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## Regulations and other Acts

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### M.O., 2015-19

#### Order number V-1.1-2015-19 of the Minister of Finance dated 7 January 2016

Securities Act  
(chapter V-1.1)

CONCERNING the Regulation 45-108 respecting Crowdfunding and Regulation to amend Regulation 45-102 respecting Resale of Securities

WHEREAS subparagraphs 1, 2, 3, 4.1, 5, 6.2, 8, 9, 11, 12, 14, 19, 20, 25, 26, 27.0.1, 27.0.2, 28 and 34 of section 331.1 of the Securities Act (chapter V-1.1) provide that the *Autorité des marchés financiers* may make regulations concerning the matters referred to in those paragraphs;

WHEREAS the third and fourth paragraphs of section 331.2 of the said Act provide that a draft regulation shall be published in the *Bulletin de l'Autorité des marchés financiers*, accompanied with the notice required under section 10 of the Regulations Act (chapter R-18.1) and may not be submitted for approval or be made before 30 days have elapsed since its publication;

WHEREAS the first and fifth paragraphs of the said section provide that every regulation made under section 331.1 must be approved, with or without amendment, by the Minister of Finance and comes into force on the date of its publication in the *Gazette officielle du Québec* or on any later date specified in the regulation;

WHEREAS the Regulation 45-102 respecting Resale of Securities approved by ministerial order no. 2005-21 dated August 12, 2005 (2005, *G.O.* 2, 3648);

WHEREAS there is cause to amend this regulation;

WHEREAS the draft Regulation 45-108 respecting Crowdfunding was published in the *Bulletin de l'Autorité des marchés financiers*, vol. 11, no. 11 of March 20, 2014;

WHEREAS the draft Regulation to amend Regulation 45-102 respecting Resale of Securities was published in the *Bulletin de l'Autorité des marchés financiers*, vol. 12, no. 44 of November 5, 2015;

WHEREAS the *Autorité des marchés financiers* made, on December 7, 2015, by the decision no. 2015-PDG-0199, Regulation 45-108 respecting Crowdfunding and, by the decision no. 2015-PDG-0200, Regulation to amend Regulation 45-102 respecting Resale of Securities;

WHEREAS there is cause to approve those regulations without amendment;

CONSEQUENTLY, the Minister of Finance approves without amendment the Regulation 45-108 respecting Crowdfunding and Regulation to amend Regulation 45-102 respecting Resale of Securities appended hereto.

7 January 2016

CARLOS LEITÃO,  
*Minister of Finance*

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**REGULATION 45-108 RESPECTING CROWDFUNDING**

## Securities Act

(chapter V-1.1, s. 331.1, par. (1), (2), (3), (4.1), (5), (6.2), (8), (9), (11), (12), (14), (19), (20), (25), (26), (27.0.1), (27.0.2), (28) and (34))

**PART 1  
DEFINITIONS AND INTERPRETATION****Definitions****1.** In this Regulation

“accredited investor” means

(a) except in Ontario, an accredited investor as defined in Regulation 45-106 respecting Prospectus Exemptions (chapter V-1.1, r. 21), and

(b) in Ontario, an accredited investor as defined in subsection 73.3(1) of the Securities Act (R.S.O. 1990 c. S.5), and in Regulation 45-106 respecting Prospectus Exemptions;

“aggregate minimum proceeds” means the amount disclosed in item 5.2 of the crowdfunding offering document that is sufficient to accomplish the business objectives of the issuer;

“Canadian Financial Statement Review Standards” means standards for the review of financial statements by a public accountant determined with reference to the Handbook;

“confirmation of investment limits form” means a completed Form 45-108F3;

“crowdfunding offering document” means a completed Form 45-108F1 together with any amendment to that document and any document incorporated by reference therein;

“crowdfunding prospectus exemption” means the exemption from the prospectus requirement in section 5;

“distribution period” means the period referred to in the crowdfunding offering document during which an eligible crowdfunding issuer offers its securities to purchasers in reliance on the crowdfunding prospectus exemption;

“eligible crowdfunding issuer” means an issuer if all of the following apply:

(a) the issuer and, if applicable, its parent are incorporated or organized under the laws of Canada or any jurisdiction of Canada;

(b) the head office of the issuer is located in Canada;

(c) a majority of the directors of the issuer are resident in Canada;

(d) the principal operating subsidiary of the issuer, if any, is incorporated or organized under

(i) the laws of Canada or any jurisdiction of Canada, or

(ii) the laws of the United States of America or any state or territory of the United States of America or the District of Columbia;

(e) the issuer is not an investment fund;

“eligible securities” means securities of an eligible crowdfunding issuer having the same price, terms and conditions that are distributed under the crowdfunding prospectus exemption during the distribution period and are any one or more of the following:

(a) a common share;

(b) a non-convertible preference share;

(c) a security convertible into securities referred to in paragraph (a) or (b);

(d) a non-convertible debt security linked to a fixed or floating interest rate;

(e) a unit of a limited partnership;

(f) a flow-through share under the ITA;

“executive officer” means an individual who is

(a) a chair, vice-chair or president,

(b) a chief executive officer or chief financial officer,

(c) a vice-president in charge of a principal business unit, division or function including sales, finance or production, or

(d) performing a policy-making function in respect of the issuer;

“funding portal” means

(a) a registered dealer funding portal, or

(b) a restricted dealer funding portal;

“issuer access agreement” means a written agreement entered into between an eligible crowdfunding issuer and a funding portal in compliance with section 26;

“issuer group” means

(a) an eligible crowdfunding issuer,

- (b) an affiliate of the eligible crowdfunding issuer, and
- (c) any other issuer

(i) that is engaged in a common enterprise with the eligible crowdfunding issuer or with an affiliate of the eligible crowdfunding issuer, or

(ii) that is controlled, directly or indirectly, by the same person or persons that control, directly or indirectly, the eligible crowdfunding issuer;

“permitted client” means a permitted client as defined in Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations (chapter V-1.1, r. 10);

“personal information form” means a completed Form 45-108F5;

“registered dealer funding portal” means a person that

(a) is registered in the category of investment dealer or exempt market dealer under Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations, and

(b) acts or proposes to act as an intermediary in a distribution of eligible securities through an online platform in reliance on the crowdfunding prospectus exemption;

“restricted dealer funding portal” means a person that

(a) is registered in the category of restricted dealer under Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations,

(b) is authorized under the terms and conditions of its restricted dealer registration to distribute securities under this Regulation,

(c) acts or proposes to act as an intermediary in a distribution of eligible securities through an online platform in reliance on the crowdfunding prospectus exemption,

(d) is not registered in any other registration category, and

(e) in Ontario, is not an affiliate of another registered dealer, registered adviser, or registered investment fund manager;

“right of withdrawal” means the right referred to in section 8 or a comparable right described in securities legislation of the jurisdiction in which the purchaser resides;

“risk acknowledgement form” means a completed Form 45-108F2;

“SEC issuer” means an SEC issuer as defined in Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards (chapter V-1.1, r. 25);

“U.S. AICPA Financial Statement Review Standards” means the standards of the American Institute of Certified Public Accountants for a review of financial statements by a public accountant, as amended from time to time.

### **Terms defined or interpreted in other regulations**

2. (1) Unless otherwise defined herein, in Part 2, each term has the meaning ascribed, or interpretation given, to it in Regulation 45-106 respecting Prospectus Exemptions (chapter V-1.1, r. 21).

(2) Unless otherwise defined herein, in Part 3, each term has the meaning ascribed, or interpretation given, to it in Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations (chapter V-1.1, r. 10).

### **Purchaser**

3. References to a “client” in a provision of any regulation with which a funding portal is required to comply under Part 3, must be read as if the references are to a “purchaser”.

### **Specifications – Québec**

4. (1) In Québec, “trade” in this Regulation refers to any of the following activities:

(a) the activities described in the definition of “dealer” in section 5 of the Securities Act (chapter V-1.1), including the following activities:

(i) the sale or disposition of a security by onerous title, whether the terms of payment be on margin, installment or otherwise, but does not include a transfer or the giving in guarantee of securities in connection with a debt or the purchase of a security, except as provided in paragraph (b);

(ii) participation as a trader in any transaction in a security through the facilities of an exchange or a quotation and trade reporting system;

(iii) the receipt by a registrant of an order to buy or sell a security;

(b) a transfer or the giving in guarantee of securities of an issuer from the holdings of a control person in connection with a debt.

(2) In Québec, the crowdfunding offering document and materials that are made available to purchasers by a reporting issuer in accordance with this Regulation are documents authorized by the Autorité des marchés financiers for use in lieu of a prospectus.

(3) In Québec, the crowdfunding offering document and materials that are made available to purchasers in accordance with this Regulation must be drawn up in French only or in French and English.

**PART 2**  
**CROWDFUNDING PROSPECTUS EXEMPTION**

**DIVISION 1 Distribution requirements**

**Crowdfunding prospectus exemption**

5. (1) The prospectus requirement does not apply to a distribution by an eligible crowdfunding issuer of an eligible security of its own issue to a person that purchases the security as principal if all of the following apply:

(a) the issuer offers the securities during the distribution period and the distribution period ends no later than 90 days after the date the issuer first offers its securities to purchasers;

(b) the total proceeds raised by the issuer group in reliance on the crowdfunding prospectus exemption does not exceed \$1,500,000 within the 12-month period ending on the last day of the distribution period;

(c) in Ontario, the acquisition cost of the securities acquired by the purchaser

does not exceed

(i) in the case of a purchaser that is not an accredited investor,

(A) \$2,500 for the distribution, and

(B) \$10,000 for all distributions in reliance on the crowdfunding prospectus exemption in the same calendar year,

(ii) in the case of a purchaser that is an accredited investor that is not a permitted client, does not exceed

(A) \$25,000 for the distribution, and

(B) \$50,000 for all distributions in reliance on the crowdfunding prospectus exemption in the same calendar year, and

(iii) in the case of a purchaser that is a permitted client, is not limited;

(d) except in Ontario, the acquisition cost of the securities acquired by the purchaser

does not exceed \$2,500 for the distribution, and

(i) in the case of a purchaser that is not an accredited investor,

(ii) in the case of a purchaser that is an accredited investor, does not exceed \$25,000 for the distribution;

- (e) the issuer distributes the securities through a single funding portal;
- (f) before the purchaser enters into an agreement to purchase the securities, the issuer makes available to the purchaser, through the funding portal, a crowdfunding offering document that is in compliance with
  - (i) section 7 and section 8, and
  - (ii) section 9 or section 10, as applicable.

(2) The crowdfunding prospectus exemption is not available if any of the following apply:

- (a) the proceeds of the distribution are used by the issuer to invest in, merge with or acquire an unspecified business;
- (b) the issuer is not a reporting issuer, and the issuer previously distributed securities in reliance on the crowdfunding prospectus exemption and is not in compliance with any of the following:
  - (i) section 15;
  - (ii) section 16;
  - (iii) section 17;
  - (iv) section 19;
  - (v) section 20;
  - (vi) in New Brunswick, Nova Scotia and Ontario, section 18;
- (c) the issuer is a reporting issuer and is not in compliance with its reporting obligations under securities legislation, including under this Regulation;
- (d) the issuer has previously commenced a distribution under this section and that distribution has not closed, been withdrawn or otherwise terminated.

#### **Conditions for closing of the distribution**

**6.** A distribution in reliance on the crowdfunding prospectus exemption must not close unless

- (a) the right of withdrawal has expired,
- (b) the aggregate minimum proceeds have been raised through one or both of the following:
  - (i) the distribution;

(ii) any concurrent distributions by any member of the issuer group, provided that the proceeds from those distributions are unconditionally available to the eligible crowdfunding issuer at the time of closing of the distribution,

(c) the issuer has provided to the funding portal written confirmation of the proceeds of the concurrent distributions referred to in subparagraph (b)(ii), if any,

(d) the issuer has received

(i) the purchase agreement entered into between the issuer and the purchaser,

(ii) a risk acknowledgement form for the purchaser where the purchaser positively confirms having read and understood the risk warnings and the information in the crowdfunding offering document,

(iii) except in Ontario, confirmation and validation that the purchaser is an accredited investor if the acquisition cost is greater than \$2,500, and

(iv) in Ontario, a confirmation of investment limits form for the purchaser, and

(e) the closing occurs within 30 days of the end of the distribution period.

### **Certificates**

**7.** (1) A crowdfunding offering document made available under paragraph 5(1)(f) must contain a certificate executed by the issuer in accordance with the applicable provisions of Appendix A, which

(a) if the issuer is a reporting issuer, states that

*“This crowdfunding offering document does not contain a misrepresentation. Purchasers of securities have a right of action in the case of a misrepresentation.”*, or

(b) if the issuer is not a reporting issuer, states that

*“This crowdfunding offering document does not contain an untrue statement of a material fact. Purchasers of securities have a right of action in the case of an untrue statement of a material fact.”*.

(2) A certificate under subsection (1) must be true as at the date the certificate is signed, the date the crowdfunding offering document is made available to purchasers and the time of the closing of the distribution.

(3) If a certificate under subsection (1) ceases to be true after a crowdfunding offering document is made available to a purchaser, the issuer must

(a) amend the crowdfunding offering document and provide a newly dated certificate executed by the issuer in accordance with the applicable provisions of Appendix A, and

(b) provide the amended crowdfunding offering document to the funding portal for the purpose of making it available to purchasers.

### **Right of withdrawal**

**8.** If the securities legislation of the jurisdiction in which a purchaser resides does not provide a comparable right, the crowdfunding offering document made available to the purchaser under paragraph 5(1)(f) must provide the purchaser with a contractual right to withdraw from any agreement to purchase the security by delivering a notice to the funding portal within 48 hours after the date of the agreement to purchase and any subsequent amendment to the crowdfunding offering document.

### **Liability for misrepresentation – reporting issuers**

**9.** If the securities legislation of the jurisdiction in which a purchaser resides does not provide a comparable right, the crowdfunding offering document of a reporting issuer, made available to the purchaser under paragraph 5(1)(f), must provide a contractual right of action against the issuer for rescission and damages that

(a) is available to the purchaser if the crowdfunding offering document or other materials made available to the purchaser contain a misrepresentation, without regard to whether the purchaser relied on the misrepresentation,

(b) is enforceable by the purchaser delivering a notice to the issuer

(i) in the case of an action for rescission, within 180 days after the date of purchase by the purchaser, or

(ii) in the case of an action for damages, before the earlier of

(A) 180 days after the purchaser first has knowledge of the facts giving rise to the cause of action, or

(B) 3 years after the date of purchase,

(c) is subject to the defence that the purchaser had knowledge of the misrepresentation,

(d) in the case of an action for damages, provides that the amount recoverable

(i) does not exceed the price at which the security was distributed, and

(ii) does not include all or any part of the damages that the issuer proves do not represent the depreciation in value of the security resulting from the misrepresentation, and

(e) is in addition to, and does not detract from, any other right of the purchaser.

**Liability for untrue statement – non-reporting issuers**

**10.** The crowdfunding offering document of an issuer that is not a reporting issuer, made available to a purchaser under paragraph 5(1)(f), must provide a contractual right of action against the issuer for rescission and damages that

(a) is available to the purchaser if the crowdfunding offering document or other materials made available to the purchaser contain an untrue statement of a material fact, without regard to whether the purchaser relied on the statement,

(b) is enforceable by the purchaser delivering a notice to the issuer

(i) in the case of an action for rescission, within 180 days after the date of purchase by the purchaser, or

(ii) in the case of an action for damages, before the earlier of

(A) 180 days after the purchaser first has knowledge of the facts giving rise to the cause of action, or

(B) 3 years after the date of purchase,

(c) is subject to the defence that the purchaser had knowledge of the untrue statement of a material fact,

(d) in the case of an action for damages, provides that the amount recoverable

(i) does not exceed the price at which the security was distributed, and

(ii) does not include all or any part of the damages that the issuer proves do not represent the depreciation in value of the security resulting from the untrue statement of a material fact, and

(e) is in addition to, and does not detract from, any other right of the purchaser.

**Advertising and general solicitation**

**11.** (1) An issuer must not, directly or indirectly, advertise a distribution, or solicit purchasers, under the crowdfunding prospectus exemption.

(2) Despite subsection (1), the issuer may inform purchasers that it proposes to distribute securities under the crowdfunding prospectus exemption and may refer purchasers to the funding portal facilitating the distribution.

**Additional distribution materials**

**12.** (1) In addition to the crowdfunding offering document required to be made available to a purchaser under paragraph 5(1)(f), an issuer may make available to a purchaser only through the funding portal the following materials:

- (a) a term sheet;
- (b) a video;
- (c) other materials summarizing the information in the crowdfunding offering document.

(2) The materials referred to in subsection (1) must be consistent with the information in the crowdfunding offering document.

(3) If an amended crowdfunding offering document is made available to purchasers, all materials made available to purchasers under this section must be amended, if necessary, and made available to purchasers through the funding portal.

**Commissions or fees**

**13.** No person in the issuer group or director or executive officer of an issuer in the issuer group may, directly or indirectly, pay a commission, finder's fee, referral fee or similar payment to any person in connection with a distribution in reliance on the crowdfunding prospectus exemption, other than to a funding portal.

**Restriction on lending**

**14.** No person in the issuer group or director or executive officer of an issuer in the issuer group may, directly or indirectly, lend or finance, or arrange lending or financing, for a purchaser to purchase securities of the issuer under the crowdfunding prospectus exemption.

**Filing or delivery of distribution materials**

**15.** (1) An issuer must, no later than 10 days after the closing of the distribution, file with the securities regulatory authority or regulator Form 45-106F1.

(2) At the same time that the issuer files the form referred to in subsection (1), the issuer must file a copy of the crowdfunding offering document and the materials referred to in paragraphs 12(1)(a) and (c).

(3) Upon request, the issuer must deliver to the securities regulatory authority or regulator any video referred to in paragraph 12(1)(b).

**DIVISION 2 Ongoing disclosure requirements for non-reporting issuers****Annual financial statements**

**16.** (1) An issuer that is not a reporting issuer that has distributed securities under the crowdfunding prospectus exemption must deliver to the securities regulatory authority or regulator and make reasonably available to each purchaser, within 120 days after the end of its most recently completed financial year, the financial statements listed in paragraphs 4.1(1)(a), (b), (c) and (e) of Regulation 51-102 respecting Continuous Disclosure Obligations (chapter V-1.1, r. 24).

(2) The financial statements referred to in subsection (1) must

(a) be approved by management of the issuer and be accompanied by

(i) a review report or auditor's report if the amount raised by the issuer under one or more prospectus exemptions from the date of the formation of the issuer until the end of its most recently completed financial year, is \$250,000 or more but is less than \$750,000, or

(ii) an auditor's report if the amount raised by the issuer under one or more prospectus exemptions from the date of the formation of the issuer until the end of its most recently completed financial year, is \$750,000 or more,

(b) comply with paragraph 3.2(1)(a), subparagraph 3.2(1)(b)(i), and subsection 3.2(5) of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards (chapter V-1.1, r. 25), and

(c) comply with section 3.5 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards.

(3) If the financial statements referred to in subsection (1) are accompanied by a review report, the financial statements must be reviewed in accordance with Canadian Financial Statement Review Standards and the review report must

(a) not include a reservation or modification,

(b) identify the financial periods that were subject to review,

(c) be in the form specified by Canadian Financial Statement Review Standards, and

(d) refer to IFRS as the applicable financial reporting framework.

(4) If the financial statements referred to in subsection (1) are accompanied by an auditor's report, the auditor's report must be

(a) prepared in accordance with section 3.3 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards, and

(b) signed by an auditor that complies with section 3.4 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards.

(5) If the financial statements referred to in subsection (1) are those of an SEC issuer,

(a) the financial statements may be prepared in accordance with section 3.7 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards,

(b) the financial statements may be reviewed in accordance with U.S. AICPA Financial Statement Review Standards and accompanied by a review report prepared in accordance with U.S. AICPA Financial Statement Review Standards that

(i) does not include a modification or exception,

(ii) identifies the financial periods that were subject to review,

(iii) identifies the review standards used to conduct the review and the accounting principles used to prepare the financial statements, and

(iv) refers to IFRS as the applicable financial reporting framework if the financial statements comply with paragraph 3.2(1)(a) of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards, and

(c) the financial statements may be audited in accordance with section 3.8 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards.

(6) If the financial statements referred to in subsection (5) are accompanied by a review report and the statements have been reviewed in accordance with Canadian Financial Statement Review Standards, the review report must be in compliance with paragraphs (3)(a) to (c) and must

(a) refer to IFRS as the applicable financial reporting framework if the financial statements comply with paragraph 3.2(1)(a) of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards, or

(b) refer to U.S. GAAP as the applicable financial reporting framework if the financial statements comply with section 3.7 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards.

(7) For the purpose of subsection (3) and paragraph (5)(b), the review report must be prepared and signed by a person authorized to sign a review report under the laws of a jurisdiction of Canada or a foreign jurisdiction, and that meets the professional standards of that jurisdiction.

(8) If any of the financial statements referred to in subsection (1) are not accompanied by an auditor's report or a review report prepared by a public accountant, the statements must include the following statement:

*“These financial statements were not audited or subject to a review by a public accountant, as permitted by securities legislation where an issuer has not raised more than a pre-defined amount under prospectus exemptions.”.*

### **Annual disclosure of use of proceeds**

**17.** (1) The financial statements of an issuer referred to in section 16 and the financial statements required under section 4.1 of Regulation 51-102 respecting Continuous Disclosure Obligations (chapter V-1.1, r. 24) must be accompanied by a notice that details, as at the date of the issuer’s most recently completed financial year, the use of the gross proceeds received by the issuer from a distribution made under the crowdfunding prospectus exemption.

(2) An issuer is not required to provide the notice referred to in subsection (1) if

(a) the issuer has disclosed in one or more prior notices the use of the entire gross proceeds from the distribution, or

(b) the issuer is no longer required to deliver, and make available to purchasers, annual financial statements.

### **Notice of specified key events**

**18.** In New Brunswick, Nova Scotia and Ontario, an issuer that is not a reporting issuer that distributes securities in reliance on the crowdfunding prospectus exemption must make reasonably available to each holder of a security acquired under the crowdfunding prospectus exemption, a notice in Form 45-108F4 of each of the following events within 10 days of their occurrence:

(a) a discontinuation of the issuer’s business;

(b) a change in the issuer’s industry;

(c) a change of control of the issuer.

### **Period of time for providing ongoing disclosure**

**19.** The obligations of an issuer that is not a reporting issuer under section 16 and, in New Brunswick, Nova Scotia and Ontario, under section 18 apply until the earliest of the following events:

(a) the issuer becomes a reporting issuer;

(b) the issuer has completed a winding up or dissolution;

(c) the securities of the issuer are beneficially owned, directly or indirectly, by fewer than 51 security holders worldwide.

**Books and records**

**20.** An issuer that is not a reporting issuer that distributes securities under the crowdfunding prospectus exemption must maintain the following books and records relating to the distribution for 8 years following the closing of the distribution:

- (a) the crowdfunding offering document and the materials referred to in subsection 12(1);
- (b) the risk acknowledgement forms;
- (c) except in Ontario, confirmation and validation that the purchaser is an accredited investor if the acquisition cost is greater than \$2,500;
- (d) in Ontario, the confirmation of investment limits forms;
- (e) the ongoing disclosure documents described in Division 2;
- (f) the aggregate number of securities issued under the crowdfunding prospectus exemption, and the date of issuance and the price for each security;
- (g) the names of all security holders of the issuer and the number and the type of securities held by each security holder;
- (h) such other books and records as are necessary to record the business activities of the issuer and to comply with this Regulation.

**PART 3  
REQUIREMENTS FOR FUNDING PORTALS****DIVISION 1 Registration requirements, general****Restricted dealer funding portal**

**21.** A restricted dealer funding portal and a registered individual of the restricted dealer funding portal that distributes securities in reliance on the crowdfunding prospectus exemption must comply with all of the following:

- (a) the requirements in this section and in Division 2 and Division 3 of this Part;
- (b) the terms, conditions, restrictions and requirements applicable to a registered dealer and to a registered individual, respectively, including
  - (i) Regulation 31-102 respecting National Registration Database (chapter V-1.1, r. 9),
  - (ii) Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations (chapter V-1.1, r. 10), except for the following:

section 3.9;

(A) Division 2 of Part 3, except for subsection 3.4(2) and

(B) section 6.2;

(C) section 6.3;

(D) Part 8;

(E) Part 9;

(F) paragraphs 11.5(2)(i), and (j);

(G) paragraphs 13.2(2)(c) and (d) and subsection 13.2(6);

(H) section 13.3;

(I) Division 3 of Part 13, if the restricted dealer funding portal does not enter into a referral arrangement permitted under subsection 40(2) of this Regulation;

(J) section 13.13;

(K) section 13.16;

(L) paragraphs 14.2(2)(i), (j), (k), (m), and (n);

(M) Division 5 of Part 14, except for section 14.12,

(iii) Regulation 33-105 respecting Underwriting Conflicts (chapter V-1.1, r. 11),

(iv) Regulation 33-109 respecting Registration Information (chapter V-1.1, r. 12), and

(v) the requirement to pay fees under securities legislation;

(c) the requirement to deal fairly, honestly and in good faith with purchasers;

(d) any other terms, conditions, restrictions or requirements imposed by a securities regulatory authority or regulator on the restricted dealer funding portal or on a registered individual of the restricted dealer funding portal.

### **Registered dealer funding portal**

**22.** A registered dealer funding portal and a registered individual of the registered dealer funding portal that distributes securities in reliance on the crowdfunding prospectus exemption must comply with all of the following:

(a) the requirements in this section and Division 2 of this Part;

(b) the terms, conditions, restrictions or requirements applicable to its registration category and to a registered individual, respectively, under securities legislation.

## **DIVISION 2 Registration requirements, funding portals**

### **Restricted dealing activities**

**23.** (1) A funding portal and a registered individual of the funding portal must not act as intermediaries in connection with a distribution of or trade in securities of an eligible crowdfunding issuer that is a related issuer of the funding portal.

(2) For the purposes of subsection (1), an issuer is not a related issuer where a funding portal, an affiliate of the funding portal, or any officer, director, significant shareholder, promoter or control person of the funding portal or of any affiliate of the funding portal, has beneficial ownership of, or control or direction over, issued and outstanding voting securities of the issuer, or securities convertible into voting securities of the issuer that alone or together constitute 10 percent or less of the outstanding voting securities of the issuer.

### **Advertising and general solicitation**

**24.** (1) A funding portal must not, directly or indirectly, advertise a distribution or solicit purchasers under the crowdfunding prospectus exemption.

(2) A funding portal may only make available to purchasers the crowdfunding offering document and the materials under section 12.

(3) A funding portal must ensure that the information about an eligible crowdfunding issuer and a distribution of eligible securities of the issuer is presented or displayed on its online platform in a fair, balanced and reasonable manner.

### **Access to funding portal**

**25.** (1) Prior to allowing an eligible crowdfunding issuer to access the funding portal for the purposes of posting a distribution, a funding portal must

- (a) enter into an issuer access agreement with the issuer,
- (b) obtain a personal information form from each director, executive officer and promoter of the issuer, and
- (c) conduct or arrange for the following:
  - (i) backgrounds checks on the issuer;
  - (ii) criminal record and background checks on each individual referred to in paragraph (b).

(2) In respect of each individual who becomes a director, executive officer or promoter of the issuer during the distribution period, the funding portal must

- (a) obtain a personal information form, and
- (b) conduct or arrange for criminal record and background checks to be conducted.

#### **Issuer access agreement**

**26.** The issuer access agreement referred to in paragraph 25(1)(a) must include all of the following:

(a) confirmation that the issuer will comply with the funding portal's policies and procedures concerning information posted by issuers on the funding portal's online platform;

(b) confirmation that the information that the issuer provides to the funding portal or posts on the funding portal's online platform will only contain permitted materials that are reasonably supported, and will not contain a promotional statement, a misrepresentation or an untrue statement of a material fact or otherwise be misleading;

(c) confirmation from each of the issuer and the funding portal that each is responsible for compliance with applicable securities legislation, including compliance with this Regulation;

(d) a requirement that the funding portal must terminate any distribution and report immediately to the securities regulatory authority or regulator if, at any time during the distribution period, it appears to the funding portal that the business of the issuer is not being, or may not be, conducted with integrity;

(e) in Ontario, confirmation that the funding portal is the agent of the issuer for the purposes of a distribution under the crowdfunding prospectus exemption.

#### **Obligation to review materials of eligible crowdfunding issuer**

**27.** (1) A funding portal is required to review the crowdfunding offering document, the materials referred to in subsection 12(1), the personal information forms, the results of the criminal record and background checks, and any other information about an issuer or a distribution made available to the funding portal or of which the funding portal is aware.

(2) If it appears to the funding portal that, based upon its review of the information and materials in subsection (1), the disclosure in the crowdfunding offering document and other materials referred to in subsection 12(1) is incorrect, incomplete or misleading, the funding portal must require that the issuer correct, complete or clarify the incorrect, incomplete or misleading disclosure prior to its posting on the funding portal's online platform.

**Denial of issuer access and termination**

**28.** (1) The funding portal must not allow an issuer access to its online platform for the purposes of a distribution under the crowdfunding prospectus exemption if

(a) after reviewing the information about the issuer or the distribution made available to the funding portal or of which the funding portal is aware, the funding portal makes a good faith determination that

(i) the business of the issuer may not be conducted with integrity because of the past conduct of

(A) the issuer, or

(B) any of the issuer's directors, executive officers, or promoters,

(ii) the issuer is not complying with one or more of its obligations under this Regulation, or

(iii) the crowdfunding offering document or the materials referred to in subsection 12(1) contain a statement or information that constitutes a misrepresentation or an untrue statement of a material fact and the issuer has not corrected the statement or information as requested by the funding portal under section 27, or

(b) the issuer or any of its directors, executive officers or promoters has pled guilty to or has been found guilty of an offence related to or has entered into a settlement agreement in a matter that involved fraud, or securities violations.

(2) A funding portal must terminate a distribution if, at any time during the distribution period, it appears to the funding portal that the business of the issuer is not being, or may not be, conducted with integrity.

**Return of funds**

**29.** A funding portal must promptly return to the purchaser all funds or assets received from a purchaser in connection with a distribution under the crowdfunding prospectus exemption if any of the following apply:

- (a) the purchaser exercises its right of withdrawal;
- (b) the requirements set out in section 6 are not met;
- (c) the issuer withdraws the distribution;
- (d) the distribution is otherwise terminated.

**Notifications**

**30.** If an amended crowdfunding offering document has been made available to purchasers under paragraph 7(3)(b), the funding portal must notify each purchaser that entered into an agreement to purchase securities prior to the amended crowdfunding offering document being made available that an amended crowdfunding offering document and, if applicable, other materials referred to in subsection 12(1) have been made available on the funding portal's online platform.

**Removal of distribution materials**

**31.** A funding portal must remove a crowdfunding offering document and the materials referred to in subsection 12(1) on the earliest of the following:

- (a) the end of the distribution period;
- (b) the withdrawal of the distribution;
- (c) the date on which the funding portal becomes aware that the crowdfunding offering document or the materials may contain a statement or information that is false, deceptive, misleading or that may constitute a misrepresentation or untrue statement of a material fact.

**Monitoring purchaser communications**

**32.** If a funding portal establishes an online communication channel through which purchasers may communicate with one another and with the eligible crowdfunding issuer about a distribution, the funding portal must monitor postings and remove any statement by, or information from, the issuer that is inconsistent with the crowdfunding offering document or is not in compliance with this Regulation.

**Online platform acknowledgement**

**33.** Prior to allowing a person entry to its online platform, a funding portal must require the person to acknowledge all of the following:

- (a) that a distribution posted on the funding portal's online platform
  - (i) has not been reviewed or approved in any way by a securities regulatory authority or regulator, and
  - (ii) is risky and may result in the loss of all or most of an investment;
- (b) that the person may receive limited ongoing information about an issuer or an investment made through the funding portal;
- (c) that the person is entering an online platform operated by a funding portal that

(i) is registered in the category of restricted dealer subject to the terms and conditions of this Regulation, and will not provide advice about the suitability of the purchase of the security, or

(ii) is registered in the category of investment dealer or exempt market dealer, and is required to provide advice about the suitability of the purchase of the security.

#### **Purchaser requirements prior to purchase**

**34.** Prior to a purchaser entering into an agreement to purchase securities under the crowdfunding prospectus exemption, a funding portal must

(a) obtain from the purchaser a risk acknowledgement form where the purchaser positively confirms having read and understood the risk warnings and the information in the crowdfunding offering document,

(b) except in Ontario, confirm and validate that the purchaser is an accredited investor if the acquisition cost is greater than \$2,500, and

(c) in Ontario, obtain from the purchaser, and validate, a confirmation of investment limits form.

#### **Required online platform disclosure**

**35.** A funding portal must include on its online platform prominent disclosure of all compensation, including fees, costs and other expenses that the funding portal may charge to, or impose on, an eligible crowdfunding issuer or a purchaser, and any such other disclosure that may be required under securities legislation.

#### **Delivery to the issuer**

**36.** On or before the closing of a distribution, the funding portal must deliver to the issuer the following:

(a) the purchase agreement entered into between the issuer and the purchaser;

(b) a risk acknowledgement form from the purchaser where the purchaser positively confirms having read and understood the risk warnings and the information in the crowdfunding offering document;

(c) except in Ontario, confirmation and validation that the purchaser is an accredited investor, if the acquisition cost is greater than \$2,500;

(d) in Ontario, a confirmation of investment limits form for the purchaser.

#### **Release of funds**

**37.** A funding portal must not release the funds raised under the distribution to the eligible crowdfunding issuer unless the requirements set out in section 6 have been met.

**Reporting requirements**

**38.** (1) A funding portal must immediately notify the securities regulatory authority or regulator in writing if, at any time during the distribution period, the funding portal terminates a distribution pursuant to subsection 28(2).

(2) A funding portal must deliver to the securities regulatory authority or regulator, in a format acceptable to the securities regulatory authority or regulator, within 30 days of the end of the second and fourth quarters of its financial year, a report containing the following information for the immediately preceding two quarters:

(a) each distribution through the funding portal, including the name of the issuer, the type of security, the amount of the distribution, the industry of the issuer and the number of purchasers participating in the distribution;

(b) the name and industry of each issuer denied access to the funding portal and the reason for the denial;

(c) the name and industry of each issuer

(i) that was granted access to the funding portal but the distribution did not close and the reason the distribution did not close, or

(ii) that was granted access to the funding portal but was subsequently removed from the funding portal and the reason for removal;

(d) such other information as a securities regulatory authority or regulator may reasonably request.

**DIVISION 3 Additional requirements, restricted dealer funding portal****Prohibition on providing recommendations or advice**

**39.** A restricted dealer funding portal and a registered individual of the restricted dealer funding portal must not, directly or indirectly, provide a recommendation or advice to a purchaser

(a) to purchase securities under the crowdfunding prospectus exemption or in connection with any other trade in a security, or

(b) to use borrowed money to finance any part of a purchase of securities under the crowdfunding prospectus exemption or in connection with any other trade in a security.

**Restriction on referral arrangements**

**40.** (1) A restricted dealer funding portal must not participate in a referral arrangement.

(2) Despite subsection (1), a funding portal may compensate a third party for referring an issuer to the funding portal.

**Permitted dealing activities**

**41.** A restricted dealer funding portal and a registered individual of the restricted dealer funding portal may only act as intermediaries in connection with

(a) a distribution of securities made in reliance on the crowdfunding prospectus exemption, and

(b) except in Ontario, a distribution of securities made in reliance on a start-up crowdfunding registration and prospectus exemptive relief order granted by a securities regulatory authority or regulator, provided that the restricted dealer funding portal and a registered individual of the restricted dealer funding portal are in compliance with the terms, conditions, restrictions and requirements in this Regulation.

**Chief compliance officer**

**42.** A restricted dealer funding portal must not designate an individual as its chief compliance officer under section 11.3 of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations (chapter V-1.1, r. 10) unless the individual has

(a) passed the Exempt Market Products Exam or the Canadian Securities Course Exam,

(b) passed the PDO Exam or the Chief Compliance Officers Qualifying Exam, and

(c) gained 12 months of experience and training that a reasonable person would consider necessary to perform the functions of a chief compliance officer for a restricted dealer funding portal.

**Proficiency**

**43.** (1) A restricted dealer funding portal must not permit an individual to perform an activity in connection with a distribution under the crowdfunding prospectus exemption unless the individual has the education, training and experience, which may include appropriate registration, that a reasonable person would consider necessary to perform the activity competently, including understanding the structure, features and risks of the distribution.

(2) For the purposes of subsection (1), the obligation to understand the structure, features and risks of the distribution does not include any obligation to assess

(a) the merits or expected returns of the investment to purchasers, or

(b) the commercial viability of the proposed business or distribution.

## **PART 4 EXEMPTION**

### **Exemption**

**44.** (1) Subject to subsection (2), the securities regulatory authority or regulator may grant an exemption from this Regulation, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.

(2) Despite subsection (1), in Ontario, only the regulator may grant an exemption.

(3) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of Regulation 14-101 respecting Definitions (chapter V-1.1, r. 3) opposite the name of the local jurisdiction.

## **PART 5 COMING INTO FORCE**

### **Effective date**

**45.** This Regulation comes into force on January 25, 2016.

## **APPENDIX A SIGNING REQUIREMENTS FOR CERTIFICATE OF A CROWDFUNDING OFFERING DOCUMENT (SECTION 7)**

**1.** If the eligible crowdfunding issuer is a company, a certificate under paragraph 7(1)(b) of the Regulation complies with this section if it is signed

(a) by the issuer's chief executive officer and chief financial officer or, if the issuer does not have a chief executive officer or chief financial officer, an individual acting in that capacity,

(b) on behalf of the directors of the issuer, by

(i) any 2 directors who are authorized to sign, other than the persons referred to in paragraph (a), or

(ii) all the directors of the issuer, and

(c) by each promoter of the issuer.

**2.** If the eligible crowdfunding issuer is a trust, a certificate under paragraph 7(1)(b) of the Regulation complies with this section if it is signed by

(a) the individuals who perform functions for the issuer similar to those performed by the chief executive officer and the chief financial officer of a company, and

(b) each trustee and the manager of the issuer.

3. A certificate under paragraph 7(1)(b) of the Regulation complies with this section
- (a) if a trustee or manager signing the certificate is an individual, the individual signs the certificate,
  - (b) if a trustee or manager signing the certificate is a company, the certificate is signed
    - (i) by the chief executive officer and the chief financial officer of the trustee or the manager, and
    - (ii) on behalf of the board of directors of the trustee or the manager, by
      - (A) any two directors of the trustee or the manager, other than the persons referred to in subparagraph (i), or
      - (B) all of the directors of the trustee or the manager,
  - (c) if a trustee or manager signing the certificate is a limited partnership, the certificate is signed by each general partner of the limited partnership as described in section 5 in relation to an eligible crowdfunding issuer that is a limited partnership, or
  - (d) in any other case, the certificate is signed by any person with authority to act on behalf of the trustee or the manager.
4. Despite sections 2 and 3, if the trustees of an eligible crowdfunding issuer, do not perform functions for the issuer similar to those performed by the directors of a company, the trustees are not required to sign the certificate of the issuer if at least two individuals who perform functions for the issuer similar to those performed by the directors of a company sign the certificate.
5. If the eligible crowdfunding issuer is a limited partnership, a certificate under paragraph 7(1)(b) of the Regulation complies with this section if it is signed by
- (a) each individual who performs a function for the issuer similar to any of those performed by the chief executive officer or the chief financial officer of a company, and
  - (b) each general partner of the issuer.
6. A certificate under paragraph 7(1)(b) of the Regulation complies with this section
- (a) if a general partner of the eligible crowdfunding issuer is an individual, the individual signs the certificate,
  - (b) if a general partner of the eligible crowdfunding issuer is a company, the certificate is signed
    - (i) by the chief executive officer and the chief financial officer of the general partner, and

- (ii) on behalf of the board of directors of the general partner, by
  - (A) any two directors of the general partner, other than the persons referred to in subparagraph (i), or
  - (B) all of the directors of the general partner,
- (c) if a general partner of the eligible crowdfunding issuer is a limited partnership, the certificate is signed by each general partner of the limited partnership and, for greater certainty, this section applies to each general partner required to sign,
- (d) if a general partner of the eligible crowdfunding issuer is a trust, the certificate is signed by the trustees of the general partner as described in section 2 in relation to an issuer that is a trust, or
- (e) in any other case where there is a general partner of the eligible crowdfunding issuer, the certificate is signed by any person with authority to act on behalf of the general partner.

7. If an eligible crowdfunding issuer is not a company, trust or limited partnership, a certificate under paragraph 7(1)(b) of the Regulation complies with this section if it is signed by the persons that, in relation to the issuer, are in a similar position or perform a similar function to any of the persons referred to in section 1, 2, 3, 4, 5 or 6.

## **FORM 45-108F1 CROWDFUNDING OFFERING DOCUMENT**

### **Instructions**

This Form contains the disclosure items that an eligible crowdfunding issuer offering securities under the crowdfunding prospectus exemption (the **issuer**) must include in a crowdfunding offering document. If any disclosure item is not applicable, include the relevant heading and state “Not applicable” under it.

Use plain language and focus on relevant information that would assist purchasers in making an investment decision. Use tables, charts and other graphic methods of presenting information if this will make the information easier to understand. The information should be balanced and not promotional in nature. A longer document is not necessarily a better document.

Do not disclose forward-looking information unless there is a reasonable basis for the forward-looking information. If material forward-looking information is disclosed, it must be accompanied by disclosure that identifies the forward-looking information as such, and cautions that actual results may vary from the forward-looking information. An example of forward-looking information would be an estimate of the timeline to complete a project.

If this crowdfunding offering document is amended and restated, the document that is made available to purchasers must be labelled as an amended and restated crowdfunding offering document.

**This crowdfunding offering document is divided into the following 11 items:**

Item 1 – Warning to purchasers

Item 2 – Brief overview of the issuer

Item 3 – Brief overview of the issuer’s business

Item 4 – What you need to know about the issuer’s management

Item 5 – What you need to know about the distribution

Item 6 – What you need to know about the issuer

Item 7 – What you need to know about the funding portal

Item 8 – What you need to know about your rights

Item 9 – Other relevant information

Item 10 – Documents incorporated by reference in this crowdfunding offering document

Item 11 – Certificate

**ITEM 1**

**WARNING TO PURCHASERS**

Include the following statement, in bold type:

**“No securities regulatory authority or regulator has assessed, reviewed or approved the merits of these securities or reviewed this crowdfunding offering document. Any representation to the contrary is an offence. This is a risky investment.”.**

**ITEM 2**

**BRIEF OVERVIEW OF THE ISSUER**

**2.1. Issuer information**

Provide the following information in the table below:

Full legal name of issuer	
Legal status (form of entity and date and jurisdiction of organization)	

Articles of incorporation, limited partnership agreement or similar document, and shareholder agreement, available at:	
Head office address of issuer	
Telephone	
Fax	
Website URL	
Link(s) to access video(s) relating to this offering (see instruction 1 below)	
Jurisdictions of Canada where the issuer is a reporting issuer (see instruction 2 below)	

*Instructions:*

1. A video may only be made available on the funding portal's online platform.
2. Disclose each jurisdiction of Canada where the issuer is a reporting issuer. If the issuer is not a reporting issuer, disclose that fact.

## 2.2. Issuer contact person

Provide the following information for a contact person at the issuer who is able to answer questions from a purchaser or a securities regulatory authority or regulator:

Full legal name of the contact person	
Position held at the issuer	
Business address	
Business telephone number	
Business email address	

## ITEM 3

### BRIEF OVERVIEW OF THE ISSUER'S BUSINESS

Briefly explain, in a few lines, the issuer's business and why the issuer is raising funds.

Include the following statement, in bold type:

**“A more detailed description of the issuer's business is provided below.”**

## ITEM 4

### WHAT YOU NEED TO KNOW ABOUT THE ISSUER'S MANAGEMENT

Provide the required information in the following table for each executive officer, director, promoter and control person of the issuer.

*Instruction: An executive officer is an individual who is: (a) a chair, vice-chair or president; (b) a chief executive officer or chief financial officer; (c) a vice-president in charge of a principal business unit, division or function including sales, finance or production; or (d) performing a policy-making function in respect of the issuer.*

Full legal name City, prov/state and country of residence  Position at issuer	Principal occupation for the last five years	Expertise, education, and experience that is relevant to the issuer's business	Percentage of time the person spends/will spend on the issuer's business (if less than full time)	Number and type of securities of the issuer owned, directly or indirectly  Date securities were acquired and price paid for securities  % of the issuer's issued and outstanding securities as of the date of this crowdfunding offering document

State whether each person listed in item 4 or the issuer, as the case may be

(a) has ever pled guilty to or been found guilty of:

(i) a summary conviction or indictable offence under the Criminal Code (R.S.C., 1985, c. C 46) of Canada;

(ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction;

(iii) a misdemeanour or felony under the criminal legislation of the United States of America, or any state or territory therein;

(iv) an offence under the criminal legislation of any other foreign jurisdiction,

(b) is or has been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last ten years related to his or her involvement in any type of business, securities, insurance or banking activity,

(c) is or has been the subject of a bankruptcy or insolvency proceeding in the last ten years, and/or

(d) is an executive officer, director, promoter or control person of an issuer that is or has been subject to a proceeding described in paragraphs (a), (b) or (c) above.

**ITEM 5**  
**WHAT YOU NEED TO KNOW ABOUT THE DISTRIBUTION**

**5.1. Distribution information**

Provide the following information in the table below:

Type of securities being distributed	
Price per security	\$
Description of any additional rewards or benefits that are not securities (see instruction 1 below)	
Start of distribution period	
End of distribution period	
Date and description of amendment(s) made to this crowdfunding offering document, if any	
Jurisdiction(s) where securities are being distributed	
<u>Expected proceeds of this distribution (see instruction 2 below)</u>	\$
<u>Minimum subscription per purchaser, if applicable</u>	\$

*Instructions:*

1. Include the following statement, in bold type as a footnote to the table if the issuer is offering any rewards or benefits:

**“The disclosure of additional rewards and benefits that are not securities is for information purposes only. A purchaser is cautioned that any rights applicable to a purchaser as result of an offering of rewards or benefits that are not securities are outside the jurisdiction of securities legislation.”**

2. The amount disclosed must be the same as the amount in Row A in the table under Proceeds to be raised in item 5.2.

**5.2. Aggregate proceeds**

Insert the relevant dollar amount and include the following statement, in bold type:

**“The issuer requires aggregate minimum proceeds of \$\_\_\_\_\_ to accomplish the business objectives described below.”**

Provide the following information in the tables below:

Proceeds to be raised

A.	Expected proceeds of this distribution	\$
B.	Proceeds expected to be received from concurrent distributions, if any, that will be unconditionally available to the issuer at the time of closing of the distribution (see instruction 1 below)	\$
C.	<b>Aggregate minimum proceeds C = (A+B)</b> (see instruction 2 below)	\$
D.	Maximum amount the issuer wants to raise	\$

*Instructions:*

1. The amount disclosed in Row B should reconcile to the information provided in item 5.3.
2. The amount disclosed in Row C must be the same as the amount disclosed in the statement at the beginning of this item.

Use of proceeds

	Description of expenses	Assuming aggregate minimum proceeds	Assuming maximum amount raised, if applicable
A.	Fees to be paid to funding portal (see instructions 1 and 2 below)	\$	\$
B.	Other expenses of this distribution (see instruction 3 below)	\$	\$
C.	Funds to accomplish business objectives (see instruction 4)	\$	\$
D.	<b>Total</b> (see instruction 5)	\$	\$

*Instructions:*

1. Describe the fees (e.g., commission, arranging fee or other fee) that the funding portal is charging for its services. Describe each type of fee and the estimated amount to be paid for each type. If a commission is being paid, indicate the percentage that the commission will represent of the gross proceeds of the distribution.
2. Disclose the estimated number and value of the issuer's securities to be issued, if any, in consideration for all or a portion of the portal's fees.
3. State the nature of each expense (e.g. legal, accounting, audit) and the estimated amount of the expense.
4. State the business objectives the issuer expects to accomplish using the proceeds to be raised, assuming: (i) the aggregate minimum proceeds are raised; and (ii) if applicable, the maximum amount is raised. Describe each business objective and state the estimated time period for the objective to be accomplished and the costs related to accomplishing it. Each business objective must be included in a separate row in the table.

5. The total dollar amount of the proceeds to be raised must be accounted for in the table. The amount disclosed in Row D under the column Assuming aggregate minimum proceeds must be the same as the amount in Row C in the table under Proceeds to be raised in this item. The amount disclosed in Row D under the column Assuming maximum amount raised, if applicable must be the same as the amount in Row D in the table under Proceeds to be raised in this item.

#### Business Acquisition

If any of the proceeds will be used by the issuer to acquire, invest in, or merge with a business, disclose, for that business, the information required by items 3 and 6.3, together with other relevant information.

### **5.3. Concurrent distributions**

If the proceeds of a concurrent distribution will be unconditionally available to the issuer at the time of closing of the distribution, provide the following information for each distribution by any member of the issuer group that is intended to be conducted, at least in part, during the distribution period:

- (a) type of securities being distributed in concurrent distribution;
- (b) proposed size of concurrent distribution;
- (c) proposed closing date of concurrent distribution;
- (d) price and terms of securities to be distributed in concurrent distribution.

*Instruction: If during the course of this distribution: (i) there is any change in the size, type of security, price per security, or other terms and conditions in a concurrent distribution being made by the issuer; (ii) there is any change in the amount of proceeds proposed to be received by the issuer from a concurrent distribution being made by a member of the issuer group, other than the issuer; or (iii) a new distribution is commenced by any member of the issuer group where the proceeds of the distribution will be unconditionally available to the issuer, this crowdfunding offering document must be amended to reflect this development.*

### **5.4. Description of securities distributed and relevant rights**

This security gives you the following rights (choose all that apply):

- Voting rights;
- Interest or dividends;
- Redemption rights;
- Rights on dissolution;
- Conversion rights: Each security is convertible into \_\_\_\_\_
- Other (describe) \_\_\_\_\_

Provide a description of any right to receive interest or dividends.

### Other rights or obligations

State whether purchasers will have protections such as tag-along or pre-emptive rights. If no such rights will be provided or are minimal in nature, explain:

- (a) the risks associated with being a minority security holder;
- (b) that the absence of such rights affects the value of the securities.

### Any other restrictions or conditions

Provide a brief summary of any other restrictions or conditions that attach to the securities being distributed.

### Dilution

Include the following statement:

“Your percentage of ownership in this issuer may be reduced significantly due to a number of factors beyond your control, such as the rights and characteristics of other securities already issued by the issuer, future issuances of securities by the issuer, and potential changes to the capital structure and/or control of the issuer.”

## **5.5. Other crowdfunding distributions**

For any crowdfunding distribution in which the issuer or an executive officer, director, promoter or control person of the issuer has been involved in the past five years, provide the information below:

For crowdfunding distributions that were started but the issuer did not receive any funds:

- (a) the full legal name of the issuer that made the distribution;
- (b) the date the distribution was discontinued.

For closed crowdfunding distributions:

- (a) the full legal name of the issuer that made the distribution;
- (b) the date that the distribution commenced and the date it closed;
- (c) the name and website address of the funding portal through which the distribution was made;
- (d) the amount raised;
- (e) the intended use of proceeds stated in the relevant crowdfunding offering document and the actual use of proceeds.

This information must be provided for each person that has been involved in a crowdfunding distribution in the past five years, whether with the issuer, or with another issuer.

**ITEM 6**  
**WHAT YOU NEED TO KNOW ABOUT THE ISSUER**

**6.1. Issuer's business**

Indicate which statement(s) best describe the issuer's operations (select all that apply):

- has never conducted operations;
- is in the development stage;
- is currently conducting operations;
- has shown profit in the last financial year.

Briefly describe:

- (a) the nature of the issuer's product(s) or service(s);
- (b) the industry in which the issuer operates;
- (c) the issuer's long term business objectives;
- (d) the issuer's assets and whether those assets are owned or leased.

**6.2. Related party relationships and transactions**

For purposes of this item, a control person is a person that controls, directly or indirectly, more than 20% of the issuer's voting securities prior to the closing of this distribution.

Family relationships

Are there any family relationships between any executive officers, directors, promoters or control persons? Y    N

  

If yes, describe the nature of each relationship.

Proceeds to be raised

Will the issuer use any of the proceeds to be raised to:

- acquire assets or services from an executive officer, director, promoter or control person, or an associate of any of them? Y    N

  

- loan money to any executive officer, director, promoter or control person, or an associate of any of them? Y    N

- reimburse any executive officer, director, promoter or control person, or an associate of any of them, for assets previously acquired, services previously rendered, monies previously loaned or advanced, or for any other reason? Y    N

If the answer to any of the above is “yes”, disclose the relationship between each person and the issuer and the principal terms of each transaction. If assets were acquired from a person, disclose the cost of the asset to the issuer and the method used to determine this cost. Disclose for each person who has been involved in more than one related party transaction, their relationship with the issuer and which of the transactions they have been involved with.

### 6.3. Principal risks facing the business

Disclose the risks facing the issuer’s business that could result in a purchaser losing the value of the purchaser’s investment. Only those risks that are highly significant to the business should be disclosed. The risks should be disclosed in order of most to least significant.

In addition to disclosing the principal risks in this crowdfunding offering document, reporting issuers may incorporate by reference the risk disclosure in their continuous disclosure documents (for example, their annual information form or management discussion & analysis).

*Instruction: Explain the risks of investing in the issuer for the purchaser in a meaningful way, avoiding overly general or “boilerplate” disclosure. Disclose both the risk and the factual basis for it. Risks can relate to the issuer’s business, its industry, its clients, etc.*

#### Litigation

Disclose any litigation or administrative action that has had or is likely to have a material effect on the issuer’s business. Include information not only about present pending litigation or administrative actions, but also past concluded litigation or administrative actions, and potential future claims of which the issuer is aware. Disclose the name of the court, agency or tribunal where the proceeding is pending, a description of the facts underlying the claim and the relief sought, or any information known to the issuer about pending litigation or administrative actions.

#### 6.4. Financial information

If the issuer is a non-reporting issuer, include the following statement, in bold type:

**“The issuer’s financial statements have not been provided to or reviewed by a securities regulatory authority or regulator.”.**

Fiscal year end

Month and Day: \_\_\_\_\_

See Schedule A to determine which financial statements must be attached to this crowdfunding offering document.

#### 6.5. Ongoing disclosure

Briefly describe how the issuer intends to communicate with purchasers.

Reporting issuer

If the issuer is a reporting issuer, state that the issuer is subject to reporting obligations under securities legislation and explain how a purchaser can access the issuer’s continuous disclosure documents.

Non-reporting issuer

If the issuer is a non-reporting issuer:

(a) state that the issuer has limited disclosure obligations under securities legislation and that the issuer is required to provide only annual financial statements and annual disclosure regarding use of proceeds;

(b) state the nature and frequency of any other disclosure the issuer intends to provide to purchasers;

(c) explain how purchasers can access the disclosure documents referred to in paragraphs (a) and (b).

In New Brunswick, Nova Scotia and Ontario, a non-reporting issuer must make available to each holder of a security acquired under the crowdfunding prospectus exemption, within 10 days of their occurrence, a notice of each of the following events:

- (a) a discontinuation of the issuer’s business;
- (b) a change in the issuer’s industry;
- (c) a change of control of the issuer.

## 6.6. Capital structure

Disclose the following information:

(a) the issuer's capital structure, including the terms and conditions of any other securities that are issued and outstanding as at the date of this crowdfunding offering document and the amount(s) that were paid for the securities;

(b) using the calculation outlined below, the percentage of the issuer's outstanding securities that the securities being distributed will represent on the closing of the distribution:

$$\frac{A}{A + B} = \%$$

A – Number of securities being distributed under this distribution

B – Number of issued and outstanding securities as of the date of this crowdfunding offering document

*Instruction: If the issuer has more than one class of outstanding securities, the calculation should be based only on the class of securities that is being distributed. If the securities being distributed are non-convertible debt securities, the calculation should be based on the face value of the debt securities;*

(c) the total number of securities reserved or subject to issuance under outstanding options, warrants or rights, the amount(s) that were paid for the securities, and the terms and conditions of those instruments.

## 6.7. Connected issuers

If the issuer is a connected issuer to a funding portal, include the disclosure required by Appendix C to Regulation 33-105 respecting Underwriting Conflicts (chapter V-1.1, r. 11).

*Instruction: The definition of “connected issuer” is provided in Regulation 33-105 respecting Underwriting Conflicts .*

## 6.8. Management compensation

### Reporting issuer

If the issuer is a reporting issuer, incorporate by reference the disclosure provided for purposes of item 3 of Form 51-102F6 Statement of Executive Compensation and other information disclosed in the issuer's Form 51-102F6 as needed.

Non-reporting issuer

If the issuer is a non-reporting issuer, provide the following information in the format set out below for each director and the three most highly compensated executive officers (or all executive officers if there are fewer than three):

Name of person and position at issuer	Total compensation paid to that person during the 12 month period preceding commencement of this distribution		Total compensation expected to be paid to that person during the 12 month period following closing of this distribution	
	Cash (\$)	Other Compensation	Cash (\$)	Other Compensation

*Instruction: Describe any non-cash compensation and how it was valued.*

**6.9. Mining issuer disclosure**

If the issuer is a mining issuer, state that the issuer is subject to the requirements of Regulation 43-101 respecting Standards of Disclosure for Mineral Projects (chapter V-1.1, r. 15).

*Instruction: Note that Regulation 43-101 respecting Standards of Disclosure for Mineral Projects applies to all issuers, including non-reporting issuers.*

**ITEM 7****WHAT YOU NEED TO KNOW ABOUT THE FUNDING PORTAL**

State that the issuer is using the services of a funding portal to offer its securities and provide the contact information of the funding portal below:

Full legal name of the funding portal	
Full website address of the funding portal	
Business email address of the funding portal	
Full legal name of the Chief Compliance Officer	
Full legal name of the contact person	
Business address	
Business telephone number	

Include the following statement:

“A purchaser can check if the funding portal is operated by a registered dealer at the following website: [www.aretheyregistered.ca](http://www.aretheyregistered.ca)”.

## **ITEM 8 WHAT YOU NEED TO KNOW ABOUT YOUR RIGHTS**

### Reporting issuer

If the issuer is a reporting issuer, state that a purchaser has the following contractual rights in connection with the purchase of securities:

(a) if the securities legislation of the jurisdiction in which the purchaser resides does not provide a comparable right, a right of action for damages or rescission if this crowdfunding offering document, or any document or video made available to a purchaser in addition to this crowdfunding offering document, contains a misrepresentation, and

(b) if the securities legislation of the jurisdiction in which the purchaser resides does not provide a comparable right, a right to withdraw from an agreement to purchase securities distributed under this crowdfunding offering document by delivering a notice to the funding portal within 48 hours after the date of subscription.

### Non-reporting issuer

If the issuer is a non-reporting issuer, state that a purchaser has the following contractual rights in connection with the purchase of securities:

(a) a right of action for damages or rescission if this crowdfunding offering document, or any document or video made available to a purchaser in addition to this crowdfunding offering document, contains an untrue statement of a material fact, and

(b) if the securities legislation of the jurisdiction in which the purchaser resides does not provide a comparable right, a right to withdraw from an agreement to purchase securities distributed under this crowdfunding offering document by delivering a notice to the funding portal within 48 hours after the date of subscription.

Disclose how a purchaser can find more information about these rights and how to exercise them. The disclosure should include who a purchaser needs to contact, how a purchaser can contact that person and the deadline for a purchaser to do so in order to exercise their rights. The issuer may choose to include a link to the relevant portion of the funding portal's website.

## **ITEM 9 OTHER RELEVANT INFORMATION**

State any other facts that would likely be important to a purchaser purchasing securities under this crowdfunding offering document.

## **ITEM 10 DOCUMENTS INCORPORATED BY REFERENCE IN THIS CROWDFUNDING OFFERING DOCUMENT**

If the issuer is a reporting issuer, include the following disclosure and provide the required information in the table below:

“Information has been incorporated by reference into this crowdfunding offering document from documents listed in the table below, which have been filed with the securities regulatory authorities or regulators in Canada. The documents incorporated by reference are available for viewing on the SEDAR website at [www.sedar.com](http://www.sedar.com).

“Documents listed in the table and information provided in those documents are not incorporated by reference to the extent that their contents are modified or superseded by a statement in this crowdfunding offering document or in any other subsequently filed document that is also incorporated by reference in this crowdfunding offering document.

Description of document (in the case of material change reports, provide a brief description of the nature of the material change)	Date of document

”

## ITEM 11 CERTIFICATE

**11.1.** Insert the date of this crowdfunding offering document and the date it was made available to purchasers through the funding portal and include the following statement, in bold type:

For reporting issuers:

**“This crowdfunding offering document does not contain a misrepresentation. Purchasers of securities have a right of action in the case of a misrepresentation.”**

For non-reporting issuers:

**“This crowdfunding offering document does not contain an untrue statement of a material fact. Purchasers of securities have a right of action in the case of an untrue statement of a material fact.”**

**11.2.** For both reporting and non-reporting issuers, provide the signature, date of the signature, name and position of each individual certifying this crowdfunding offering document.

**11.3.** If this crowdfunding offering document is signed electronically, include the following statement for each individual certifying the document, in bold type:

**“I acknowledge that I am signing this crowdfunding offering document electronically and agree that this is the legal equivalent of my handwritten signature. I will not at any time in the future claim that my electronic signature is not legally binding.”**

*Instruction: See Appendix A of Regulation 45-108 respecting Crowdfunding to determine who is required to certify this crowdfunding offering document.*

**Securities regulatory authorities and regulators of the participating jurisdictions:**

Manitoba	The Manitoba Securities Commission 500 – 400 St Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: 204 945-2548 Toll free in Manitoba: 1 800 655-2548 Fax: 204 945-0330 E-mail: <a href="mailto:exemptions.msc@gov.mb.ca">exemptions.msc@gov.mb.ca</a> <a href="http://www.msc.gov.mb.ca">www.msc.gov.mb.ca</a>
New Brunswick	Financial and Consumer Services Commission 85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2 Toll free: 1 866 933-2222 Fax: 506 658-3059 E-mail: <a href="mailto:info@fcnb.ca">info@fcnb.ca</a> <a href="http://www.fcnb.ca">www.fcnb.ca</a>
Nova Scotia	Nova Scotia Securities Commission Suite 400, 5251 Duke Street Halifax, Nova Scotia B3J 1P3 Telephone: 902 424-7768 Toll free in Nova Scotia: 1 855 424-2499 Fax: 902 424-4625 E-mail: <a href="mailto:nssc.crowdfunding@novascotia.ca">nssc.crowdfunding@novascotia.ca</a> <a href="http://www.nssc.gov.ns.ca">www.nssc.gov.ns.ca</a>
Ontario	Ontario Securities Commission 20 Queen Street West, 22nd Floor Toronto, Ontario M5H 3S8 Telephone: 416 593-8314 Toll-free (North America): 1 877 785-1555 Fax: 416 593-8122 E-mail: <a href="mailto:inquiries@osc.gov.on.ca">inquiries@osc.gov.on.ca</a> <a href="http://www.osc.gov.on.ca">www.osc.gov.on.ca</a>
Québec	Autorité des marchés financiers Direction du financement des sociétés 800, rue du Square-Victoria, 22nd floor P.O. Box 246, tour de la Bourse Montréal, Québec H4Z 1G3 Telephone: 514 395-0337 Toll free in Québec: 1 877 525-0337 Fax: 514 873-3090 E-mail: <a href="mailto:financement-participatif@lautorite.qc.ca">financement-participatif@lautorite.qc.ca</a> <a href="http://www.lautorite.qc.ca">www.lautorite.qc.ca</a>

**SCHEDULE A  
CROWDFUNDING OFFERING DOCUMENT FINANCIAL STATEMENT  
REQUIREMENTS**

1. In this schedule

“Canadian Financial Statement Review Standards” means standards for the review of financial statements by a public accountant determined with reference to the Handbook;

“SEC issuer” means an SEC issuer as defined in Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards (chapter V-1.1, r. 25);

“U.S. AICPA Financial Statement Review Standards” means the standards of the American Institute of Certified Public Accountants for a review of financial statements by a public accountant, as amended from time to time.

Reporting issuer

2. If the issuer is a reporting issuer, attach as an appendix to this crowdfunding offering document

(a) the most recent annual financial statements the issuer has filed with the securities regulatory authority or regulator, and

(b) the most recent interim financial report the issuer has filed with the securities regulatory authority or regulator for an interim period that is subsequent to the financial year covered by the annual financial statements referred to in paragraph (a).

Non-reporting issuer

3. If the issuer is not a reporting issuer

(a) Attach as an appendix to this crowdfunding offering document the financial statements listed in paragraphs 4.1(1)(a), (b), (c) and (e) of Regulation 51-102 respecting Continuous Disclosure Obligations (chapter V-1.1, r. 24).

(b) Despite paragraph (a), if the issuer has not completed a financial year, attach as an appendix to this crowdfunding offering document financial statements that include

(i) a statement of comprehensive income, a statement of changes in equity, and a statement of cash flows for the period from the date of the formation of the issuer to a date not more than 90 days before the date of this crowdfunding offering document,

(ii) a statement of financial position as at the end of the period referred to in subparagraph (i), and

(iii) notes to the financial statements.

(c) The financial statements referred to in paragraphs (a) and (b), and any other financial statements that are attached as an appendix to this crowdfunding offering document, must

(i) be approved by management and be accompanied by

A. a review report or auditor's report if the amount raised by the issuer under one or more prospectus exemptions from the date of the formation of the issuer until 90 days before the date of this crowdfunding offering document, is \$250,000 or more but is less than \$750,000, or

B. an auditor's report if the amount raised by the issuer under one or more prospectus exemptions from the date of the formation of the issuer until 90 days before the date of this crowdfunding offering document, is \$750,000 or more,

(ii) comply with paragraph 3.2(1)(a), subparagraph 3.2(1)(b)(i), and subsection 3.2(5) of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards (chapter V-1.1, r. 25), and

(iii) comply with section 3.5 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards.

(d) If the financial statements referred to paragraphs (a) and (b), or any other financial statements that are attached as an appendix to this crowdfunding offering document, are accompanied by a review report, the financial statements must be reviewed in accordance with Canadian Financial Statement Review Standards and the review report must

(i) not include a reservation or modification,

(ii) identify the financial periods that were subject to review,

(iii) be in the form specified by Canadian Financial Statement Review Standards, and

(iv) refer to IFRS as the applicable financial reporting framework.

(e) If the financial statements referred to in paragraphs (a) and (b), or any other financial statements that are attached as an appendix to this crowdfunding offering document, are accompanied by an auditor's report, the auditor's report must be

(i) prepared in accordance with section 3.3 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards, and

(ii) signed by an auditor that complies with section 3.4 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards.

(f) If the financial statements referred to in paragraphs (a) and (b), or any other financial statements that are attached as an appendix to this crowdfunding offering document, are those of an SEC issuer,

(i) the statements may be prepared in accordance with section 3.7 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards,

(ii) the financial statements may be reviewed in accordance with U.S. AICPA Financial Statement Review Standards and accompanied by a review report prepared in accordance with U.S. AICPA Financial Statement Review Standards that

A. does not include a modification or exception,

B. identifies the financial periods that were subject to review,

C. identifies the review standards used to conduct the review and the accounting principles used to prepare the financial statements, and

D. refers to IFRS as the applicable financial reporting framework if the financial statements comply with paragraph 3.2(1)(a) of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards, and

(iii) the financial statements may be audited in accordance with section 3.8 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards.

(g) If the financial statements referred to in paragraph (f) are accompanied by a review report and the statements have been reviewed in accordance with Canadian Financial Statement Review Standards, the review report must be in compliance with subparagraphs 3(d)(i) to (iii) and must

(i) refer to IFRS as the applicable financial reporting framework if the financial statements comply with paragraph 3.2(1)(a) of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards, or

(ii) refer to U.S. GAAP as the applicable financial reporting framework if the financial statements comply with section 3.7 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards.

(h) For the purpose of paragraph (d) and subparagraph (f)(ii), the review report must be prepared and signed by a person authorized to sign a review report under the laws of a jurisdiction of Canada or a foreign jurisdiction, and that meets the professional standards of that jurisdiction.

(i) If any of the financial statements referred to in paragraphs (a) and (b), or any other financial statements that are attached as an appendix to this crowdfunding offering document, are not accompanied by an auditor's report or a review report prepared by a public accountant, the statements must include the following statement:

*“These financial statements were not audited or subject to a review by a public accountant as permitted by securities legislation where an issuer has not raised more than a pre-defined amount under prospectus exemptions.”.*

**Instructions related to financial statement requirements and the disclosure of other financial information****What constitutes an issuer's first financial year**

The first financial year of an issuer commences on the date of its incorporation or organization and ends at the close of that financial year.

**What would be presented in an issuer's financial statements if the issuer has not completed a financial year**

The financial statements would include the financial statements listed in paragraphs 4.1(1)(a), (b), (c) and (e) of Regulation 51-102 respecting Continuous Disclosure Obligations for the period from the date of the formation of the issuer to a date not more than 90 days before the date of this crowdfunding offering document. The financial statements would not include a comparative period.

**What financial years need to be audited or reviewed**

If an issuer is required to have an auditor's report or review report accompany its financial statements in accordance with subparagraph 3(c)(i) of this schedule, the financial statements for the most recent period and the comparative period, if any, are both required to be audited or are both required to be reviewed.

**Statement required in annual financial statements that have not been audited or reviewed**

Paragraph 3(i) of this schedule requires that if an issuer's annual financial statements are not accompanied by an auditor's report or a review report prepared by a public accountant, the financial statements must include a statement that discloses that fact. Consistent with the requirements set out in subparagraph 3(c)(i) of this schedule, an issuer's annual financial statements are not required to be audited or reviewed by a public accountant if the issuer has raised less than \$250,000 under one or more prospectus exemptions from the date of the formation of the issuer until 90 days before the date of this crowdfunding offering document.

**What financial reporting framework is identified in the financial statements, and any accompanying auditor's report or review report**

If an issuer's financial statements are prepared in accordance with Canadian GAAP for publicly accountable enterprises and include an unreserved statement of compliance with IFRS, the auditor's report or review report must refer to IFRS as the applicable financial reporting framework.

There are two options for referring to the financial reporting framework in the applicable financial statements and accompanying auditor's report or review report:

(a) refer only to IFRS in the notes to the financial statements and in the auditor's report or review report, or

(b) refer to both IFRS and Canadian GAAP in the notes to the financial statements and in the auditor's report or review report.

**Non-GAAP financial measures**

An issuer that intends to disclose non-GAAP financial measures in its crowdfunding offering document should refer to CSA guidance for a discussion of staff expectations concerning the use of these measures.

**FORM 45-108F2**  
**RISK ACKNOWLEDGEMENT**

**Instructions:** This form must be completed by the purchaser before the purchaser enters into an agreement to purchase securities under the exemption in Regulation 45-108 respecting Crowdfunding.

Issuer name: i.e., ABC Company

Type of security offered: i.e., common share

**WARNING!**  
**BUYER BEWARE: This investment is risky.**  
**Don't invest unless you can afford to lose all the money you pay for this investment.**

	Yes	No
<b>1. Risk acknowledgement</b>		
<b>Risk of loss</b> – Do you understand that this is a risky investment and that you may lose all the money you pay for this investment?	<input type="checkbox"/>	<input type="checkbox"/>
<b>Liquidity risk</b> – Do you understand that you may never be able to sell this investment?	<input type="checkbox"/>	<input type="checkbox"/>
<b>Lack of information</b> – Do you understand that you may receive little ongoing information about the issuer and/or this investment?	<input type="checkbox"/>	<input type="checkbox"/>
<b>No income</b> – Do you understand that you may not earn any income, such as dividends or interest, on this investment?	<input type="checkbox"/>	<input type="checkbox"/>
<b>2. No approval and no advice</b>		
<b>No approval</b> – Do you understand that this investment has not been reviewed or approved in any way by a securities regulatory authority?	<input type="checkbox"/>	<input type="checkbox"/>
<b>No advice</b> – Do you understand that you will not receive advice about whether this investment is suitable for you to purchase? <i>[Instructions: Delete if the funding portal is operated by a registered investment dealer or exempt market dealer.]</i>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3. Limited legal rights</b>		
<b>Limited legal rights</b> – Do you understand that you will not have the same rights as if you purchased under a prospectus or through a stock exchange?  If you want to know more, you may need to seek professional legal advice.	<input type="checkbox"/>	<input type="checkbox"/>

	Yes	No
<b>4. Purchaser's understanding of this investment</b>		
<b>Investment risks</b> – Have you read this form and do you understand the risks of making this investment?	<input type="checkbox"/>	<input type="checkbox"/>
<b>Offering document</b> – Before you invest, you should read the offering document carefully. The offering document contains important information about this investment. If you have not read the offering document or if you do not understand the information in it, you should not invest.  Have you read and do you understand the information in the offering document?	<input type="checkbox"/>	<input type="checkbox"/>
<b>5. Purchaser's acknowledgement</b>		
First and last name:	Date:	
<b>Electronic signature:</b> By clicking the 'I confirm' button, I acknowledge that I am signing this form electronically and agree that this is the legal equivalent of my handwritten signature. I will not at any time in the future claim that my electronic signature is not legally binding. The date of my electronic signature is the same as my acknowledgement.		
<b>6. Additional information</b>		
<ul style="list-style-type: none"> <li>▪ <b>You have 48 hours to cancel your purchase from the date of the agreement to purchase the security and any amendment to the crowdfunding offering document of the issuer, by sending a notice to the funding portal at:</b> <i>[Instructions: Provide an email address or a fax number where purchasers can send their notice. Describe any other way purchasers can cancel their purchase.]</i></li> <li>▪ <b>To check if the funding portal is operated by a registered dealer, go to <a href="http://www.aretheregistered.ca">www.aretheregistered.ca</a></b></li> <li>▪ <b>If you want more information about your local securities regulatory authority, go to <a href="http://www.securities-administrators.ca">www.securities-administrators.ca</a></b></li> </ul>		

**FORM 45-108F3  
CONFIRMATION OF INVESTMENT LIMITS**

**Instructions:** This form must be completed by the purchaser before the purchaser enters into an agreement to purchase securities under the exemption in Regulation 45-108 respecting Crowdfunding (the crowdfunding exemption) in Ontario.

**How you qualify to buy securities under the crowdfunding exemption:** Checkmark the statement under A, B or C that applies to you. You may checkmark more than one statement. If you qualify under B or C, complete the confirmation of investment limits in the relevant section.

**A. Permitted Client**

You are a permitted client because:

- You are an individual who beneficially owns financial assets, as defined in section 1.1 of Regulation 45-106 respecting Prospectus Exemptions, having an aggregate realizable value that, before taxes but net of any related liabilities, exceeds \$5 million.
- Other - you are a person that otherwise falls within the definition of a permitted client in section 1.1 of Part 1 in Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations. Please specify the relevant category: \_\_\_\_\_.

**B. Accredited Investor**

You are an accredited investor because (check all that apply):

- Your net income before taxes was more than \$200,000 in each of the 2 most recent calendar years and you expect it to be more than \$200,000 in this calendar year. (You can find your net income before taxes on your personal income tax return.)
- Your net income before taxes combined with your spouse's was more than \$300,000 in each of the 2 most recent calendar years and you expect your combined net income before taxes to be more than \$300,000 in the current calendar year.
- Either alone or with your spouse, you own more than \$1 million in cash and securities, after subtracting any debt related to the cash and securities.
- Either alone or with your spouse, you have net assets worth more than \$5 million. (Your net assets are your total assets (including real estate) minus your total debt.)
- Other - you are a person that otherwise falls within the definition of an accredited investor as defined in section 1.1 of Regulation 45-106 respecting Prospectus Exemptions and in subsection 73.3(1) of the Securities Act, R.S.O. 1990 c. S.5. Please specify the relevant category: \_\_\_\_\_.

**Confirmation** (if you are an accredited investor but not a permitted client)

- I confirm that, after taking into account my investment of \$ \_\_\_\_\_ today in this issuer:
  - I have not invested more than \$25,000 in a single crowdfunding investment, and
  - I have not invested more than \$50,000 in all of the crowdfunding investments I have made in this calendar year.

### C. Retail Investor

You are a retail investor if none of the statements in the previous two sections apply to you.

**Confirmation** (if you are a retail investor)

- I confirm that, after taking into account my investment of \$\_\_\_\_\_ today in this issuer:
- I have not invested more than \$2,500 in a single crowdfunding investment, and
  - I have not invested more than \$10,000 in all of the crowdfunding investments I have made in this calendar year.

### Purchaser acknowledgement

First and last name:

Date:

**Electronic signature:** By clicking the 'I confirm' button, I acknowledge that I am signing this form electronically and agree that this is the legal equivalent of my handwritten signature. I will not at any time in the future claim that my electronic signature is not legally binding. The date of my electronic signature is the same as my acknowledgement.

### Funding portal information

This section must only be completed if an investor has received advice about this investment from a funding portal registered in the category of an investment dealer or an exempt market dealer.

First and last name of registered individual:

Telephone:

Email:

Name of firm:

Registration Category:

**FORM 45-108F4**  
**NOTICE OF SPECIFIED KEY EVENTS**

*Instructions: This is the form of notice required under section 18 of Regulation 45-108 respecting Crowdfunding in New Brunswick, Nova Scotia and Ontario to be made available to holders of securities acquired under the crowdfunding prospectus exemption.*

1. Issuer Name and Address	
Full legal name:	
Street address:	Province/State:
Municipality:	Postal code/Zip code:
Website:	Country:
2. Specified Key Event	
<p>The event, as described in section 3, is (checkmark all that apply):</p> <p><input type="checkbox"/> a discontinuation of the issuer's business</p> <p><input type="checkbox"/> a change in the issuer's industry</p> <p><input type="checkbox"/> a change of control of the issuer</p> <p>Date on which the event occurred (yyyy/mm/dd):</p>	
3. Event Description	
Provide a brief description of the event identified in section 2.	
4. Contact Person	
Provide the following information for a person at the issuer who can be contacted regarding the event described in section 3.	
Name:	Title:
Email address:	Telephone number:
Date of notice (yyyy/mm/dd):	

**FORM 45-108F5****PERSONAL INFORMATION FORM AND AUTHORIZATION TO COLLECT, USE AND DISCLOSE PERSONAL INFORMATION**

*Instructions: This Personal Information Form and Authorization to Collect, Use and Disclose Personal Information (the “Form”) is to be completed by every director, executive officer, and promoter of an eligible crowdfunding issuer relying on the crowdfunding prospectus exemption as set out in Regulation 45-108 respecting Crowdfunding.*

**All Questions**      **All questions must have a response.** The response of “N/A” or “Not Applicable” will not be accepted for any questions, except Questions 1(B), 2(iii) and (v) and 5.

**Questions 6 to 10**      Please place a checkmark (✓) in the appropriate space provided. If your answer to any of questions 6 to 10 is “YES”, you must, in an attachment, provide complete details, including the circumstances, relevant dates, names of the parties involved and final disposition, if known. **Any attachment must be initialled by the person completing this Form.** Responses must consider all time periods.

If you have received a pardon under the Criminal Records Act (R.S.C., 1985, c. C-47) for an Offence that relates to fraud (including any type of fraudulent activity), misappropriation of money or other property, theft, forgery, falsification of books or documents or similar Offences, you must disclose the pardoned Offence in this Form. In such circumstances:

- (a) the appropriate written response would be “Yes, pardon granted on (date)”; and
- (b) you must provide complete details in an attachment to this Form.

**DEFINITIONS**

**“Offence”** An offence includes:

- (a) a summary conviction or indictable offence under the Criminal Code (R.S.C., 1985, c. C-46);
- (b) a quasi-criminal offence (for example under the Income Tax Act (R.S.C., 1985, c. 1 (5<sup>th</sup> Supp.)), the Immigration and Refugee Protection Act (S.C. 2001, c. 27) or the tax, immigration, drugs, firearms, money laundering or securities legislation of any Canadian or foreign jurisdiction);
- (c) a misdemeanour or felony under the criminal legislation of the United States of America, or any state or territory therein; or
- (d) an offence under the criminal legislation of any other foreign jurisdiction;

**“Proceedings”** means:

- (a) a civil or criminal proceeding or inquiry which is currently before a court;
- (b) a proceeding before an arbitrator or umpire or a person or group of persons authorized by law to make an inquiry and take evidence under oath in the matter;

(c) a proceeding before a tribunal in the exercise of a statutory power of decision making where the tribunal is required by law to hold or afford the parties to the proceeding an opportunity for a hearing before making a decision; or

(d) a proceeding before a self-regulatory entity authorized by law to regulate the operations and the standards of practice and business conduct of its members (including where applicable, issuers listed on a stock exchange) and individuals associated with those members and issuers, in which the self-regulatory entity is required under its by-laws, rules or policies to hold or afford the parties the opportunity to be heard before making a decision, but does not apply to a proceeding in which one or more persons are required to make an investigation and to make a report, with or without recommendations, if the report is for the information or advice of the person to whom it is made and does not in any way bind or limit that person in any decision the person may have the power to make;

**“securities regulatory authority” or “SRA”** means a body created by statute in any Canadian or foreign jurisdiction to administer securities law, regulation and policy (e.g. securities commission), but does not include an exchange or other self-regulatory entity;

**“self-regulatory entity” or “SRE”** means:

- (a) a stock, derivatives, commodities, futures or options exchange;
- (b) an association of investment, securities, mutual fund, commodities, or future dealers;
- (c) an association of investment counsel or portfolio managers;
- (d) an association of other professionals (e.g. legal, accounting, engineering); and
- (e) any other group, institution or self-regulatory organization, recognized by a securities regulatory authority, that is responsible for the enforcement of rules, policies, disciplines or codes under any applicable legislation, or considered an SRE in another country.

1. Identification of individual completing form								
A.	Last name(s):		First name(s):			Full middle name(s) (No initials. If none, please state):		
	Name(s) most commonly known by:							
	Name of issuer:							
	Present or proposed position(s) with the issuer (check (√) all positions below that are applicable)		(√)	If director / executive officer disclose the date elected / appointed			If executive officer – provide title If other – provide details	
	Director							
	Executive Officer							
Promoter								
B.	Other than the name given in Question 1A above, provide any legal names, assumed names or nicknames under which you have carried on business or have otherwise been known, including information regarding any name change(s) resulting from marriage, divorce, court order or any other process. Use an attachment if necessary.				From		To	
					MM	YY	MM	YY
C.	Gender		Date of birth			Place of birth		
	Male	<input type="checkbox"/>	MM	DD	YYYY	City	Province/State	Country
	Female	<input type="checkbox"/>						

D.	Marital Status:	Full name of spouse (include common law):	Occupation of spouse:
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E.	Telephone and Facsimile Numbers and Email Address		
	Residential/ Cellular: (        )	Facsimile: (        )	
	Business: (        )	E-mail*:	

\*Provide an email address that the funding portal may use to contact you regarding this form. Where the securities regulatory authority or regulator (as defined in section 1.1 of Regulation 14-101 respecting Definitions) has requested the funding portal to provide it with this form, the securities regulator authority or regulator may also use the email address to contact you. This email address may be used to exchange personal information relating to you.

F.	Residential history				
	Provide all residential addresses for the past 10 YEARS starting with your current principal residential address. If you are unable to recall the complete residential address for a period, which is beyond 5 years from the date of completion of this Form, the municipality and province or state and country must be identified. The funding portal reserves the right to require the full address.				
	Street address, city, province/state, country & postal/zip code	From		To	
		MM	YY	MM	YY

		Yes	No
<b>2. Citizenship</b>			
(i)	Are you a Canadian citizen?	<input type="checkbox"/>	<input type="checkbox"/>
(ii)	Are you a person lawfully in Canada as an immigrant but are not yet a Canadian citizen?	<input type="checkbox"/>	<input type="checkbox"/>
(iii)	If “Yes” to Question 2(ii), the number of years of continuous residence in Canada:		
(iv)	Do you hold citizenship in any country other than Canada?	<input type="checkbox"/>	<input type="checkbox"/>
(v)	If “Yes” to Question 2(iv), the name of the country(ies):		

<b>3. Employment history</b>						
Provide your complete employment history for the <b>5 YEARS</b> immediately prior to the date of this Form starting with your current employment. Use an attachment if necessary. If you were unemployed during this period of time, state this and identify the period of unemployment.						
Employer name	Employer address	Position held	From		To	
			MM	YY	MM	YY

		Yes	No
<b>4. Involvement with issuers</b>			
A.	Are you or have you during the last 10 years ever been a director, officer, promoter, insider or control person for any issuer?	<input type="checkbox"/>	<input type="checkbox"/>
B.	If "YES" to 4A above, provide the names of each issuer. State the position(s) held and the period(s) during which you held the position(s). Use an attachment if necessary.		
	Name of issuer	Position(s) held	Market traded on
			From
			To
			MM YY MM YY
C.	While you were a director, officer or insider of an issuer, did any exchange or other self-regulatory entity ever refuse approval for listing or quotation of the issuer, including (i) a listing resulting from a business combination, reverse takeover or similar transaction involving the issuer that is regulated by an SRE or SRA, (ii) a backdoor listing or qualifying acquisition involving the issuer (as those terms are defined in the TSX Company Manual as amended from time to time) or (iii) a qualifying transaction, reverse takeover or change of business involving the issuer (as those terms are defined in the TSX Venture Corporate Finance Manual as amended from time to time)? If yes, attach full particulars.	<input type="checkbox"/>	<input type="checkbox"/>

<b>5. Educational history</b>			
<b>A.</b>	<b>Professional designation(s)</b>		
	Identify any professional designation held and professional associations to which you belong, for example, Barrister & Solicitor, C.P.A., C.A., C.M.A., C.G.A., P.Eng., P.Geol., CFA, etc. and indicate which organization and the date the designations were granted.		
	Professional Designation and Membership Number	Grantor of designation and Canadian or Foreign Jurisdiction	Date granted
			MM      YY
	Describe the current status of any designation and/or association (e.g. active, retired, non-practicing, suspended).		

<b>B.</b>	Provide your post-secondary educational history starting with the most recent.					
	School	Location	Degree or diploma	Date obtained		
				MM	DD	YY

		Yes	No
<b>6. Offences</b>			
If you answer “YES” to any item in Question 6, you <u>must</u> provide complete details in an attachment. <b>If you have received a pardon under the Criminal Records Act (R.S.C., 1985, c. C-47) for an Offence that relates to fraud (including any type of fraudulent activity), misappropriation of money or other property, theft, forgery, falsification of books or documents or similar Offences, you must disclose the pardoned Offence in this Form.</b>			
A.	Have you ever, in any Canadian or foreign jurisdiction, pled guilty to or been found guilty of an Offence?	<input type="checkbox"/>	<input type="checkbox"/>
B.	Are you the subject of any current charge, indictment or proceeding for an Offence, in any Canadian or foreign jurisdiction?	<input type="checkbox"/>	<input type="checkbox"/>
C.	To the best of your knowledge, are you currently or have you <b>ever</b> been a director, officer, promoter, insider, or control person of an issuer, in any Canadian or foreign jurisdiction, at the time of events that resulted in the		
	(i) pleading guilty to or being found guilty of an Offence?	<input type="checkbox"/>	<input type="checkbox"/>
	(ii) now being the subject of any charge, indictment or proceeding for an alleged Offence?	<input type="checkbox"/>	<input type="checkbox"/>

		Yes	No
<b>7. Bankruptcy</b>			
If you answer “YES” to any item in Question 7, you <u>must</u> provide complete details in an attachment and attach a copy of any discharge, release or other applicable document. You must answer “YES” or “NO” for EACH of (A), (B) and (C) below.			
A.	Have you, in any Canadian or foreign jurisdiction, within the past <b>10 years</b> had a petition in bankruptcy issued against you, made a voluntary assignment in bankruptcy, made a proposal under any bankruptcy or insolvency legislation, been subject to any proceeding, arrangement or compromise with creditors, or had a receiver, receiver-manager or trustee	<input type="checkbox"/>	<input type="checkbox"/>
B.	Are you now an undischarged bankrupt?	<input type="checkbox"/>	<input type="checkbox"/>

C.	To the best of your knowledge, are you currently or have you <b>ever</b> been a director, officer, promoter, insider, or control person of an issuer, in any Canadian or foreign jurisdiction, at the time of events, or for a period of 12 months preceding the time of events, where the issuer:		
(i)	has made a petition in bankruptcy, a voluntary assignment in bankruptcy, a proposal under any bankruptcy or insolvency legislation, been subject to any proceeding, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to manage the issuer's assets?	<input type="checkbox"/>	<input type="checkbox"/>
(ii)	is now an undischarged bankrupt?	<input type="checkbox"/>	<input type="checkbox"/>

Yes	No
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8. Proceedings		Yes	No
If you answer "YES" to any item in Question 8, you must provide complete details in an attachment.			
A.	Current proceedings by securities regulatory authority or self regulatory entity. Are you now, in any Canadian or foreign jurisdiction, the subject of:		
(i)	a notice of hearing or similar notice issued by an SRA or SRE?	<input type="checkbox"/>	<input type="checkbox"/>
(ii)	a proceeding of or, to your knowledge, an investigation by, an SRA or SRE?	<input type="checkbox"/>	<input type="checkbox"/>
(iii)	settlement discussions or negotiations for settlement of any nature or kind whatsoever with an SRA or SRE?	<input type="checkbox"/>	<input type="checkbox"/>
B.	Prior proceedings by securities regulatory authority or self regulatory entity. Have you <b>ever</b> :		
(i)	been reprimanded, suspended, fined, been the subject of an administrative penalty, or been the subject of any proceedings of any kind whatsoever, in any Canadian or foreign jurisdiction, by an SRA or SRE?	<input type="checkbox"/>	<input type="checkbox"/>
(ii)	had a registration or licence for the trading of securities, exchange or commodity futures contracts, real estate, insurance or mutual fund products cancelled, refused, restricted or suspended by an SRA or SRE?	<input type="checkbox"/>	<input type="checkbox"/>

	(iii) been prohibited or disqualified by an SRA or SRE under securities, corporate or any other legislation from acting as a director or officer of a reporting issuer or been prohibited or restricted by an SRA or SRE from acting as a director, officer or employee of, or an agent or consultant to, a reporting issuer?	<input type="checkbox"/>	<input type="checkbox"/>
	(iv) had a cease trading or similar order issued against you or an order issued against you by an SRA or SRE that denied you the right to use any statutory prospectus or registration exemption?	<input type="checkbox"/>	<input type="checkbox"/>
	(v) had any other proceeding of any kind taken against you by an SRA or SRE?	<input type="checkbox"/>	<input type="checkbox"/>
C.	Settlement agreement(s)		
	Have you ever entered into a settlement agreement with an SRA, SRE, attorney general or comparable official or body, in any Canadian or foreign jurisdiction, in a matter that involved actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading in securities or exchange or commodity futures contracts, illegal distributions, failure to disclose material facts or changes or similar conduct, or any other settlement agreement with respect to any other violation of securities legislation in a Canadian or foreign jurisdiction or the rules, by-laws or policies of any SRE?	<input type="checkbox"/>	<input type="checkbox"/>
D.	To the best of your knowledge, are you now or have you ever been a director, officer, promoter, insider, or control person of an issuer at the time of such event, in any Canadian or foreign jurisdiction, for which a securities regulatory authority or self-regulatory entity has:		
	(i) refused, restricted, suspended or cancelled the registration or licensing of an issuer to trade securities, exchange or commodity futures contracts, or to sell or trade real estate, insurance or mutual fund products?	<input type="checkbox"/>	<input type="checkbox"/>
	(ii) issued a cease trade or similar order or imposed an administrative penalty of any nature or kind whatsoever against the issuer, other than an order for failure to file financial statements that was revoked within 30 days of its issuance?	<input type="checkbox"/>	<input type="checkbox"/>
	(iii) refused a receipt for a prospectus or other offering document, denied any application for listing or quotation or any other similar application, or issued an order that denied the issuer the right to use any statutory prospectus or registration exemptions?	<input type="checkbox"/>	<input type="checkbox"/>
	(iv) issued a notice of hearing, notice as to a proceeding or similar notice against the issuer?	<input type="checkbox"/>	<input type="checkbox"/>

(v) commenced any other proceeding of any kind against the issuer, including a trading halt, suspension or delisting of the issuer, in connection with an alleged or actual contravention of an SRA's or SRE's rules, regulations, policies or other requirements, but excluding halts imposed (i) in the normal course for proper dissemination of information, or (ii) pursuant to a business combination, reverse takeover or similar transaction involving the issuer that is regulated by an SRE or SRA, including a qualifying transaction, reverse takeover or change of business involving the issuer (as those terms are defined in the TSX Venture Corporate Finance Manual as amended from time to time)?	<input type="checkbox"/>	<input type="checkbox"/>
(vi) entered into a settlement agreement with the issuer in a matter that involved actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading in securities or exchange or commodity futures contracts, illegal distributions, failure to disclose material facts or changes or similar conduct by the issuer, or any other violation of securities legislation or the rules, by-laws or policies of an SRE?	<input type="checkbox"/>	<input type="checkbox"/>

<b>Yes</b>	<b>No</b>
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## 9. Civil proceedings

If you answer "YES" to any item in Question 9, you must provide complete details in an attachment.

A.	Judgment, garnishment and injunctions Has a court in any Canadian or foreign jurisdiction:		
(i)	rendered a judgment, ordered garnishment or issued an injunction or similar ban (whether by consent or otherwise) against <u>you</u> in a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct?	<input type="checkbox"/>	<input type="checkbox"/>
(ii)	rendered a judgment, ordered garnishment or issued an injunction or similar ban (whether by consent or otherwise) against <u>an issuer</u> , of which you are currently or have ever been a director, officer, promoter, insider or control person in a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct?	<input type="checkbox"/>	<input type="checkbox"/>

B.	Current claims		
	(i) Are <u>you</u> now subject, in any Canadian or foreign jurisdiction, to a claim that is based in whole or in part on actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct?	<input type="checkbox"/>	<input type="checkbox"/>
	(ii) To the best of your knowledge, are you currently or have you ever been a director, officer, promoter, insider or control person of <u>an issuer</u> that is now subject, in any Canadian or foreign jurisdiction, to a claim that is based in whole or in part on actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct?	<input type="checkbox"/>	<input type="checkbox"/>
C.	Settlement agreement		
	(i) Have <u>you</u> ever entered into a settlement agreement, in any Canadian or foreign jurisdiction, in a civil action that involved actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct?	<input type="checkbox"/>	<input type="checkbox"/>
	(ii) To the best of your knowledge, are you currently or have you ever been a director, officer, promoter, insider or control person of <u>an issuer</u> that has entered into a settlement agreement, in any Canadian or foreign jurisdiction, in a civil action that involved actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct?	<input type="checkbox"/>	<input type="checkbox"/>

		Yes	No
<b>10. Involvement with other entities</b>			
A.	Has your employment in a sales, investment or advisory capacity with any employer engaged in the sale of real estate, insurance or mutual funds ever been suspended or terminated for cause? If yes, attach full particulars.	<input type="checkbox"/>	<input type="checkbox"/>
B.	Has your employment with a firm or company registered under the securities laws of any Canadian or foreign jurisdiction as a securities dealer, broker, investment advisor or underwriter, ever been suspended or terminated for cause? If yes, attach full particulars.	<input type="checkbox"/>	<input type="checkbox"/>
C.	Has your employment as an officer of an issuer ever been suspended or terminated for cause? If yes, attach full particulars.	<input type="checkbox"/>	<input type="checkbox"/>

**CERTIFICATE AND CONSENT**

I, \_\_\_\_\_ hereby certify that:

(Please Print – Name of Individual)

- (a) I have read and understand the questions, cautions, acknowledgement and consent in the personal information form to which this certificate and consent is attached or of which this certificate and consent forms a part (the “**Form**”), and the answers I have given to the questions in the Form and in any attachments to it are correct, except where stated to be answered to the best of my knowledge, in which case I believe the answers to be correct;
- (b) I have been provided with and have read and understand the Personal Information Collection Policy (the “**Personal Information Collection Policy**”) attached hereto as Schedule 1;
- (c) I consent to the collection, use and disclosure by the funding portal of the information in the Form and to the collection, use and disclosure by the funding portal of further personal information in accordance with the Personal Information Collection Policy;
- (d) I understand that the funding portal may use a third party to conduct the criminal record and background checks and I consent to the use and disclosure by the funding portal to the third party of the information in the Form and to the collection, use and disclosure by the third party of the information in the Form and of further personal information in order to provide these services to the funding portal;
- (e) I am aware that I am providing the Form to a funding portal, who upon request, will provide the Form and all further personal information in accordance with the Personal Information Collection Policy to the securities regulatory authorities or regulators (as defined in section 1.1 of Regulation 14-101 respecting Definitions) and consent to such disclosure to, and the collection, use and disclosure by, the securities regulatory authorities or regulators and I understand that I am under the jurisdiction of the securities regulatory authorities and the regulators to which this Form may be provided, and that it is a breach of securities legislation to provide false or misleading information to the securities regulatory authorities and the regulators.

\_\_\_\_\_  
**Date**

\_\_\_\_\_  
**Signature of Person Completing this Form**

## SCHEDULE 1 PERSONAL INFORMATION COLLECTION POLICY

The funding portal collects, uses and discloses personal information from every director, executive officer, and promoter of an issuer relying on the crowdfunding prospectus exemption for the purpose of complying with its obligations under Regulation 45-108 respecting Crowdfunding (“**Regulation 45-108**”), including conducting criminal record and background checks; verifying the information provided in the Personal Information Form and Authorization to Collect, Use and Disclose Personal Information (the “**Personal Information Form**”); reviewing the crowdfunding offering document and other materials for incorrect, incomplete and misleading information; identifying whether the issuer or any of its directors, executive officers, or promoters has been convicted of an offence related to or has entered into a settlement agreement in a matter that involved fraud or securities law violations; and making a good faith determination as to whether (i) the business of the issuer may not be conducted with integrity; (ii) the issuer is not complying with one or more of its obligations under Regulation 45-108; and (iii) the crowdfunding offering document and other materials contain a statement or information that constitutes a misrepresentation or an untrue statement of a material fact.

You understand that by signing the certificate and consent in the Personal Information Form, you are consenting to the funding portal collecting and using your personal information in the Personal Information Form, as well as any other information that may be necessary for the purposes described above (the “Information”).

You also understand and agree that the Information the funding portal collects about you may also be disclosed, as permitted by law, where its use and disclosure is for the purposes described above. The funding portal may use a third party to conduct the criminal record and background checks and to process the Information, but when this happens, the third party will be carefully selected and obligated to comply with the limited use restrictions described above and with applicable privacy legislation. You understand that by signing the certificate and consent in the Personal Information Form, you are consenting to the funding portal disclosing your Information to, and to the collection, use and disclosure of your Information by, the third party service provider for the purposes of providing these services to the funding portal.

You understand that the funding portal, upon request of the securities regulatory authorities or regulators (as defined in section 1.1 of Regulation 14-101 respecting Definitions), is required to deliver the Information to the securities regulatory authorities or regulators because the issuer has relied upon the crowdfunding prospectus exemption. The securities regulatory authorities and the regulators collect, use and disclose the Information under the authority granted to them under provincial securities legislation for the purpose of enabling the securities regulatory authorities and regulators to administer and enforce provincial securities legislation. You understand that by signing the certificate and consent in the Personal Information Form, you are consenting to disclosure of your Information by the funding portal to the securities regulatory authorities and regulators upon their request.

You also understand that you have a right to be informed of the existence of personal information about you that is kept by funding portals, securities regulatory authorities and regulators, that you have the right to request access to that information, and that you have the right to request that such information be corrected, subject to the provisions of the applicable privacy legislation.

**Warning:** It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

## Questions

If you have any questions about the collection, use, and disclosure of the information you provide, you may contact the funding portal at: *[Instructions: Provide an address and telephone number where an individual who has provided personal information can contact the funding portal.]*

## REGULATION TO AMEND REGULATION 45-102 RESPECTING RE SALE OF SECURITIES

Securities Act  
(chapter V-1.1, s. 331.1, par. (3), (11) and (14))

1. Appendix D of Regulation 45-102 respecting Resale of Securities (chapter V-1.1, r. 20) is amended:

(1) by replacing the introductory sentence with the following:

“1. Except in Manitoba, the following exemptions from the prospectus requirement in Regulation 45-106 respecting Prospectus Exemptions (c. V-1.1, r. 21):”;

(2) by inserting, before the title “**Transitional and Other Provisions**”, the following paragraph:

“2. In Ontario, Québec, New Brunswick and Nova Scotia, the exemption from the prospectus requirement in section 5 [*Crowdfunding prospectus exemption*] of Regulation 45-108 respecting Crowdfunding.”.

2. This Regulation comes into force on January 25, 2016.

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