

INVESTOR APPLICATION FORM

Pursuant to section 2108 of the IIROC Rules, this form is to be completed by any person acquiring for the first time an interest (alone or together with associates and affiliates), including convertible securities, in a Dealer Member where the acquisition results in accumulated holdings of a significant equity interest, whether held directly or indirectly (the "investor in a Dealer Member"). This form is required regardless of whether the investor in a Dealer Member, the Dealer Member or its holding companies is publicly listed. Italicized terms used in this form but not otherwise defined have the meaning ascribed in IIROC Rules 1200 and 2100. IIROC may request information, including a copy of related purchase agreements, in addition to the items set out below.

1. NAME OF IIROC DEALER MEMBER: _____

2. INVESTOR INFORMATION – Complete the following section if the *investor in a Dealer Member* is an *individual*:

(a) Full legal name of the *investor in a Dealer Member*: _____

(b) Have you filed the required National Registration Database submission (see item 7)? Yes No

(c) If the answer to 2(b) is "No", expected date of filing (mm/dd/yy): _____

3. INVESTOR INFORMATION – Complete the following section if the *investor in a Dealer Member* is not an *individual*:

(a) Legal name, address, and jurisdiction of incorporation: _____

(b) Nature of business (if publicly listed, specify exchange and symbol):

(c) Attach a list of full legal names, dates of birth, current residential addresses and residential addresses for the past five years for each partner, director and officer of the *investor in a Dealer Member*.

(d) Attach a list of full legal names, dates of birth, current residential addresses and residential addresses for the past five years for each trustee, trust administrator and beneficiary, if the interest is held in trust. If a trustee, trust administrator or beneficiary is not an *individual*, this information is required for each officer and director of the trustee, trust administrator or beneficiary.

(e) Attach a list of full legal names, dates of birth, current residential addresses and residential addresses for the past five years for each beneficial owner, directly or indirectly, of 10% or more of the *investor in a Dealer Member*.

4. INVOLVEMENT IN THE BUSINESS

(a) Applying as *industry investor* * *non-industry investor*

*Indicate name of full-time *officer* or *employee* of the *Dealer Member* through whom the applicant qualifies as an *industry investor*:

(b) Is the *investor in a Dealer Member* actively engaged in the business of the *Dealer Member*?

Yes No

(c) Is the *investor in a Dealer Member* a partner or Director of the *Dealer Member*?

Yes No

(d) If the answer to 4(b) or (c) is "Yes", has the *investor in a Dealer Member* completed the CSI-sponsored Partners, Directors and Senior Officers Course?

Yes No

Date Completed: _____

5. DESCRIPTION OF HOLDINGS

- (a) Securities (voting, equity, participating) of *Dealer Member* held by *investor in a Dealer Member* prior to proposed transaction.

Class or type: _____

Percentage of class or type: _____% Number: _____

Are the above voting securities? Yes No

If the interest in the *Dealer Member* is held indirectly, disclose percentages of securities held in each entity in the ownership chain, including the *Dealer Member*:

- (b) Securities (voting, equity, participating) of *Dealer Member* to be held by *investor in a Dealer Member* after proposed transaction.

Class or type: _____

Percentage of class or type: _____% Number: _____

Are the above voting securities? Yes No

If the interest in the *Dealer Member* is held indirectly, disclose percentages of securities held in each entity in the ownership chain, including the *Dealer Member*:

- (c) Source of securities: Treasury Transfer

If a transfer, from whom? _____

Value of share capital, if from treasury: \$ _____ (\$ _____ per share)

- (d) Does the *investor in a Dealer Member* own, directly or indirectly, securities of another *Dealer Member*?

Yes No

If yes, provide names and percentage held (attach additional page if required):

| | |
|-------|---------|
| _____ | _____ % |
| _____ | _____ % |
| _____ | _____ % |
| _____ | _____ % |

- (e) Does an *affiliate* or *holding company* of the *investor in a Dealer Member* own, directly or indirectly, securities of another *Dealer Member*? Yes No

(f) If yes, provide names and percentage held (attach additional page if required):

| | |
|-------|---------|
| _____ | _____ % |
| _____ | _____ % |
| _____ | _____ % |
| _____ | _____ % |

(g) Attach detailed pre/post corporate organization charts showing direct and indirect ownership interests in the *Dealer Member* which shall include all *investors in a Dealer Member* who hold a *significant equity interest*.

(h) Attach a schedule (both pre/post transaction) of: all investors (for all classes of securities) of the *Dealer Member* and any *holding company* of the *Dealer Member*, including a list of each investor's holdings (with percentages). For corporate entities, further listing is required until ultimate ownership is established.

6. PROPOSED CLOSING DATE (mm/dd/yy): _____

7. FILINGS AND NOTICES- Specify all NI 33-109 filings and NI 31-103 notices required in connection with the proposed transaction

Form 33-109F2

Form 33-109F4- Initial

Form 33-109F4- Item 17 Update

Form 33-109F5- Update

Notice under section 11.9 of NI 31-103

Notice under section 11.10 of NI 31-103

Other (Please specify)

8. AUTHORIZATION:

The undersigned parties acknowledge that they have reviewed and understand the terms "affiliates", "associates", "holding company", "industry investor", and "significant equity interest" as defined in the IIROC Rules. The parties hereby certify that the above information is true and complete and agree to comply with the IIROC Rules in respect of the ownership of the securities of *Dealer Members* or the holding companies of *Dealer Members*.

| | | |
|-----------------------------|------------------------------------|---|
| _____ Date (mm/dd/yy) | _____ Name/Title (please print) | _____ Signature of IIROC <i>Dealer Member</i> UDP or CFO |
| _____ Date (mm/dd/yy) | _____ Name/Title (please print) | _____ Signature of <i>Investor in a Dealer Member</i> |

9. UNDERTAKING LIMITING RESALE OF SECURITIES

All investors who directly own 10% or more of a *Dealer Member* must execute the acknowledgement below. The acknowledgement is not required if the securities are indirectly held.

If applicable, the acknowledgement below must be completed by:

- (a) the *investor in a Dealer Member*, if the *investor in a Dealer Member* is an *individual*; or
- (b) the Chief Executive Officer of the entity owning securities directly in the *Dealer Member*, if the *investor in a Dealer Member* is other than an *individual*; or
- (c) the trustee, trust administrator or director with proxy voting rights, if the securities are held on behalf of beneficiaries.

TO: INVESTMENT INDUSTRY REGULATORY ORGANIZATION OF CANADA ("IIROC")

The undersigned has subscribed for and agreed to purchase, as principal, the securities described in this form.

The undersigned hereby undertakes not to sell, assign, transfer, encumber or otherwise dispose of any of the said securities, including those acquired through subsequent purchases, and any securities derived therefrom without the prior written approval of the applicable IIROC District Council.

Undersigned is (check one):

the *investor*, if the *investor* is an *individual*

the Chief Executive Officer of the entity owning securities in the *Dealer Member*, if the *investor* is not an *individual*

the trustee, trust administrator or director with proxy voting rights, if the securities are held on behalf of beneficiaries.

Date (mm/dd/yy)

Signature of *individual investor*

Name of *individual investor* (please print)

Date (mm/dd/yy)

Signature of CEO of Non-*individual investor* or Trustee, Trust Administrator or Director

Name of CEO of Non-*individual investor* or Trustee, Trust Administrator or Director (please print)