

**CONFIDENTIAL**

**Draft form for notices pursuant to sections 11.9 and 11.10 of National Instrument 31-103  
*Registration Requirements, Exemptions and Ongoing Registrant Obligations (NI 31-103)***

**Instructions:**

- This voluntary form (the **Form**) is intended to assist filers in complying with the notice requirements in sections 11.9 and 11.10 of NI 31-103. You do not need to use this format to comply with the notice requirement but can choose to use this Form or provide the information in another manner.
- The sections in this document reflect the type of information that staff typically review when considering notices filed under either section 11.9 or 11.10 of NI 31-103 and follows the guidance in paragraph 11.9 of Companion Policy 31-103CP – *Registration Requirements, Exemptions and Ongoing Registrant Obligations (31-103CP)*.
- If you need more space to answer a question or are uploading charts to show the corporate structure, both before and after the closing of the proposed transaction, upload it as an additional supporting document to the form. Clearly identify the corresponding question number.
- The regulator or the securities regulatory authority may request additional information beyond what is provided in this Form for the purposes of completing their review.

**Section 1 – Filer and type of acquisition**

1. **In Box 1** below, identify the persons or companies on whose behalf this Notice is being submitted (the Filer or You). **In Box 2** provide the name, title and contact details of the individual who is submitting the notice on their behalf.

**Box 1** – Name of the person or company on whose behalf this notice is being filed:

**Box 2** – Name and title of the individual making this filing including contact details (phone, email):

2. Please indicate which paragraph of NI 31-103 applies to this submission.

- (a) subparagraph 11.9(1)(a)
- (b) subparagraph 11.9(1)(b)
- (c) subparagraph 11.10(1)(a)
- (d) subparagraph 11.10(1)(b)

**Section 2 – Information about parties to the acquisition transaction**

3. For **each** person or company who is a party to the acquisition transaction, complete the following Table (include job titles and NRD numbers, where applicable):

Full Legal Name (including NRD number, if applicable, and acronym that may be used elsewhere in this form)	Status in the acquisition transaction	Jurisdictions of registration in Canada (and in the case of a target registered firm, applicable foreign jurisdiction) <sup>1</sup>	Categories of registration (if applicable)	Location of Head office and principal Canadian regulator	SRO or foreign regulator (as applicable)

<sup>1</sup> Indicate whether the Derivatives Act (Québec) applies.

4. Will any of the information provided in the Table above change as a result of the acquisition transaction?

Yes       No

5. If you replied “yes”, provide details:

**Section 3 – Regulatory actions**

6. With respect to each person or company specified in the table in question 3 that is registered, are you aware of any terms and conditions (or similar limitations/restrictions) on their registration?

Yes       No

If you replied “yes”, provide details:

7. To your knowledge, are any of the persons or companies specified in the table in question 3 the subject of:

(a) any regulatory, criminal or civil action to which the firm or individual is a party

Yes       No

(b) any ongoing investigations of which the firm or individual is a subject

Yes       No

If you replied “yes” to 7(a) and/or 7(b), provide details below:

**Section 4 – Details of the acquisition transaction**

8. Provide a brief description of the acquisition transaction.

9. Where the acquisition transaction involves one registrant acquiring another registrant’s client accounts, please confirm if there will be any changes in the products/services provided to, or fees charged to, clients of any registrant involved in the acquisition transaction. If any changes are contemplated, please provide details.

10. Briefly describe the business reasons for the acquisition transaction:

11. What is the proposed closing date for the acquisition transaction?

12. In addition to giving this notice, does the acquisition transaction require other regulatory notices/approvals or security holder approvals?

Yes       No

13. If you responded “yes”, provide details regarding the additional approval(s) required, including when these approvals are expected to be obtained:

14. Provide charts (attached to this Form) showing the corporate structure, both before and after the closing of the proposed transaction, including all affiliated companies and subsidiaries of the acquirer and any registered firm involved in the proposed transaction whether interests in a company, partnership or trust are held directly or through a holding company, trust or other entity. Include the class, type, amount and percentage ownership of the firm’s securities.

15. Briefly describe in the box below any significant changes to the business operations of the acquirer and any registered firm involved in the acquisition transaction, for example:

- Primary business activities
- Target market
- Products and services offered to clients

Where there will be no such changes for each registered firm involved in the acquisition transaction, please confirm.

16. As a consequence of the acquisition transaction, will there be any significant changes to the business personnel of the acquirer and any registered firm involved in the acquisition transaction? Check as applicable and if you have replied “yes”, or anticipate any significant changes to other business personnel, provide further details and to which registered firm they relate in the box below:

- |                            |                              |                             |
|----------------------------|------------------------------|-----------------------------|
| Ultimate Designated Person | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| Chief Compliance Officer   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| Key Management             | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| Directors                  | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| Officers                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| Permitted individuals      | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| Registered individuals     | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

## Section 5 – Conflicts of interest

17. Provide details of any conflicts of interest that may arise as a result of the acquisition transaction, including how material conflicts of interest will be addressed in the best interest of the clients. As applicable, please explain how the registrants propose to address material conflicts of interest related to plans to transfer clients to the acquirer in the best interest of the clients. If you do not anticipate any conflicts of interest as a result of the acquisition transaction, explain why.

18. In the case of each such conflict of interest, does the applicable registered firm have written policies and procedures that are responsive to the conflict?

Yes       No

If you responded ‘no’, please explain:

## Section 6 – Business operations

19. Will the registered firms involved in the acquisition transaction continue to have sufficient resources to ensure compliance with all applicable conditions of registration following completion of the acquisition transaction?

Yes       No

If you have checked “no” to the above, provide further details:

20. Have any client communications been made, or will any client communications be made in connection with the acquisition transaction? As applicable, where the acquisition transaction involves one registrant acquiring another registrant's client accounts, please provide details about the disclosure that will be provided to clients (in compliance with subsections 13.4(5), (6) and (7) of NI 31-103).

Yes       No

If you checked "yes", provide details of any client communications in connection with the acquisition transaction. If you checked "no", explain why:

21. Will there be a press release issued in relation to the acquisition transaction?

Yes       No

If you responded "no", explain why:

22. Will the acquisition transaction have an impact on the immediate and future excess working capital of any registered firm involved in the acquisition transaction?

Yes       No

If you responded "yes", provide details of the impact on the excess working capital and to which registered firm:



23. In the case of any of the registered firms involved in the acquisition transaction, will the acquisition transaction result in or require any of the following (check all that are applicable)?

(i) financing that entails significant cash outflows, pledging of collateral or guarantees, or terms of payment contingent on a registered firm's calculation of excess working capital	<input type="checkbox"/>
(ii) assumption of financial obligations such as unresolved legal claims, guarantees, or commitments	<input type="checkbox"/>
(iii) purchase price adjustments contingent on future events	<input type="checkbox"/>
(iv) cash or securities replaced with short term loans receivable	<input type="checkbox"/>
(v) acquisition of an insolvent entity	<input type="checkbox"/>
(vi) increases in combined expenditures not offset by corresponding increases in combined revenues	<input type="checkbox"/>

If the acquisition transaction is expected to result in or require any of the above, provide details:

24. Provide any additional information that you may consider relevant, or otherwise required to be disclosed to the regulator or securities regulatory authority in their review of this notice, including information required by subsections 11.9(2) and 11.10(2).