Instructions:

Please respond to ALL 43 questions in this questionnaire. We understand that the responses may require a high level of professional judgement. By completing this questionnaire, you acknowledge that the information provided to us is, to the best of your knowledge, complete and accurate. Please complete this questionnaire with information that is current as at July 31, 2009. (Note: Only one user at a time should enter data into the questionnaire. If multiple users enter data into the questionnaire at the same time, the system will maintain only the last saved copy of the questionnaire).

Please submit the completed questionnaire by October 1, 2009. If you have any questions, please send an email to 'ComplianceSurvey@osc.gov.on.ca'.

We appreciate your feedback. Please feel free to complete the feedback box at the end of the questionnaire.

Click the "Start" button to begin. You can later retrieve the saved questionnaire using the link in the email we sent you.

You will find these buttons on the following pages. Here are their meanings:

- **Start**: Begin the questionnaire.
- **Previous**: Go to previous question.
- **Next**: Go to next question.
- **Print**: Print copy of the questionnaire. Please print a copy for your own records.
- **Save**: Save incomplete questionnaire.
- **Submit**: Send completed questionnaire to the OSC. If a mandatory field(s) has not been completed, it will be indicated on the left side navigation section. In addition, the system will take you back to the first page where incomplete mandatory field(s) is found.

Use the left column to navigate between questions and to check whether you have completed all questions.

Mandatory fields are high-lighted in yellow. Once it is answered, the color changes to white. In addition, a field will be highlighted in red if an error is detected; for example, if total percentage is over 100% in Q5.
## LMD BUSINESS STRUCTURE

### Q1. Business Model

Which **business model** best describes your Limited Market Dealer (LMD) activities?

<table>
<thead>
<tr>
<th>Option</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>☐) Service oriented</td>
<td>1. Mergers and acquisitions – provide assistance in mergers and acquisitions</td>
</tr>
<tr>
<td></td>
<td>2. Capital raising – provide advice on capital structuring to raise financing and/or distribute private placement</td>
</tr>
<tr>
<td></td>
<td>3. Relationship facilitator – facilitate relationships between investors and registrants, or investors and third parties (e.g. investee company)</td>
</tr>
<tr>
<td>☐) Product distribution</td>
<td>1. Distributor of investment products offered by prospectus <strong>(prospectus-qualified products)</strong></td>
</tr>
<tr>
<td></td>
<td>2. Distributor of investment products sold under a prospectus and/or registration exemption <strong>(exempt products)</strong></td>
</tr>
<tr>
<td>☐) Other – describe below</td>
<td></td>
</tr>
</tbody>
</table>

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**Business model:** For more information on business models, see Ontario Securities Commission (OSC) Staff Notice 11-758 – Review of Limited Market Dealers on the OSC website at www.osc.gov.on.ca/Regulation/Rulemaking/Current/Part1/sn_20060616_11-758_ltd-market-dealers.jsp

**Limited Market Dealer (LMD):** As of September 28, 2009, the LMD category is replaced by the category of exempt market dealer (EMD) under National Instrument 31-103 Registration Requirements and Exemptions (NI 31-103). Section 16.3 of NI 31-103 provides that firms that are registered as LMDs on September 28, 2009 will be automatically registered in the new EMD category. Please refer to NI 31-103, which was published on July 17, 2009, for further details. In addition, a CSA Staff Notice 31-312 The Exempt Market Dealer Category under National Instrument 31-103 Registration Requirements and Exemptions (CSA Staff Notice 31-312) was published on August 7, 2009. This notice summarizes the key requirements and transition process for the new EMD category. Copies of both NI 31-103 and CSA Staff Notice 31-312 can be found on the OSC website at www.osc.gov.on.ca/Regulation/Rulemaking/Current/rrn_part3_index.jsp

**Prospectus-qualified products:** Investment products offered by prospectus

**Exempt products:** Investment products sold under a prospectus and/or registration exemption
<table>
<thead>
<tr>
<th>Questionnaire Sections</th>
<th>LMD BUSINESS STRUCTURE</th>
</tr>
</thead>
<tbody>
<tr>
<td>LMD Business Structure</td>
<td>Q2. Number of years in business</td>
</tr>
<tr>
<td>Q1. Business Model</td>
<td>When did the firm begin LMD business activities?</td>
</tr>
<tr>
<td>Q2. Years In Business</td>
<td>☐ a) More than 10 years ago</td>
</tr>
<tr>
<td>Q3. Management Experience</td>
<td>☐ b) Between 5 and 10 years ago</td>
</tr>
<tr>
<td>Q4. Size - employees</td>
<td>☐ c) In the past 5 years</td>
</tr>
<tr>
<td>Q5. Size - revenue</td>
<td>☐ d) In the past 2 years</td>
</tr>
<tr>
<td>Q6. Clients</td>
<td>☐ e) Do not engage in LMD business activities. State below when you intend to begin</td>
</tr>
<tr>
<td>Q7. Residency</td>
<td>☐ LMD activities and why you are currently registered as an LMD</td>
</tr>
</tbody>
</table>
### LMD BUSINESS STRUCTURE

#### Q3. Management Experience

How many years of industry experience does your management have on average?

- [ ] a) Less than 2 years
- [ ] b) More than 2 years but less than 5 years
- [ ] c) Between 5 years and 10 years
- [ ] d) 10 years or more
<table>
<thead>
<tr>
<th>Questionnaire Sections</th>
<th>LMD BUSINESS STRUCTURE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Q1. Business Model</td>
<td><strong>Q4. Size of LMD activities - Employees</strong></td>
</tr>
<tr>
<td>Q2. Years in Business</td>
<td>How many people are <strong>employed</strong> in your LMD business?</td>
</tr>
<tr>
<td>Q3. Management Experience</td>
<td>☐ One employee</td>
</tr>
<tr>
<td>Q4. Size - employees</td>
<td>☐ 2 to 5 employees</td>
</tr>
<tr>
<td>Q5. Size - revenue</td>
<td>☐ 6 to 15 employees</td>
</tr>
<tr>
<td>Q6. Clients</td>
<td>☐ More than 15 employees</td>
</tr>
<tr>
<td>Q7. Residency</td>
<td></td>
</tr>
</tbody>
</table>

**Employed** This includes individuals who are employed by the firm or acting as agents of the firm.
### LMD BUSINESS STRUCTURE

#### Q5. Size of LMD activities - Revenue

Provide the following average annual information of your firm for the last three fiscal years for each line of business:

<table>
<thead>
<tr>
<th>Line of Business</th>
<th>Average annual revenue</th>
<th>% of average annual revenue</th>
<th>Average annual number of transactions conducted</th>
</tr>
</thead>
<tbody>
<tr>
<td>a) Mergers and acquisitions</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>b) Capital raising</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>c) Relationship facilitator</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>d) Distributor of <strong>prospectus-qualified</strong> product</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>e) Distributor of <strong>exempt products</strong></td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>f) Other – describe below</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

**Total**

Enter zero in the total line above before proceeding to the next question if there was no revenue or transaction conducted during this period.

**Prospectus-qualified products:** Investment products offered by prospectus

**Exempt products:** Investment products sold under a prospectus and/or registration exemption
### LMD BUSINESS STRUCTURE

#### Q6. Type of clients

Provide the number of clients the firm has in each category:

<table>
<thead>
<tr>
<th>Number of clients</th>
<th>Percentage % of total clients</th>
</tr>
</thead>
<tbody>
<tr>
<td>a) Clients that meet the permitted client definition</td>
<td>0</td>
</tr>
<tr>
<td>b) Clients that meet the accredited investor definition but are not permitted clients</td>
<td>0</td>
</tr>
<tr>
<td>c) Other – clients that are not included in a) or b) above</td>
<td>0</td>
</tr>
</tbody>
</table>

**Total:**

| 0 | 0 |

Enter zero in the total line above before proceeding to the next question if you do not have any clients.

---

**Permitted client:** For a definition of permitted client, see section 1.1 of NI 31-103 at [www.osc.gov.on.ca/Regulation/Rulemaking/Current/rm_part3_index.jsp](http://www.osc.gov.on.ca/Regulation/Rulemaking/Current/rm_part3_index.jsp)

**Accredited investor:** For a definition of accredited investor, see section 1.1 of National Instrument 45-106 Prospectus and Registration Exemptions on the OSC website at [www.osc.gov.on.ca/Regulation/Rulemaking/Current/rm_part4_index.jsp](http://www.osc.gov.on.ca/Regulation/Rulemaking/Current/rm_part4_index.jsp)

**Client:** A client is a person or company whom you provide services to. You do not necessarily need to be collecting a fee from the person or company for them to be considered your client. For example, you may assist an issuer to raise capital through a private placement offering and seek out investors who wish to purchase the private placement. The issuer may be paying you a fee for your services. In this example, both the issuer and the investors would be considered your clients. Finally, we are referring to your actual clients, not potential clients or contacts that you may have.
## LMD BUSINESS STRUCTURE

### Q7. Residency of clients

Provide the residency of the firm’s clients in the table below:

<table>
<thead>
<tr>
<th>Residency</th>
<th>Number of clients</th>
<th>Percentage % of total clients</th>
</tr>
</thead>
<tbody>
<tr>
<td>a) Ontario</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>b) In Canada but outside Ontario</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>c) United States</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>d) Other – list country of residence below</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

**Total:**

| Total:                                         | 0                 | 0                            |

Enter zero in the total line above before proceeding to the next question if you do not have any clients.
**Q8. Registration status of affiliates**

Do you have any affiliates that are registered with a provincial securities regulator in Canada?

- [ ] a) Yes – We have affiliates and some affiliates are registered with a provincial securities regulator. Provide the name of the affiliate and the provincial securities regulator that they are registered with below.
- [ ] b) Yes – I have affiliates but none are registered with a provincial securities regulator.
- [ ] c) No – I have no affiliates.

**Affiliate:** Affiliate is defined under subsection 1(2) of the Securities Act (Ontario) (the Act)
### PRODUCTS

**Q9. Type of investment products sold**

Check all investment products that you sell:

- [ ] a) Not applicable - do not sell any type of investment products
- [x] b) Prospectus-qualified products
- [ ] c) Exempt products *(e.g., hedge funds, pooled funds)*
- [ ] d) Limited partnerships
- [ ] e) Private placements
- [ ] f) Principal protected notes
- [ ] g) Guaranteed debt
- [ ] h) Promissory notes
- [x] i) Structured products
- [ ] j) Mortgage investment corporation
- [ ] k) Foreign exchange contracts - describe below
- [ ] l) Contracts for difference
- [ ] m) Life settlements
- [ ] n) Other - describe below

---

**Prospectus-qualified products:** Investment products offered by prospectus

**Exempt products:** Investment products sold under a prospectus and/or registration exemption

**Structured products:** generally an investment product that is based on derivatives, such as a single security, a basket of securities, options, indices, commodities, debt issuances and/or foreign currencies, and swaps.
**PRODUCTS**

<table>
<thead>
<tr>
<th>Q10. Type of investment products sold</th>
</tr>
</thead>
<tbody>
<tr>
<td>Do you sell <strong>prospectus-qualified products</strong>?</td>
</tr>
</tbody>
</table>

- [ ] a) Yes - If the product is an investment fund, provide the full legal name of the investment fund manager below. If the product is a limited partnership, provide the full legal name of the general partner below.

- [ ] b) No

**Prospectus-qualified products**: Investment products offered by prospectus
Q11. Type of investment products sold

Do you sell exempt products?

☐ a) Yes - if the exempt product is an investment fund, provide the full legal name of the investment fund manager below. If the exempt product is a limited partnership, provide the full legal name of the general partner below.

☐ b) No
<table>
<thead>
<tr>
<th>Questionnaire Sections</th>
</tr>
</thead>
<tbody>
<tr>
<td>LMD Business Structure</td>
</tr>
<tr>
<td>Affiliates</td>
</tr>
<tr>
<td>Products</td>
</tr>
<tr>
<td><strong>Fees</strong></td>
</tr>
<tr>
<td>Q12. Disclosure</td>
</tr>
<tr>
<td>Q13. Types</td>
</tr>
<tr>
<td>Q14. Sales comm.</td>
</tr>
<tr>
<td>Q15. Trailer</td>
</tr>
<tr>
<td>Investment Suitability</td>
</tr>
<tr>
<td>Distribution</td>
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<tr>
<td>Investment Review Process</td>
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<tr>
<td>Conflicts Of Interest</td>
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<tr>
<td>Marketing</td>
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<tr>
<td>Disclosure</td>
</tr>
<tr>
<td>Policies And Procedures</td>
</tr>
<tr>
<td>Compliance Structure</td>
</tr>
<tr>
<td>Others</td>
</tr>
</tbody>
</table>

**FEES**

**Q12. Disclosure**

How do you disclose to your clients the fees you charge them? Check all that apply.

- [ ] a) In writing (eg. through an offering memorandum, a client agreement)
- [ ] b) Verbally
- [ ] c) Do not disclose fees to clients
## Q13. Type of fees charged

What type of fees do you charge or collect? Check all that apply. (For referral fees, please see question 23).

- [ ] a) Flat fee - fixed amount paid
- [ ] b) Fee calculated as a percentage of total investment
- [ ] c) Success fee - contingent upon successful completion of a transaction
- [ ] d) Performance fee - contingent upon performance of underlying investment product
- [ ] e) Broker warrants
- [ ] f) Other - describe below

### Other - describe below

```

```
### FEES

**Q14. Type of fees charged**

What is the range of sales commissions that you receive on the investment products sold?

- [ ] a) Not applicable - do not sell investment products
- [ ] b) None- do not receive a sales commission
- [ ] c) Less than 3%
- [ ] d) At least 3% but less than 6%
- [ ] e) At least 6% but less than 10%
- [ ] f) 10% or more

**Others**
<table>
<thead>
<tr>
<th>FEEs</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Q15. Type of fees charged</strong></td>
</tr>
<tr>
<td>What is the range of trailing commissions that you receive on the investment products sold?</td>
</tr>
<tr>
<td>☐ a) Not applicable – do not sell investment products</td>
</tr>
<tr>
<td>☐ b) None - do not receive a trailing commission</td>
</tr>
<tr>
<td>☐ c) Less than 0.5%</td>
</tr>
<tr>
<td>☐ d) At least 0.5% but less than 2%</td>
</tr>
<tr>
<td>☐ e) At least 2% but less than 4%</td>
</tr>
<tr>
<td>☐ f) 4% or more</td>
</tr>
</tbody>
</table>
**INVESTMENT SUITABILITY**

**Q16. Type of know your client information collected**

If you sell investment products (e.g. exempt products, prospectus qualified products or private placements) to clients, what **Know-your-client (KYC)** information is collected for each client? Check all that apply.

- [ ] a) Not applicable - do not sell investment products
- [ ] b) Client name
- [ ] c) Client age
- [ ] d) Client contact information
- [ ] e) Risk tolerance
- [ ] f) Investment knowledge
- [ ] g) Investment objectives
- [ ] h) Investment time horizon
- [ ] i) Approximate annual net income
- [ ] j) Approximate net worth
- [ ] k) Occupation
- [ ] l) Other - describe below

**Know-your-client (KYC):** The level of KYC information collected and documented may vary depending on your business model and your client base. However, in all situations we expect that KYC information is being collected and documented.
**INVESTMENT SUITABILITY**

**Q17. Type of KYC information collected**

If you provide a service (e.g. mergers and acquisitions, capital raising and relationship facilitator), what KYC information is collected for each client? Check all that apply.

- [ ] a) Not applicable - do not provide a service
- [ ] b) General information about the client (e.g. background on the company, its management and what it is involved in)
- [ ] c) Past revenue and potential revenue growth of the client
- [ ] d) Reason for transaction
- [ ] e) The client's customer base
- [ ] f) Organizational structure and employees
- [ ] g) The client's key success factors
- [ ] h) Information on the industry in which the client operates
- [ ] i) Financial information on the client (e.g. financial statements and financial analysis)
- [ ] j) Other - describe below
<table>
<thead>
<tr>
<th>Questionnaire Sections</th>
<th>INVESTMENT SUITABILITY</th>
</tr>
</thead>
<tbody>
<tr>
<td>LMD Business Structure</td>
<td>Q18. Process for collecting and documenting KYC information</td>
</tr>
<tr>
<td>Affiliates</td>
<td>How do you collect and document KYC information?</td>
</tr>
<tr>
<td>Products</td>
<td>□ a) Collect KYC information in face-to-face meetings with clients and document KYC</td>
</tr>
<tr>
<td>Fees</td>
<td>information in writing</td>
</tr>
<tr>
<td>Investment Suitability</td>
<td>□ b) Collect KYC information via other means (e.g. e-mail, telephone) and document KYC</td>
</tr>
<tr>
<td>Q16. KYC - product</td>
<td>information in writing</td>
</tr>
<tr>
<td>Q17. KYC - service</td>
<td>□ c) KYC information is collected but is not documented in writing</td>
</tr>
<tr>
<td>Q18. Ways to collect KYC</td>
<td>□ d) No formal process for collecting and documenting KYC information</td>
</tr>
<tr>
<td>Distribution</td>
<td></td>
</tr>
<tr>
<td>Investment Review Process</td>
<td></td>
</tr>
<tr>
<td>Conflicts Of Interest</td>
<td></td>
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<td>Marketing</td>
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<tr>
<td>Disclosure</td>
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<tr>
<td>Policies And Procedures</td>
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<tr>
<td>Compliance Structure</td>
<td></td>
</tr>
<tr>
<td>Others</td>
<td></td>
</tr>
</tbody>
</table>
**Q19. Exemptions**

What prospectus and registration exemptions do you rely on to sell investment products and/or provide services to your clients? Check all that apply.

- [ ] a) Section 2.3 of National Instrument 45-106 Prospectus and Registration Exemptions (NI 45-106) - accredited investor exemption
- [ ] b) Section 2.10 of NI 45-106 - minimum investment of $150,000
- [ ] c) Other exemptions (including any exemptions granted by the Commission) – describe below
- [ ] d) Not applicable
Q20. Accredited investor exemption

How do you determine whether a client qualifies as an accredited investor under the prospectus exemption in section 2.3 of NI 45-106? Check all that apply.

☐ a) Clients confirm their status as accredited investors in writing

☐ b) Assess your client’s status as an accredited investor (e.g., assess KYC information provided, obtain and review client financial information such as tax returns or financial statements, discuss the client’s financial situation)

☐ c) There is no process in place to ascertain your client’s status as an accredited investor

☐ d) Not applicable – do not deal with accredited investors
**Investment review process**

**Q21. Review Process**

Do you have a process for reviewing and approving new investments before making recommendations to clients?  

- [ ] Yes  
- [ ] No
**Investment Review Process**

**Q22. Components of the investment review process**

What are the components of your investment review process? Check all that apply.

- [ ] a) Not applicable - do not have an investment review process
- [ ] b) Have written policies and procedures for the investment review process
- [ ] c) Use a list of criteria to accept or reject an investment
- [ ] d) Analyze investments recommended to clients (e.g. financial information, risk factors, investment objectives, investment structure and features)
- [ ] e) Have staff with adequate skills and experience to properly analyze investments to clients
- [ ] f) Have a training program for employees who recommend investments to clients
- [ ] g) Assess any applicable investment eligibility requirements of the investment (e.g. if an investment is sold under an exemption, determine whether the product meets the requirements of that exemption)
- [ ] h) Meet with management to review corporate structure, corporate strategy, management reputation, experience and business plans
- [ ] i) Review and assess any applicable laws or regulations that may apply
- [ ] j) Review and assess the completeness and adequacy of the documents provided to investors relating to the investment
- [ ] k) Assess the existence of any conflicts of interest arising from factors such as the compensation structure and how to deal with these issues
- [ ] l) Compliance staff review and approve the investment
<table>
<thead>
<tr>
<th>Questionnaire Sections</th>
<th>CONFLICTS OF INTEREST</th>
</tr>
</thead>
<tbody>
<tr>
<td>LMD Business Structure</td>
<td>Q23. Referral arrangements</td>
</tr>
<tr>
<td>Affiliates</td>
<td></td>
</tr>
<tr>
<td>Products</td>
<td></td>
</tr>
<tr>
<td>Fees</td>
<td></td>
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<tr>
<td>Investment Suitability</td>
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<td>Distribution</td>
<td></td>
</tr>
<tr>
<td>Investment Review Process</td>
<td></td>
</tr>
<tr>
<td></td>
<td><strong>Q23. Referral arrangements</strong></td>
</tr>
<tr>
<td></td>
<td>Do you have any referral arrangements for which you pay or receive compensation</td>
</tr>
<tr>
<td></td>
<td>(including direct and indirect compensation)?</td>
</tr>
<tr>
<td></td>
<td>□) Yes - Provide details of the referral arrangement (e.g. name of the parties involved, nature of the referral arrangement, referral fees paid or received) below</td>
</tr>
<tr>
<td></td>
<td>□) No</td>
</tr>
<tr>
<td>Conflicts Of Interest</td>
<td></td>
</tr>
<tr>
<td>Q23. Referral Arrangements</td>
<td></td>
</tr>
<tr>
<td>Q24. Agreement</td>
<td></td>
</tr>
<tr>
<td>Q25. Client disclosure</td>
<td></td>
</tr>
<tr>
<td>Q26. Related issuers</td>
<td></td>
</tr>
<tr>
<td>Q27. Disclosure</td>
<td></td>
</tr>
<tr>
<td>Q28. Firm Activities</td>
<td></td>
</tr>
<tr>
<td>Q29. Employees Activities</td>
<td></td>
</tr>
<tr>
<td>Marketing</td>
<td></td>
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<td>Disclosure</td>
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<tr>
<td>Policies And Procedures</td>
<td></td>
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<tr>
<td>Compliance Structure</td>
<td></td>
</tr>
<tr>
<td>Others</td>
<td></td>
</tr>
<tr>
<td>Conflicts Of Interest</td>
<td></td>
</tr>
<tr>
<td>-----------------------</td>
<td></td>
</tr>
<tr>
<td>Q23. Referral Arrangements</td>
<td></td>
</tr>
<tr>
<td>Q24. Agreement</td>
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<tr>
<td>Q26. Related issuers</td>
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<tr>
<td>Q27. Disclosure</td>
<td></td>
</tr>
<tr>
<td>Q28. Firm Activities</td>
<td></td>
</tr>
<tr>
<td>Q29. Employees Activities</td>
<td></td>
</tr>
</tbody>
</table>

**Q24. Referral agreement**

Do you have a written agreement with all of the parties in each of your referral arrangements?

- [ ] a) Not applicable – do not have any referral arrangements
- [ ] b) Yes
- [ ] c) No

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Referral arrangements: On July 17, 2009, the Canadian Securities Administrators published NI 31-103. For guidance on referral arrangements, please refer to section 13.8 of NI 31-103 and section 13.8 of its Companion Policy NI 31-103CP on OSC website at www.osc.gov.on.ca/Regulation/Rulemaking/Current/rm_part3_index.jsp
Q25. Referral - client disclosure

Do you provide your clients with written disclosure about the details of the referral arrangements?

- ☐ Not applicable – do not have any referral arrangements
- ☐ Yes
- ☐ No

Written disclosure: Please refer to the sections on referral arrangements in NI 31-103 and its companion policy for more detailed guidance on the types of information that should be disclosed to clients regarding referral arrangements.
### Q26. Related and connected issuers

Do you deal or advise in any related and connected issuers?

- [ ] Yes - state names below
- [ ] No
- [ ] Not applicable - do not have any related or connected issuers

**Related issuer:** Related issuer is defined in subsection 1.2(2) of National Instrument 33-105 Underwriting Conflicts (NI 33-105)

**Connected issuer:** Connected issuer is defined in section 1.1 of NI 33-105
Q27. Disclosure of related and connected issuers

Part I - How do you disclose to your clients the relationship between your firm and your related and connected issuers?

- a) In writing (e.g. through a Statement of Policies)
- b) Verbally
- c) No disclosure is provided to clients
- d) Not applicable - We have filed a statement with the OSC stating that we do not engage in activities as a dealer in respect of our own securities, securities of a related issuer, or the securities of a connected issuer and an undertaking that we will not engage in such activities

Part II – Have you filed your most current Statement of Policies with the Registrant Regulation section of the OSC?

- a) Yes
- b) No

Related issuer: Related issuer is defined in subsection 1.2(2) of National Instrument 33-105 Underwriting Conflicts (NI 33-105)

Connected issuer: Connected issuer is defined in section 1.1 of NI 33-105

Statement of Policies: See paragraph 223(1) and (2) of R.R.O. 1990, Regulation 1015 made under the Act (the Regulation) for further guidance
### CONFLICTS OF INTEREST

**Q28. Other business activities - Firm**

Does your firm engage in other business activities in addition to its LMD activities?

- [ ] Yes – Describe these other business activities below
- [ ] No
Q29. Other business activities - Employees

Do any of your employees engage in **other business activities**, that could create a conflict of interest with their role in your LMD activities?

- [ ] a) Yes – Provide the name of each of these employees and describe their other business activities below
- [ ] b) No

Other business activities: Examples of other business activities include activities in insurance, income tax, real estate and directorships in unrelated firms. These types of business activities must be reported in the registration form of your firm’s employees.
**MARKETING**

**Q30. Types of marketing activities**

Check all marketing activities conducted by your firm:

- [ ] a) Cold calling
- [ ] b) Client referral arrangements
- [ ] c) Word of mouth
- [ ] d) Industry contacts
- [ ] e) Advertising in written publications
- [ ] f) Advertising electronically (eg., websites, email)
- [ ] g) Audio/visual media (eg., TV, radio)
- [ ] h) Direct mail
- [ ] i) Seminars
- [ ] j) Presentations
- [ ] k) Consultants or finders
- [ ] l) Other - describe below
- [ ] m) None

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**MARKETING**

**Q31. Approach**

- [ ] a) Cold calling
- [ ] b) Client referral arrangements
- [ ] c) Word of mouth
- [ ] d) Industry contacts
- [ ] e) Advertising in written publications
- [ ] f) Advertising electronically (eg., websites, email)
- [ ] g) Audio/visual media (eg., TV, radio)
- [ ] h) Direct mail
- [ ] i) Seminars
- [ ] j) Presentations
- [ ] k) Consultants or finders
- [ ] l) Other - describe below
- [ ] m) None

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**MARKETING**

**Q32. Disclosure**

- [ ] a) Cold calling
- [ ] b) Client referral arrangements
- [ ] c) Word of mouth
- [ ] d) Industry contacts
- [ ] e) Advertising in written publications
- [ ] f) Advertising electronically (eg., websites, email)
- [ ] g) Audio/visual media (eg., TV, radio)
- [ ] h) Direct mail
- [ ] i) Seminars
- [ ] j) Presentations
- [ ] k) Consultants or finders
- [ ] l) Other - describe below
- [ ] m) None
MARKETING

Q31. Marketing approach

How do you actively market your LMD products or services to potential and existing clients?

☐ a) Do not actively market. Rely heavily on word of mouth and on own contacts to obtain clients

☐ b) Primarily through presentations that are tailored to each client

☐ c) Various types of marketing in addition to client presentations

☐ d) Other – describe below

- [ ]

☐
**Q32. Type of documents provided to clients**

Part I - What type of disclosure do you provide to your clients about the investment products you sell and/or the services you provide? Check all that apply.

- [ ] a) Offering documents (eg. offering memorandum, term sheets, subscription agreements)
- [ ] b) Client agreements
- [ ] c) Other written material (eg. marketing material)
- [ ] d) Verbal disclosure
- [ ] e) None

Part II – Is the offering memorandum related to the distribution of any exempt products filed in accordance with section 6.4 of OSC Rule 45-501 – Ontario Prospectus and Registration Exemptions?

- [ ] a) Not applicable – do not sell exempt products
- [ ] b) Not applicable - do not have offering memorandum
- [ ] c) Yes - filed by us
- [ ] d) Yes - filed by issuer
- [ ] e) No

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**Section 6.4 of OSC Rule 45-501**

Section 6.4 of OSC Rule 45-501 states that if an offering memorandum is provided to a prospective purchaser, the seller must deliver to the Commission a copy of the offering memorandum or any amendment to a previously delivered offering memorandum within 10 days of the date of the distribution.
Q33. Content of documents provided to clients

What information is included in the disclosure documents provided to clients? Check all that apply.

- [ ] a) Description of the investment
- [ ] b) Type of fees charged to clients and expenses paid by clients (e.g., performance fee)
- [ ] c) Terms of the contract between the firm and the client
- [ ] d) Investor rights
- [ ] e) Redemption and subscription process
- [ ] f) Investor eligibility and minimum investment requirements
- [ ] g) Valuation procedures
- [ ] h) Description of services to be rendered
- [ ] i) Risks associated with the investment
- [ ] j) Representations and warranties made by you
- [ ] k) Not applicable – no documents are provided to clients
### Q34. Policies and procedures manual

What areas are covered in your written policies and procedures manual? Check all that apply.

- [ ] a) Collecting and updating client information before a recommendation is made (e.g. KYC form, target information)
- [ ] b) Process for reviewing and approving investments before making recommendations to clients
- [ ] c) Assessing the suitability of investments for clients
- [ ] d) Verifying clients as accredited investors
- [ ] e) General duties and responsibilities of the compliance officer
- [ ] f) Compliance structure, including supervision of salespersons and officers, and reporting of compliance breaches to senior management
- [ ] g) Preparing and reviewing marketing materials to ensure compliance with Ontario securities law
- [ ] h) Preparing, reviewing and disclosing performance returns to clients
- [ ] i) Preparing offering documents
- [ ] j) Identifying any potential conflicts of interest and developing policies to mitigate them
- [ ] k) Code of ethics
- [ ] l) Personal trading for employees
- [ ] m) Other - describe below
- [ ] n) None of the above
### Q35. Business continuity plan (BCP)

**Part I - Do you have a written BCP?**

- [ ] Yes
- [ ] No

**Part II - Does your BCP cover the key functions of your firm, people, premises, systems and records?**

- [ ] Yes
- [ ] No

**Part III - Does your BCP contain clear back-up procedures and an alternate back-up site?**

- [ ] Yes
- [ ] No

**Part IV - Is your BCP tested?**

- [ ] Yes – The BCP is tested annually
- [ ] Yes – The BCP is tested on a less frequent basis than annually
- [ ] No – The BCP has not been tested

**BCP:** A BCP is used to ensure that the firm has taken adequate steps based on its risks, size, and the nature and complexities of its operations to mitigate, respond and recover from a potential disaster so that it may resume providing services to clients, and clients can access their assets, within a reasonable amount of time.
Q36. Experience of compliance officer

How many years of regulatory or compliance experience does your chief compliance officer have?

☐ a) Less than 2 years
☐ b) More than 2 years but less than 5 years
☐ c) Between 5 years and 10 years
☐ d) 10 years or more

Please describe experience in box below:
### COMPLIANCE STRUCTURE

#### Q37. Role of the compliance officer

Does your chief compliance officer also act as a salesperson for your firm?

- [ ] Yes
- [ ] No
### Q38. Responsibilities of the compliance officer

What are your chief compliance officer’s responsibilities? Check all that apply.

- [ ] a) Monitoring and reviewing the opening of new client accounts
- [ ] b) Ensuring proper collection and maintenance of KYC information
- [ ] c) Reviewing trade activity and client account holdings for investment suitability
- [ ] d) Supervision of sales representatives
- [ ] e) Develop and review policies and procedures to ensure they are up to date with operational practices and with securities legislation
- [ ] f) Product review and approval process
- [ ] g) Review of referral arrangements
- [ ] h) Other - describe below

Other - describe below:

Other - describe below:
## COMPLIANCE STRUCTURE

### Q39. Changes in the regulatory environment

How do you keep informed of changes in the regulatory environment? Check all that apply.

- [ ] a) Regular review of the OSC website for any updates/changes
- [ ] b) Receive regular updates from external or internal legal counsel
- [ ] c) Attend seminars focused on securities or industry-related topics (e.g. National Instrument 31-103 Registration Requirements and Exemptions)
- [ ] d) Engage a consultant to provide advice on securities or industry-related changes
Q40. Books and records

What books and records do you maintain for your LMD activities? Check all that apply.

- [ ] a) Monthly financial statements
- [ ] b) Annual financial statements
- [ ] c) KYC forms/information
- [ ] d) Documentation to support investment advice provided to clients
- [ ] e) Trade blotter and trade confirmations
- [ ] f) Signed subscription agreements
- [ ] g) Accredited investor forms
- [ ] h) Bank reconciliations for trust accounts
- [ ] i) Bank reconciliations for operating bank accounts
- [ ] j) Marketing materials
- [ ] k) Statements of account provided to clients
- [ ] l) Contracts between you and the client
- [ ] m) Other - describe below
- [ ] n) None

- [ ] None
### Q41. Outsourced functions

Do you outsource any of your LMD functions to third parties?

- [x] Yes – Provide the name of each third party and details about the outsourced function below.
- [ ] No

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<th>Yes - Provide Details</th>
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**Q42. Custody**

Do you **hold or have access to** client assets?

- [ ] Yes
- [ ] No

**Hold or have access to:**

Examples of holding or having access to client assets includes:

- holding client securities or cash for any period of time
- accepting funds from clients (e.g. a cheque made payable to the registrant)
- accepting client money from a custodian (e.g. client money is deposited in the registrant’s bank or trust accounts prior to issuing a cheque to the client)
- have the ability to gain access to client assets
- have the authority, such as under a power of attorney, to withdraw funds or securities from client accounts
- acting in the capacity of a trustee for clients
- having, in any capacity, legal ownership of, or access to, the client funds or securities
- having authority to debit client accounts to pay bills other than investment management fees
- act as fund manager or general partner for investment funds
Q43. Legal claims
Which of the following statements best describes any pending litigation and/or claims against your firm, and your firm’s current insurance coverage?

- [ ] a) No claims or litigation outstanding and there is adequate insurance coverage
- [ ] b) No claims or litigation outstanding and there is no insurance
- [ ] c) Potential significant claim(s) or litigation, however there is adequate insurance coverage. Provide details of the nature and amount of the claim and the insurance coverage below.
- [ ] d) Potential significant claim(s) or litigation beyond insurance coverage, but excess claims can be covered by our firm. Provide details of the nature and amount of the claim and the insurance coverage below.
- [ ] e) Significant claim(s) or litigation well beyond insurance coverage, and excess claims cannot be covered by our firm. Provide an explanation below.

Final Overall Feedback