

**Proposed Form 45-110F3**  
***Funding Portal Information***

**GENERAL INSTRUCTIONS:**

*Complete and deliver this form with any attachments and all corresponding Forms 45-110F4 Portal Individual Information to the securities regulatory authority or regulator of each of the jurisdictions where the funding portal facilitates or intends to facilitate a crowdfunding distribution.*

*For information on how to submit the form and other information relevant to funding portals, please refer to the *Start-up Crowdfunding Guide for Funding Portals* available on the website of the securities regulatory authority or regulator of the jurisdictions.*

**FUNDING PORTAL INFORMATION**

1. Provide the following information regarding the funding portal:

- (a) Full legal name of the funding portal as it appears on the funding portal's organizing documents;
- (b) Name that the funding portal will be operating under;
- (c) Website URL;
- (d) Telephone;
- (e) E-mail address;
- (f) Head office address;
- (g) Jurisdiction where the head office is located (check).

- |   |   |   |
|---|---|---|
| <input type="checkbox"/> Alberta          | <input type="checkbox"/> Newfoundland and<br>Labrador | <input type="checkbox"/> Ontario              |
| <input type="checkbox"/> British Columbia | <input type="checkbox"/> Northwest Territories        | <input type="checkbox"/> Prince Edward Island |
| <input type="checkbox"/> Manitoba         | <input type="checkbox"/> Nova Scotia                  | <input type="checkbox"/> Québec               |
| <input type="checkbox"/> New Brunswick    | <input type="checkbox"/> Nunavut                      | <input type="checkbox"/> Saskatchewan         |
|   |   | <input type="checkbox"/> Yukon                |

2. Provide the following information regarding the contact person for the funding portal:

- (a) Full legal name (first name, middle name and last name);
- (b) Business address;
- (c) Telephone;

(d) E-mail address.

3. Provide the following information regarding each founder, director, officer and control person of the funding portal. If necessary, use an attachment signed and dated by the authorized individual certifying this form. Please refer to the *Start-up Crowdfunding Guide for Funding Portals* available on the website of the securities regulatory authority or regulator of the jurisdictions for the meaning of “founder”, “director”, “officer” and “control person”.

(a) Full legal name (first name, middle name and last name);

(b) Position(s) held.

4. Indicate each jurisdiction where the funding portal is delivering this form. The funding portal must deliver this form in each jurisdiction where it facilitates or intends to facilitate crowdfunding distributions.

- |   |  |   |
|---|--|---|
| <input type="checkbox"/> Alberta          | <input type="checkbox"/> Newfoundland and Labrador | <input type="checkbox"/> Ontario              |
| <input type="checkbox"/> British Columbia | <input type="checkbox"/> Northwest Territories     | <input type="checkbox"/> Prince Edward Island |
| <input type="checkbox"/> Manitoba         | <input type="checkbox"/> Nova Scotia               | <input type="checkbox"/> Québec               |
| <input type="checkbox"/> New Brunswick    | <input type="checkbox"/> Nunavut                   | <input type="checkbox"/> Saskatchewan         |
|   |  | <input type="checkbox"/> Yukon                |

5. Provide the date the funding portal expects to begin to facilitate crowdfunding distributions in the jurisdictions named in item 4 above.
6. If the funding portal is already relying on National Instrument 45-110 *Start-up Crowdfunding Registration and Prospectus Exemptions* in any jurisdiction, provide the name(s) of the jurisdiction(s) and the date the Funding Portal Information Form was delivered to the securities regulatory authority or regulator.

## LEGAL STRUCTURE AND CONSTATING DOCUMENTS

7. Indicate the legal structure of the funding portal.

- Sole proprietorship
- Partnership
- Limited partnership (Provide the name of the general partner)
- Corporation

Other (Specify)

8. Attach the funding portal's organizing documents, for example, the funding portal's articles and certificate of incorporation, any articles of amendments, partnership agreement or declaration of trust. If the funding portal is a sole proprietorship, provide a copy of the registration of trade name. The attachment must be signed and dated by the authorized individual certifying this form.
9. Attach a chart showing the funding portal's structure and ownership. At a minimum, include all parents, affiliates and subsidiaries. Include the name of the person or company, and class, type, amount and voting percentage of ownership of the firm's securities. The attachment must be signed and dated by the authorized individual certifying this form.

### **BUSINESS ACTIVITIES**

10. Provide a description of following:
  - (a) the proposed business activities of the funding portal;
  - (b) the marketing strategy of the funding portal;
  - (c) the target issuers, including their sectors;
  - (d) the key risks you identify in operating your funding portal.

### **CRIMINAL DISCLOSURE**

11. Has the funding portal ever been found guilty, pleaded no contest to, or been granted an absolute or conditional discharge from:
  - (a) a summary conviction or indictable offence under the *Criminal Code* (R.S.C., 1985, c. C-46) (Canada),
  - (b) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction,
  - (c) a misdemeanour or felony under the criminal legislation of the United States of America, or any state or territory therein, or
  - (d) an offence under the criminal legislation of any other foreign jurisdiction.

Yes  No

If yes, provide complete details in an attachment signed and dated by the authorized individual certifying this form, including the circumstances, relevant dates, names of the parties involved and final disposition, if known. Consider all time periods.

*Instructions: A quasi-criminal offence includes offences under the Income Tax Act (R.S.C. 1985, c. 1 (5th Suppl.)), the Immigration and Refugee Protection Act (R.S.C., 2001, c. 27) or the tax, immigration, drugs, firearms, money laundering or securities legislation of any province or territory of Canada or foreign jurisdiction.*

12. Are there any outstanding or stayed charges against the funding portal alleging a criminal offence that was committed?

Yes  No

If yes, provide complete details in an attachment signed and dated by the authorized individual certifying this form, including the circumstances, relevant dates, names of the parties involved and final disposition, if known. Consider all time periods.

#### **CIVIL DISCLOSURE**

13. Has the funding portal been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by, or has entered into a settlement agreement with, a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last 10 years related to a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct in Canada or a foreign jurisdiction related to its involvement in any type of securities, derivatives, insurance or banking activity.

Yes  No

If yes, provide complete details in an attachment signed and dated by the authorized individual certifying this form, including the circumstances, relevant dates, names of the parties involved and final disposition, if known. Consider all time periods.

14. Are there currently any outstanding civil actions alleging fraud, theft, deceit, misrepresentation, or similar misconduct against the funding portal?

Yes  No

If yes, provide complete details in an attachment signed and dated by the authorized individual certifying this form, including the circumstances, relevant dates, names of the parties involved and final disposition, if known. Consider all time periods.

## **PROCESS AND PROCEDURE FOR HANDLING OF FUNDS**

15. Provide details and attach in an attachment that is signed and dated by the authorized individual certifying this form the relevant documents on the process and procedure for handling all funds in relation to the crowdfunding distribution in a designated trust account at a Canadian financial institution, including:

- (a) the name of the Canadian financial institution the funding portal will use with the designated trust account number;
- (b) the names of the signatories on this account and their role with the funding portal;
- (c) details of how the funds held in this account will be separate and apart from the funding portal's own property;
- (d) a copy of the trust agreement, or details surrounding the establishment of this account. If the funding portal does not have a trust agreement or an account, please explain;
- (e) details regarding how funds will flow:
  - i. from purchasers to the funding portal's account;
  - ii. from the funding portal's account to the issuer in the event that the crowdfunding distribution closes; and
  - iii. from the funding portal's account back to the purchasers in the event that the crowdfunding distribution does not close or the purchaser has exercised their right of withdrawal.

## **COLLECTION AND USE OF INFORMATION**

The information required under this form is collected, used and disclosed by the securities regulatory authority or, where applicable, regulator of the jurisdictions under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

By submitting this form, the funding portal:

- acknowledges that the securities regulatory authority or regulator may collect personal information about the individuals referred to in this form or information about the funding portal,
- confirms that the individuals referred to in this form have been notified that their personal information is disclosed on this form, the legal reason for doing so, how it will be used and who to contact for more information, and
- consents to the posting on the website of the securities regulatory authority or regulator of:
  - i. the name that the funding portal will be operating under,
  - ii. the website address for the funding portal, and
  - iii. the funding portal's reliance on a dealer registration exemption.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in any jurisdiction in which this form is delivered. Contact information is listed at the end of this form.

## **CERTIFICATION**

By signing this form, the funding portal:

- undertakes to comply with all of the applicable conditions set out in National Instrument 45-110 *Start-up Crowdfunding Registration and Prospectus Exemptions*;
- certifies that its platform is complete, ready for viewing in a test environment and designed to comply with the applicable conditions set out in National Instrument 45-110 *Start-up Crowdfunding Registration and Prospectus Exemptions*;
- certifies that it has sufficient financial resources to continue its operations for at least the next 12 months; and
- acknowledges that the securities regulatory authority or regulator of a jurisdiction may access the books and records relating to the carrying on of its activities and may conduct a compliance review.

On behalf of the funding portal, I certify that the statements made in this form including any attachments are true and complete.

Full legal name of  
funding portal:

\_\_\_\_\_

Signature of  
authorized individual:

\_\_\_\_\_

Date:

\_\_\_\_\_

Print name of  
authorized individual:

\_\_\_\_\_

Position held:

\_\_\_\_\_

Telephone:

\_\_\_\_\_

E-mail:

\_\_\_\_\_

**IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS FORM**

**Contact information:**

<p><b>Alberta</b> The Alberta Securities Commission Suite 600, 250-5th Street SW Calgary, Alberta T2P 0R4 Telephone: 403-297-6454 E-mail: <a href="mailto:registration@asc.ca">registration@asc.ca</a> <a href="http://www.asc.ca">www.asc.ca</a></p>	<p><b>Nova Scotia</b> Nova Scotia Securities Commission Suite 400, 5251 Duke Street Halifax, Nova Scotia B3J 1P3 Telephone: 902-424-7768 Toll free in Nova Scotia: 1-855-424-2499 E-mail: <a href="mailto:nssc.crowdfunding@novascotia.ca">nssc.crowdfunding@novascotia.ca</a> <a href="http://nssc.novascotia.ca">nssc.novascotia.ca</a></p>
<p><b>British Columbia</b> British Columbia Securities Commission P.O. Box 10142, Pacific Centre 701 West Georgia Street Vancouver, British Columbia V7Y 1L2 Telephone: 604-899-6854 Toll free in Canada: 1-800-373-6393 E-mail: <a href="mailto:portal@bcsc.bc.ca">portal@bcsc.bc.ca</a> <a href="http://www.bcsc.bc.ca">www.bcsc.bc.ca</a></p>	<p><b>Ontario</b> Ontario Securities Commission 20 Queen Street West, 22<sup>nd</sup> Floor Toronto, Ontario M5H 3S8 Toll free: 1-877-785-1555 E-mail: <a href="mailto:inquiries@osc.gov.on.ca">inquiries@osc.gov.on.ca</a> <a href="http://www.osc.ca">www.osc.ca</a> OSC Electronic Filing Portal <a href="https://eforms1.osc.gov.on.ca/e-filings/generic/form.do?token=ec7a3cb6-d86d-419d-9c11-f1febe403cb6">https://eforms1.osc.gov.on.ca/e-filings/generic/form.do?token=ec7a3cb6-d86d-419d-9c11-f1febe403cb6</a></p>
<p><b>Manitoba</b> The Manitoba Securities Commission 500 - 400 St Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: 204-945-2548 Toll free in Manitoba: 1-800-655-2548 E-mail: <a href="mailto:exemptions.msc@gov.mb.ca">exemptions.msc@gov.mb.ca</a> <a href="http://www.mbsecurities.ca">www.mbsecurities.ca</a></p>	<p><b>Québec</b> Autorité des marchés financiers Direction de l'encadrement des intermédiaires 800, rue du Square-Victoria, 4th floor P.O. Box 246, Tour de la Bourse Montréal, Québec H4Z 1G3 Telephone: 514-395-0337 Toll free in Québec: 1-877-525-0337 E-mail: <a href="mailto:financement-participatif@lautorite.qc.ca">financement-participatif@lautorite.qc.ca</a> <a href="http://www.lautorite.qc.ca">www.lautorite.qc.ca</a></p>
<p><b>New Brunswick</b> Financial and Consumer Services Commission 85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2 Toll free: 1-866-933-2222 E-mail: <a href="mailto:emf-md@fcnbc.ca">emf-md@fcnbc.ca</a> <a href="http://www.fcnbc.ca">www.fcnbc.ca</a></p>	<p><b>Saskatchewan</b> Financial and Consumer Affairs Authority of Saskatchewan Securities Division Suite 601 – 1919 Saskatchewan Drive Regina, Saskatchewan S4P 4H2 Telephone: 306-787-5645 E-mail: <a href="mailto:registrationfcaa@gov.sk.ca">registrationfcaa@gov.sk.ca</a> <a href="http://www.fcaa.gov.sk.ca">www.fcaa.gov.sk.ca</a></p>