



PRESTIGE CAPITAL

May 29, 2012

Robert Day
Manager, Business Planning
Ontario Securities Commission
20 Queen Street West
Suite 1900, Box 55
Toronto, Ontario M5H 3S8

Sent via Email: rday@osc.gov.on.ca

Cc: The Honourable Dwight Duncan
Minister of Finance

financecommunications.fin@ontario.ca

Dear Mr. Day:

Re: Request for comments regarding statement of priorities

I am writing in response to your request for comments and specific advice on the proposed objectives for the fiscal year ending March 31, 2013.

My feedback is in regards to you giving consideration to adopting alternate capital raising exemptions in Ontario in addition to the accredited investor and \$150,000 exemptions. I think there is a necessity for you to adopt exemptions that make it easier for businesses across Canada to access capital in Ontario, and for Ontario residents to enjoy a truly diversified portfolio.

As an Alberta-based exempt market issuer with investors across the country, I have witnessed how the absence of the Offering Memorandum exemption in Ontario has limited the ability for the majority of Ontario residents to truly diversify their investment portfolio beyond the traditional securities offered by public exchanges. What I have heard from Ontario residents is a serious concern regarding their ability to diversify outside of public markets, especially during the last decade as some have incurred tremendous losses in public market securities.

Logic and necessity dictate that you consider the adoption of the OM exemption. It is not only timely, due to the lack of critical capital available to businesses, but also sensible for investor protection. With the introduction of NI 31-103, I feel, as an issuer, that the exempt market has moved in the right direction and offers investors options with adequate disclosure requirements to diversify outside of traditional publicly traded securities.

I recommend that the adoption of the Offering Memorandum exemption be identified as a priority for the fiscal year. At minimum, the final published Statement of Priorities should include a detailed list of capital raising exemptions under consideration.

Sincerely,

Curtis Potyondi
President