

GENERAL SECTION: QUESTIONS FOR ALL REGISTRANTS

Certification

This certification must be completed by your ultimate designated person.

- I acknowledge that some questions in the "General Section: Questions for all Registrants" of the 2022 Risk Assessment Questionnaire were pre-populated with the firm's 2020 responses. I certify that I have reviewed and updated where necessary all pre-populated fields.
- I certify that I have reviewed our responses to the "General Section: Questions for all Registrants" of the 2022 Risk Assessment Questionnaire completed by our firm. To the best of my knowledge, the responses are complete, accurate, free from any misstatements, and not misleading in any respect.

Name:

Phone number:

Date:

Important information

This questionnaire is intended for investment fund managers, portfolio managers, exempt market dealers, restricted portfolio managers, and restricted dealers. Please verify the information below. If there are any discrepancies, contact Estella Tong at (416) 593-8219 immediately, and do not proceed with answering the questions.

Company name

NRD number

Registered as

Investment fund manager

Portfolio manager

Exempt market dealer

Restricted portfolio manager

Restricted dealer

NRD: National Registration Database

Question G1 – Revenue

Fill in the table below.

	Amount in financial (fiscal) year ended in 2021 (in CAD dollars)	Amount in financial (fiscal) year ended in 2020 (in CAD dollars)
Total gross revenue of your firm	<input type="text"/>	<input type="text"/>
Specified Ontario revenues	<input type="text"/>	<input type="text"/>

Specified Ontario revenues: Definition of specified Ontario revenues can be found in section 1.1 of Ontario Securities Commission (OSC) Rule 13-502 Fees. Refer to the OSC website for the rule: https://www.osc.gov.on.ca/documents/en/Securities-Category1/rule_20191018_13-502_unofficial-consolidated.pdf

Additional comments, if necessary

Question G2 – Board of directors

(A) Does your firm have a board of directors?

a) Yes

b) No

(B) Fill in the table below.

Enter zero in the fields that are not applicable to you.

Total number of directors	Number of directors who are independent of your firm, entities related to your firm and the funds that you manage

Additional comments, if necessary

For reference only

Question G3 – Over-the-counter (OTC) derivatives

Do you deal, advise or act as a counterparty in transactions involving OTC derivatives? Check all that apply.

- a) Yes - we deal in OTC derivatives
- b) Yes - we advise in OTC derivatives
- c) Yes - we are a counterparty to transactions involving OTC derivatives
- d) Yes - other (briefly explain in comment box below)
- e) No

Provide a brief explanation if d) is selected

Question G4 – Exchange-traded derivatives (commodity futures contracts and options)

Do you deal or advise in exchange-traded derivatives? Check all that apply.

- a) Yes - we deal in exchange-traded derivatives
- b) Yes - we advise in exchange-traded derivatives
- c) Yes - other (briefly explain in comment box below)
- d) No

Provide a brief explanation if c) is selected

For reference only

Question G5 – Excess working capital calculation

(A) Has your firm's excess working capital (as calculated using **Form 31-103F1**) been less than zero at any time in the last two years ending December 31, 2021 (including a deficiency that was rectified within 48 hours)?

a) Yes - provide details in comment box below

b) No

Details regarding your excess working capital deficiencies

(B) If you answered Yes to Part (A), have you notified the regulator or, in Quebec, the securities regulatory authority of this deficiency?

a) Yes

b) No

c) Not applicable - our firm's excess working capital has not been less than zero in the stated period.

Form 31-103F1: Form 31-103F1 *Calculation of Excess Working Capital*

Additional comments, if necessary

Question G6 – Marketing

Fill in the table below.

Marketing Practice	Does your firm and/or registered individuals use this marketing practice?
Word of mouth	
Cold calling, including the use of telemarketing firms	
Electronic media (e.g. websites, email)	
Social media sites (e.g. blogs, LinkedIn, Twitter, Facebook)	
Printed media (e.g. newspapers, magazines, brochures, pamphlets)	
Audio/visual media (e.g. TV, radio, podcast)	
Presentations to prospective clients, seminars, conferences, tradeshow booths	
Presentations to prospective clients in conjunction with an issuer	
Billboards, free bulletin boards in public spaces (e.g. malls, supermarkets, community centres)	
Other - provide details in comment box below	

Describe other marketing practices used by your firm:

Question G7 - Referral arrangements

(A) Do you have any **referral arrangements** under which you or one of your representatives **receives** a **referral fee** as at December 31, 2021 in relation to your Canadian clients?

- a) No
- b) Yes - enter the total number of these referral arrangements below

The total number of referral arrangements under which you or one of your representatives **receives** a referral fee as at December 31, 2021 in relation to your Canadian clients:

(B) Do you have any referral arrangements under which you **pay** a referral fee as at December 31, 2021 in relation to your Canadian clients?

- a) No
- b) Yes, we have 100 or less of these referral arrangements – fill in the table below. If there are more than 10 individuals associated with an arrangement, add the first 10 individuals in the table below. Provide information about the remaining individuals in the spreadsheet provided and attach it below.
- c) Yes, we have more than 100 of these referral arrangements - fill in the table below with the first 100 referral arrangements. Provide information about the remaining arrangements in the spreadsheet provided and attach it below. In addition, if there are more than 10 individuals associated with an arrangement, add the first 10 individuals in the table below. Provide information about the remaining individuals in the same spreadsheet (under a different tab) and attach it below.

Click on the link below to obtain a copy of the spreadsheet. Save the information first before attaching it.

https://www.osc.ca/sites/default/files/2022-05/da_20220504_rag-g7-g8-general.xlsx

- click on the icon with the paperclip to attach your spreadsheet
- click on the trash can icon to remove the spreadsheet if you need to revise it
- click on the eyeglasses icon to open the spreadsheet



REFERRAL ARRANGEMENT 1

Is the party that you have a referral arrangement with a firm or an individual?

If the party is an individual, enter the individual's name

First name

Middle name

Last name

If the party is a firm, enter the firm's full legal name

If the party is a firm, who at the firm is part of this referral arrangement? Enter the names of the individuals below. If there are more than 10 individuals, enter the additional names in the spreadsheet provided and attach it to the box above.

First name

Middle name

Last name

Is the party that you have the referral arrangement with registered?

If yes, provide the name of the regulator

Name of the other regulator

Number of current clients (not the number of client accounts, or the number of client households) that were referred to you under this arrangement

Dollar amount or estimated dollar value of referral fee you paid to the referrer

For the year ending December 31, 2020

For the year ending December 31, 2021

Is the referral fee that you paid a fee of a fixed dollar amount?

What is the percentage of referral fee you paid to the referrer out of the fee or commission that you earned from this arrangement?

%

Is the referral fee an ongoing fee that you pay to the referrer?

Referral arrangements - table summation

Total number of current referred clients as of December 31, 2021	Total referral fees paid in 2020	Total referral fees paid in 2021
0	\$0.00	\$0.00

Referral arrangements: For guidance on referral arrangements, please refer to section 13.7 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations (**NI 31-103**) and section 13.7 of the Companion Policy to NI 31-103 on the OSC's website: <http://www.osc.ca/en/securities-law/instruments-rules-policies/3/31-103/unofficial-consolidation-national-instrument-31>

Referral fee means any form of compensation, direct or indirect, and monetary or non-monetary including but not limited to warrants/options or other securities, merchandise, gifts, travel expenses, meals, entertainment, paid in consideration for the referral of a client to or from a registrant.

MFDA: Mutual Fund Dealers Association of Canada

IIFROC: Investment Industry Regulatory Organization of Canada

FSRA: Financial Services Regulatory Authority

OSFI: The Office of the Superintendent of Financial Institutions

SEC: U.S. Securities and Exchange Commission

FINRA: Financial Industry Regulatory Authority

For reference only

Question G8 – Finder's fees

Do you have any arrangements under which you pay a **finder's fee**, solicitation fee or similar fee (other than a referral arrangement as described in question G7) (collectively referred to herein as **finder's fee**) as at December 31, 2021 in relation to your Canadian clients?

- a) No
- b) Yes - fill in the table below

If there are more than 10 individuals associated with a finder arrangement, enter the additional names in the spreadsheet provided and attach it here

https://www.osc.ca/sites/default/files/2022-05/da_20220504_ra-q7-g8-general.xlsx

- click on the icon with the paperclip to attach your spreadsheet
- click on the trash can icon to remove the spreadsheet if you need to revise it
- click on the eyeglasses icon to open the spreadsheet



FINDER ARRANGEMENT 1

Is the party that you have a finder arrangement with a firm or an individual?

If the party is an individual, enter the individual's name

First name: Middle name: Last name:

If the party is a firm, enter its full legal name

If the party is a firm, who at the firm is part of this finder arrangement? Enter the names of the individuals below. If there are more than 10 individuals, enter the additional names in the spreadsheet provided and attach it above.

First name: Middle name: Last name:

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Is the party registered?

If yes, provide the name of the regulator

Name of the other regulator

Number of current clients (not the number of client accounts, or the number of client households) that were identified as a result of this finder arrangement as of December 31, 2021.

Dollar amount of finder's fee that you paid to the finder

For the year ending December 31, 2020

For the year ending December 31, 2021

Is the finder's fee that you paid a fee of a fixed dollar amount?

What is the percentage of finder's fee you paid to the finder out of the fee or commission that you earned from this arrangement?

 %

Is the finder's fee an ongoing fee that you pay to the finder?

For reference only

Finder arrangements - table summation

Total number of current finder clients as of December 31, 2021	Total finder fees paid in 2020	Total finder fees paid in 2021
0	\$0.00	\$0.00

Finders Fee: Means any form of payment to an individual or company who identifies/solicits potential purchasers of securities.

MFDA: Mutual Fund Dealers Association of Canada

IIROC: Investment Industry Regulatory Organization of Canada

FSRA: Financial Services Regulatory Authority

OSFI: The Office of the Superintendent of Financial Institutions

SEC: U.S. Securities and Exchange Commission

FINRA: Financial Industry Regulatory Authority

For reference only

Question G9 – Cybersecurity

Does your firm do any of the following? Check all that apply.

- a) Conduct risk assessments to identify cybersecurity threats, vulnerabilities and potential consequences
- b) Use antivirus software
- c) Require passwords to gain access to computers and other mobile devices
- d) Back up data on a daily basis
- e) Use cloud services (e.g. iCloud or Dropbox)
- f) Include cybersecurity within due diligence exercise when engaging a third party service provider (i.e. custodians, sub-advisers, etc.)
- g) Maintain cyber-insurance coverage
- h) Use encryption on all computers, tablets, smartphones and other electronic devices used to access client information
- i) Have a response plan for a cybersecurity incident
- j) Not applicable - we do not do any of the above

Additional comments, if necessary

Question G10 – Complaints

(A) Fill in the table below.

	In the twelve month period ending	
	December 31, 2021	December 31, 2020
Total number of complaints received	<input type="text"/>	<input type="text"/>
Total number of clients/investors	<input type="text"/>	<input type="text"/>
Percentage (%) of complaints	<input type="text"/> %	<input type="text"/> %

(B) Is your firm a participating member of Ombudsman for Banking Services and Investments (OBSI)?

- a) Yes
- b) No – my firm deals exclusively with permitted clients that are not individuals and the firm is relying on the permitted client exemption as set out in section 13.16(8) of NI 31-103
- c) No - explain in comment box below
- d) Not applicable – my firm is registered solely as an investment fund manager

Explain why your firm is not a participating member of OBSI

Question G11 - Claims

Which statement best describes any pending litigation and/or claims against your firm?

- a) No claims or litigation outstanding
- b) Potentially some claims or litigation outstanding
- c) Some claims or litigation outstanding
- d) Potentially significant claim(s) or litigation outstanding
- e) Significant claim(s) or litigation outstanding

Additional comments, if necessary

Question G12 – Breaches of securities law

Are you aware of any ongoing or pending investigations or allegations of breaches of either securities legislation or rules of an SRO against your firm and/or **specified affiliates**, registered individuals or permitted individuals? Check all that apply.

- a) Yes – the firm, Canadian specified affiliate, registered individual or permitted individual
- b) Yes – United States specified affiliate
- c) Yes – foreign specified affiliate (non-United States)
- d) No

Specified affiliate: A person or company that is a parent of the firm, a **specified subsidiary** of the firm, or a specified subsidiary of the firm's parent.

Specified subsidiary: A person or company of which another person or company has **significant control**.

Significant control: A person or company has significant control of another person or company if the person or company:

- directly or indirectly holds voting securities representing more than 20 per cent of the outstanding voting rights attached to all outstanding voting securities of the other person or company, or
- directly or indirectly is able to elect or appoint a majority of the directors (or individuals performing similar functions or occupying similar positions) of the other person or company.

Additional comments, if necessary

Question G13 - Compliance staff

(A) Fill in the table below.

Number of full time equivalent (FTE) staff working as part of your firm's compliance function as at December 31, 2021 (e.g. your CCO, employees supporting CCO to carry out compliance duties, registered individual supervising activities of other registered individuals, etc.)

Example of FTE: Employee A spends 50% of their time on compliance activities. Employee B spends 75% of their time on compliance activities. Employee A + Employee B = 1.25 FTE

Percentage turnover of compliance staff in the last two years ending December 31, 2021

 %

Formula: (Number of compliance staff who leave the firm) / (Average number of total compliance staff during the period) x 100%.

(B) Has your firm identified a qualified individual who has the experience and education required to act as CCO if the current CCO leaves?

- a) Yes
- b) No

Additional comments, if necessary

Question G14 – Compliance resources

Describe the compliance resources used to ensure ongoing compliance with securities law. Check all that apply.

- a) Receive training and/or review newsletters or periodic updates from external legal counsel
- b) Receive training and/or review newsletters or periodic updates from a compliance consultant - provide the name of the compliance consultant in the comment box below
- c) Internal compliance staff (besides Chief Compliance Officer)
- d) Internal legal counsel
- e) Maintain membership in any industry associations (e.g. Portfolio Management Association of Canada, Investment Funds Institute of Canada, Private Capital Markets Association of Canada, National Exempt Market Association)
- f) Attend OSC Registrant Outreach program
- g) Other – provide details in comment box below
- h) None of the above

Other compliance resources

Name of compliance consultant

For reference only

For reference only