

Item 1 – Cover Page

**Deans Knight Capital Management Ltd.
Brochure Supplement for Wayne E. Deans, Dillon J. Cameron, and
Kelsey F. Dunwoodie
Form ADV Part 2B**

**1500-999 West Hasting Street
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(604) 669-0212**

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This brochure supplement provides information about Wayne E. Deans, Dillon J. Cameron, and Kelsey F. Dunwoodie that supplements the Deans Knight Capital Management (“Deans Knight”) brochure. You should have received a copy of that brochure. Please contact Deans Knight at the number above at if you did not receive Deans Knight’s brochure or if you have any questions about the contents of this supplement.

Additional information about the individuals listed above is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Dillon Cameron, CFA (yob 1977) joined Deans Knight in September 2000 and leads the investment process for all income portfolios. Dillon is a President and Director of the firm and registered as a Portfolio Manager. Prior to joining Deans Knight, Dillon worked on the trading floor at Scotia Capital Inc. in Toronto from June 1999 to May 2000. Dillon graduated from Bishop's University in 1999 with a Bachelor of Business Administration degree majoring in Finance and received his Chartered Financial Analyst designation in 2002.

Wayne Deans (yob 1946) co-founded Deans Knight in 1992 and co-leads the investment process for equity portfolios. Wayne currently holds the title of Vice Chairman of the firm. Wayne is registered as a Portfolio Manager. Wayne was formerly President and Equity Portfolio Manager at MK Wong & Associates of Vancouver from January 1985 to September 1992. Prior to MK Wong & Associates, Wayne was a Vice-President and Director with Wood Gundy starting in October 1980 after spending 10 years with the Bank of Canada. Wayne earned a Bachelor of Commerce degree at Sir George Williams University in 1968 and an MBA from McMaster University in 1970. In 1996, he was named Canadian Mutual Fund Manager of the Year at the Analysts Choice Awards.

Kelsey Dunwoodie, CPA, CA (yob 1984) joined Deans Knight in August 2010 and co-leads the investment process for equity portfolios. She is the Chief Operating Officer, Chief Compliance Officer, and is registered as a Portfolio Manager. Prior to joining Deans Knight, Kelsey worked as an accountant at PricewaterhouseCoopers LLP from September 2004 to July 2010. She holds a Bachelor of Commerce from the University of British Columbia (2006) and the Chartered Investment Manager (CIM®) designation and obtained her Chartered Accountancy from the Canadian Institute of Chartered Accountants in 2008.

Chartered Financial Analyst (CFA) Program Description: To become a CFA Charter holder, an individual must have four years of qualified investment work experience, become a member of CFA Institute, pledge to adhere to the CFA Institute Code of Ethics and Standards of Professional Conduct on an annual basis, apply for membership to a local CFA member society, and complete the CFA Program. The CFA Program is organized into three levels, each culminating in a six hour exam.

Chartered Professional Accountant of Canada (CA, CPA) Description:

Chartered Professional Accountants in Canada are required to obtain an undergraduate degree with specific subject area coverage, participate in additional training through Modules while obtaining minimum experience levels over 30 months, which must be achieved under the supervision of or verification by a CPA, and successful passage of the Common Final Examination to demonstrate competency. In order to maintain a CPA designation, members are required to complete ongoing continuing professional development (CPD) minimums each year, with additional hours over a three year rolling calendar year. Additionally, all American Institute of Certified Public Accountants (AICPA) members are required to follow a rigorous *Code of Professional Conduct*.

Chartered Investment Manager (CIM®) Description:

Chartered Investment Managers in Canada are required to complete one of two approved education paths offered exclusively through the Canadian Securities Institute. In addition, holders must have gained two years of relevant work experience within the last 5 years. This work experience must have been either a retail or an institutional role or in a role that relates to, supports, or adds value to the investment management process. Holders are also subject to experience requirements of

certain Canadian regulators prior to registration. In order to maintain a CIM designation, All CIM holders must renew their designation by their anniversary date. Within a 2 year period, holders must complete 20 hours of continuing education in professional development and 10 hours in compliance. CIM holders must also re-commit to the CIM Code of Ethics each year.

Item 3 – Disciplinary Information

Messrs. Deans and Cameron and Ms. Dunwoodie have no applicable legal or disciplinary events.

Item 4 – Other Business Activities

Messrs. Deans and Cameron and Ms. Dunwoodie are not engaged in any other investment-related business or occupation for compensation which provides a substantial source of their income or involves a substantial amount of their time.

Item 5 – Additional Compensation

Messrs. Deans and Cameron and Ms. Dunwoodie do not receive economic benefits from third-parties who are not clients for providing advisory services.

Item 6 – Supervision

Messrs. Deans and Cameron and Ms. Dunwoodie are subject to Deans Knight’s code of ethics and other firm procedures and policies.

The person responsible for supervising Messrs. Dean and Cameron on behalf of Deans Knight is:

Kelsey Dunwoodie, Chief Compliance Officer and Chief Operating Officer, (604) 669-0212.

The person responsible for supervising Ms. Dunwoodie’s advisory activities on behalf of Deans Knight is:

Brent Gilchrist, the Chief Executive Officer and Ultimate Designated Person, (604) 669-0212.