

Guide to Completing the Online Offering Memorandum Subscription Agreement for QUEBEC

IMPORTANT NOTE: SUBSCRIBERS RESIDING IN QUÉBEC MUST BE AN ACCREDITED INVESTOR IN ORDER TO PURCHASE UNITS.

If you are placing the purchase in a **joint account** or investing as a **discretionary advisor** and would like to proceed with a bulk trade, *please DO NOT USE THE .PDF FILLABLE OR ONLINE SUBSCRIPTION AGREEMENT*. Please contact Client Services directly in order to receive direction on how to process those transactions correctly. Additionally, if you require any assistance on completing the online subscription agreement or have any questions, please contact Client Services at 1-888- 964-3533 or clientservices@marquest.ca

1. Accessing the Online Subscription Agreement

To access the Marquest online subscription agreement click here: <https://investnow.marquest.ca/>

2. Completing the Subscription Agreement

Follow each step and fill in the information as requested. Mandatory fields are marked with an asterisk (*).

Step 1: Make sure you select the correct Flow-Through Offering under “Partnership Type” and province of residence of the investor.

Step 2: Enter the Subscriber and Dealer Information

Step 3: All fields are required to be completed in this step:

- Select the Unit Class (Class A Pays 5.25% commission, Class F Pays no commission).
- Status: Select whether the Subscriber is a) Corporation, Partnership or Trust OR b) An Individual.
- Investor Type: Select which option the investor is relying on: Accredited investor or Offering Memorandum exemption
- As a reminder, when entering the purchase amount, the minimum purchase is \$5000, in increments of \$1000.

Once the subscription agreement is completed click on submit. Note: You will not be able to submit the form unless all mandatory fields are completed.

3. Reviewing the Subscription Agreement

After submitting the completed Subscription Agreement, you will receive an e-mail from Client Services at Marquest to review the Subscription Agreement document. Follow the steps provided in the email PRIOR to sending to the Subscriber (your client) for signatures and initials:

- Use the link provided to review the document by selection “Review Document”
- When prompted, select “I agree to use electronic records and signatures”. Then select “Continue”.
- Review and complete each page of the document by scrolling down. Please *DO NOT PRESS ON ANY OF THE TABS OR CLICK ON “SIGN” OR “FINISH”*. Selecting any of these options will not allow the form to be sent to the Subscriber.
Refer to the Additional Guidance provided below on completing the different pages of the Subscription Agreement.
- If you are required to have the completed Subscription Agreement form approved by your Compliance Department, it is important that you follow these steps:
 - After you have completed the form, you must close your browser to allow all changes and updates to be automatically saved. If you do not close your browser any changes or updates made will not be saved and you will be required to re-enter the information.
 - Forward the same email you received to your Compliance Department for review with the same instructions.
 - Once Compliance approval is obtained, please forward the same email to the SUBSCRIBER so that they can provide their signatures and initials.
- If no prior compliance approval is required, please forward the email to the SUBSCRIBER so that they can provide their signatures and initials.
- Instruct the client that they will be receiving an email from you to review and sign the Subscription Agreement Document.

4. Client Review and Electronic Signature

- When the client receives your e-mail, they will need to open and review the document
- After reviewing the document and no errors are found, the client can click on “SIGN”, to provide their electronic signature.
- After the client has reviewed and signed all the required sections, they can select “FINISH”.
- The Subscription agreement will automatically be sent to Marquest, Client Services for review.

5. Marquest Review and Approval

- Once the completed Subscription Agreement is submitted, Client Services will review to ensure the document was correctly completed.
- If a correction is needed, you will receive an e-mail from Client Services asking your approval for any modification.
- When the document has been reviewed, it will then be sent to our CCO for final approval.

Additional Guidance on Completing the Subscription Agreement

Subscription Agreement

All investors must complete the first page of the subscription agreement.

1. Add the number of units and the price of the subscription. Example: Number of units: 50, Total Subscription Price: \$5,000.
2. Select the unit class A or F for class of units (Class A receives 5.25% commission, Class F receives no commission).
3. Fill in the "Dated at *City*" and include the date.
4. Do not complete the "Office use only" section.

Schedule A – Subscriber Information Form For All Investors Purchasing Through IIROC, EMD or Portfolio Manager

All Subscribers (investors) must complete this page of the subscription agreement; corporations must also complete Section 4.

Section 1: Complete investor's name or corporate name, date of birth, SIN, address, phone number(s), e-mail.

Section 2: Provide the date and name of Subscriber/investor or authorized signing officer.

Section 3: Complete the Dealer information section, including your name, code, number and email address.

Section 4: Is section is only required to be completed by Corporations. Please note that any required supporting documents (such as articles & by-laws, current directors, organizational charts, certificate of status or registration, financials, etc.), are required to be emailed directly to clientservices@marquest.ca immediately upon submitting the Subscription Agreement.

Section 5: Registration and delivery instructions for Nominee accounts. Complete this section only if it is applicable.

Terms & Conditions, Anti-Money Laundering & Terrorist Financing Legislation, Foreign Tax Reporting, Indemnity and Governing Law

These sections are for the Subscriber to read.

Schedule B - Accredited Investor or Minimum Amount Investment

All investors must complete this page of the subscription agreement.

1. Select the province of residence of the Subscriber.
2. Exhibit A: Select the paragraph of accredited investor status applicable to the Subscriber. If none of the paragraphs listed in Exhibit A apply to the Subscriber, then select the last paragraph and define the status (A to W) (one of the most common selections is D: a person registered in Canada, under the securities legislation as a dealer or an adviser).
3. Exhibit B: Is only applicable to non-individual Subscribers.

Schedule C - Form 45-106F9 for Individual Accredited Investor Risk Acknowledgement

Subscribers (Individuals) must complete this page of the subscription agreement.

However, it is not required if you selected J.1 on Page 9 (an individual who beneficially owns financial assets having an aggregate realizable value that, before taxes but net of any related liabilities, exceeds \$5,000,000)

1. **Section 2:** “Risk of Loss” Include the amount invested. All 4 boxes in this section must be initialed.
2. **Section 3:** Accredited Investor status: The Individual must meet at least one (the same selection as on page 9).
3. **Section 4:** First and last name and signature of the Subscriber.
4. **Section 5:** Advisor information.

Schedule D – Investor Certificate – Offering Memorandum (“OM”) Exemption

Schedule D is not required for Quebec Subscribers (Investors).

Schedule E - Investor Certificate – OM Exemption

Schedule D is not required for Quebec Subscribers (Investors).

Schedule F - Investor Certificate – OM Exemption

Schedule F is not required for Quebec Subscribers (Investors).

Schedule G – Investment Limits - OM Exemption

Schedule G is not required for Quebec Subscribers (Investors).

Schedule H – Risk Acknowledgement Form 45-106F4 – OM Exemption

Schedule H is not required for Quebec Subscribers (Investors).

Schedule I - Entity Subscriber Certificate

All non-individual investors are required to complete and sign these pages of the subscription agreement.

Schedule J – Consent to Electronic Delivery of Documents

All Subscribers should read this page of the subscription agreement and decide whether they prefer to receive documents electronically or by regular mail.

1. If the Subscriber prefers to receive documents electronically then the Subscriber must sign this page.
2. If the Subscriber prefers to receive documents by regular mail, then this page must be left blank.

Schedule K.1: FATCA for Individuals

All individual investors are required to complete and sign this page of the subscription agreement.

Schedule K.2: FATCA for Entities

All non-individual investors are required to complete and sign these pages of the subscription agreement.