present it to the Board for approval.

APPENDIX “C”

CI FINANCIAL CORP.

COMPENSATION COMMITTEE CHARTER

As of January 1, 2009

INTRODUCTION

This charter (the “Charter”) has been adopted to govern the composition, mandate, responsibilities and authority of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of CI Financial Corp. (the “Corporation”).

COMPOSITION

The Committee shall be appointed by the Board and shall consist of at least three Directors, each of whom is “independent” as defined by applicable regulatory authorities.

MANDATE AND RESPONSIBILITIES

Committee Meetings

The Committee shall meet at least once per fiscal year.

RESPONSIBILITIES

The Committee is responsible for the following:

1. making recommendations to the Board with respect to the remuneration (including benefits, bonuses, perquisites, and long-term incentives) of executive officers of entities controlled by the Corporation and the Directors of the Corporation;
2. reviewing the design and competitiveness of the Corporation’s overall compensation plan and reporting to the Board with respect thereto;
3. monitoring the Corporation’s Share Option Plan;
4. reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer of the Corporation, evaluating the Chief Executive Officer’s performance in light of such corporate goals and objectives and determining (or making recommendations to the Board with respect to) the Chief Executive Officer’s compensation level based on such evaluation;
5. reviewing executive compensation disclosure prior to the Corporation publicly disclosing such information;
6. reporting to securityholders on remuneration and related matters;
7. reviewing the Corporation’s succession planning for the Chief Executive Officer of the Corporation and senior executive officers of the Corporation and reporting to the Board with respect thereto; and

8. performing such other compensation-related duties as may be required by the Board or the Chief Executive Officer of the Corporation, from time to time.

Authority of the Committee

Subject to prior consultation with the Chief Executive Officer or the President of the Corporation, (except in unusual circumstances), the Committee is authorized to:

1. engage independent counsel and other advisors it determines necessary to carry out the Committee's duties and responsibilities; and
2. set and require the Corporation to pay the compensation and charged expenses for any advisors engaged by the Committee.

ANNUAL REVIEW OF THE CHARTER

The Committee shall review and reassess the Charter for adequacy at least annually and make changes as it deems necessary. The Committee shall report to the Board on the adequacy of the Charter at the Board meeting immediately following the fiscal year end of the Corporation.

APPENDIX “D”

CI FINANCIAL CORP.

GOVERNANCE COMMITTEE CHARTER

As of January 1, 2009

1. Purpose And Scope

CI Financial Corp. (the “**Company**”) believes that “Corporate Governance” means the process and structure used to oversee the management of the business affairs of the Company in the best interests of the Company. The process and structure define the division of power between, and establish mechanisms for achieving accountability by, the Board of Directors (the “**Board**”) and senior management.

2. Membership

Number of Members

The Governance Committee (the “**Committee**”) shall be composed of at least three members of the Board.

Independence of Members

Each member of the Committee shall be independent. “Independent” shall have the meaning, as the context requires, given to it in National Policy 58-201 – *Corporate Governance Guidelines*, as may be amended from time to time.

Term of Members

The members of the Committee shall be appointed annually by the Board. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

3. Meetings

Number of Meetings

The Committee shall meet as many times as required to carry out its duties and responsibilities, and at least once per fiscal year.

Location of Meetings

The Committee may meet at any place within or outside of Canada.

Calling of Meetings

A meeting of the Committee may be called by the Chair of the Committee, by the Chairman of the Board, or by a majority of the Committee members, on not less than 48 hours notice to the members of the Committee specifying the place, date and time of the meeting. Meetings may be held at any time without notice if all members of the Committee waive notice. If a meeting of the Committee is called by anyone

other than the Chairman of the Board, the person(s) calling such meeting shall so inform the Chairman of the Board and the Chair of the Committee.

Quorum

No business may be transacted by the Committee at a meeting unless a majority of members of the Committee is present.

Minutes; Reporting to the Board

The Chair (or, in the absence of the Chair, the acting Chair) of the Committee shall appoint a person to act as secretary of meetings of the Committee.

The secretary shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board. However, the Chair may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board.

Attendance of Non-Members

The Committee may invite to a meeting any directors, officers or employees of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

Attendance of Management

In its discretion, the Committee may elect to conduct all or any part of any meeting in the absence of management.

Agenda

The agenda for meeting of the Committee shall be established by the Chair in consultation with appropriate members of the Committee and senior management of the Company.

Procedure

The procedures for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those applicable to meetings of the Board.

4. Duties and Responsibilities

Subject to the powers and duties of the Board, the Board has delegated the following powers and duties to be performed by the Committee on behalf of and for the Board:

Composition and Qualifications for the Board

The Committee shall develop and update a long-term plan for the composition of the Board that takes into consideration the current strengths, competencies, skills and experience of the Board members, retirement dates and the strategic direction of the Company, and report to the Board thereon at least annually.

The Committee shall undertake on an annual basis an examination of the size of the Board, with a view to determining the impact of the number of directors, the effectiveness of the Board, and recommend to the Board, if necessary, a reduction or increase in the size of the Board.

Assessments

The Committee, in consultation with the Chair, will endeavour to ensure that an appropriate system is in place to annually evaluate the effectiveness of the Board as a whole as well as the committees of the Board with a view to ensuring that they are fulfilling their respective responsibilities and duties. In connection with these evaluations, each director will be requested annually to provide his or her assessment of the effectiveness of the Board and each committee as well as the contribution and performance of the individual directors. These evaluations should take into account the competencies and skills each director is expected to bring to his or her particular role on the Board or on a committee, as well as any other relevant facts.

The Committee will review each director's continuation on the Board every three years. This process also will allow each director the opportunity to confirm his or her desire to continue as a member of the Board.

Annual Nominations

The Committee shall, in consultation with the Chairman of the Board and the Chief Executive Officer, annually or as required, recruit and identify individuals qualified to become new Board members and recommend to the Board new director nominees for the next annual meeting of shareholders.

In making its recommendations, the Committee shall consider the competencies and skills that the Board considers to be necessary for the Board as a whole to possess, the competencies and skills that the Board considers each existing director to possess, and the competencies and skills each new nominee will bring to the boardroom. Such an assessment shall be based primarily on the following criteria:

- judgment, character, expertise, skills and knowledge useful to the oversight of the Company's business and the business of its subsidiaries,
- diversity of viewpoints, backgrounds, experiences and other demographics,
- business or other relevant experience (including previous board experience),
- the extent to which the interplay of the individual's expertise, skills, knowledge and experience with that of other members of the Board will build a board that is effective, collegial and responsive to the needs of the Company and its subsidiaries, and
- the appropriate level of representation on the Board by directors who are independent of management and who are neither officers nor employees of the Company or any of its subsidiaries.

The Committee shall also consider the amount of time and resources that nominees have available to fulfill their duties as a Board member.

The Committee shall assess, against the Company's categorical standards for directors' independence, whether a candidate would be independent and advising the Board of that assessment.

The Committee shall also, in consultation with the Chairman of the Board, annually or as required, recommend to the Board, the individual Directors to serve on the various Committees.

Removal of a Director

The Committee may also recommend for Board approval the removal of a director from the Board or from a Board Committee if he or she is no longer qualified to serve as a director under applicable requirements or for any other reason the Committee considers appropriate.

When advised of a substantial change in a director's principal occupation or business association from the position he or she held when originally invited to join the Board (determined by reference to factors such as country of principal residence, principal occupation, industry affiliation, other boards on which the director serves etc.), the Committee will review that director's continuation on the Board and recommend to the Board whether, in light of all the circumstances, the Board should request that the director resign.

Conflicts of Interest

The Committee shall monitor conflicts of interest (real or perceived) of both the Board and management in accordance with the Code of Business Ethics and Conduct.

Corporate Governance Overview

The Committee shall conduct a periodic review of the Company's corporate governance policies and make policy recommendations aimed at enhancing Board and committee effectiveness. The Committee shall review overall governance principles, monitor disclosure and best practices of comparable and leading companies, and bring forward to the Board a list of corporate governance issues for review, discussion or action by the Board or a Committee thereof.

The Committee shall review the disclosure in the Company's public disclosure documents relating to corporate governance practices and prepare recommendations to the Board regarding any other reports required or recommended on corporate governance.

The Committee shall propose agenda items and content for submission to the Board related to corporate governance issues and provide periodic updates on recent developments in corporate governance to the Board.

The Committee shall conduct a periodic review of the relationship between management and the Board, particularly in connection with a view to ensuring that the Board functions independently of management and to ensuring effective communication and the provision of information to directors in a timely manner.

Education of Board Members

The Committee shall review, monitor and make recommendations regarding the ongoing development of existing directors and new director orientation as to the nature and operation of the business and affairs of the Company and the role of, and expectations as to the contributions to be made, by the Board and its committees.

The Committee shall recommend to the Board an appropriate annual process to evaluate the Board and each of the committees, and the responsibilities of each of the directors individually.

Responsibilities of Board Members and Committees

The Committee shall review annually the Board of Directors' Charter and the Charters for each Committee of the Board, together with the Position Descriptions of each of the Chairman of the Board, the CEO, Lead Director and Committee Chairs, and where necessary, recommend changes to the Board.

In addition, the Committee shall recommend procedures to ensure that the Board and the committees function independently of management.

Review of Breaches of the Code of Business Conduct and Ethics

The Committee shall receive reports from the CEO regarding breaches of the Code of Business Conduct and Ethics, and shall in turn report those breaches to the Board. The Committee shall review investigations and any resolutions of complaints received under the Code of Business Conduct and Ethics and report annually to the Board thereon.

Other Directorships and Significant Activities

The Chair of the Governance Committee is to be notified before a director accepts membership on other boards of directors (or similar bodies) or any audit committee or other significant committee assignment on any other board of directors (or similar body), or establishing other significant relationships with businesses, institutions, governmental units or regulatory entities, particularly those that may result in significant time commitments or a change in the director's relationship to the CI Group. Accordingly, the Governance Committee shall consider such requests from directors, and advise the director accordingly.

Continuation of Board Members

When a director's principal occupation or business association changes substantially from the position he or she held when originally invited to join the Board (determined by reference to factors such as country of principal residence, principal occupation, industry affiliation, other boards on which the director serves etc.), the chairman of the Governance Committee is to be advised of such change by the director. The Governance Committee will review that director's continuation on the Board and recommend to the Board whether, in light of all the circumstances, the Board should request that the director resign.

5. Functioning of Committee

The Committee shall have unrestricted access to Company personnel and documents and the resources it determines to be necessary or advisable to permit it to carry out its duties and responsibilities.

The Committee may, at the Company's expense, engage such outside advisers as it determines necessary or advisable to permit it to carry out its duties and responsibilities.

6. No Rights Created

This Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the Committee assists the Board in directing the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles and By-laws, it is not intended to establish any legally binding obligations.

7. Annual Review of the Charter

The Committee shall review and reassess the Charter for adequacy at least annually and make changes as it deems necessary. The Committee shall report to the Board on the adequacy of the Charter at the Board meeting which immediately precedes the fiscal year end of the Company.