



A division of B2B Bank Securities Services Inc.

# Instructions for Small Business Transactions

---

Please note: All of the conditions must be met in order for the transaction to proceed at B2B Bank Discount Brokerage ("B2BBDB"). In addition, all documents must be completed in full.

---

## 1. Requirements for all Small Business Transactions at B2BBDB:

- (a) Registered plan must have a minimum of 50% of its value in liquid investments at all times. Liquid investments include cash, short-term GICs, B2B Bank deposit products, mutual fund investments and active listed securities but do not include labour-sponsored funds, segregated funds, mortgages, other small business securities or other illiquid securities.
- (b) New purchases, transfers-in and contributions in-kind are not allowed within a RRIF, LIF, LRIF, PRIF or any type of locked-in plan.
- (c) A share certificate, bond indenture or other appropriate instrument must be available upon exchange of cheque for purchases.
- (d) If there is no Offering Memorandum on file, the following conditions will apply (please contact the Securities Department to verify the status of the items listed below prior to proceeding with the transaction):
  - No more than 10 B2BBDB registered plans per small business security permitted; and
  - The aggregate book value of those positions at B2BBDB cannot exceed \$500,000.
- (e) B2BBDB cannot sign shareholder agreements, escrow agreements or other agreements relating to the small business securities.

## 2. Documents required for Purchases, Transfers-In and Contributions In-Kind:

- (a) Investor Representation Letter signed by the Investor and witnessed.
- (b) Financial Advisor and Dealer Representation Letter signed by the Financial Advisor and a Senior Compliance Officer from the Dealer's head office.
- (c) Qualified Investment Letter from a Chartered Accountant or law firm.  
or  
Copy of Offering Memorandum (no more than 12 months old) which includes a tax opinion on qualified investment status from a Chartered Accountant or a law firm acceptable to B2BBDB.
- (d) Small Business Issuer Representation Letter signed by an officer of the small business.

## 3. Documents required for Sales and Deregistrations:

- (a) Investor Representation Letter signed by the Investor and witnessed.
- (b) Small Business Issuer Representation Letter signed by an officer of the small business.

B2BBDB does not accept mortgage bonds, other mortgage-related securities or limited partnerships.

**If you have any questions, please call Client Services at (416) 413-7201 or 1-866-542-3403.**



A division of B2B Bank Securities Services Inc.

# Investor Representation Letter

for Purchases, Transfers-In or Contributions In-Kind of Small Business Securities

This form must be completed for securities of a Small Business purchased within or transferred into a registered plan at B2BBDB and must be signed by the Investor. B2BBDB will not accept any other form or any amendments to this form.

Please do not use this letter for mortgages. B2BBDB does not accept mortgage bonds and other mortgage-related securities.

Date \_\_\_\_\_ B2BBDB Account # 

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Name of Investor \_\_\_\_\_

Type of Transaction (check one)     Purchase     Transfer-In     Contribution In-Kind

Name of Small Business \_\_\_\_\_

# of Securities \_\_\_\_\_ Price per Security \_\_\_\_\_

Total Value as at Date Received \_\_\_\_\_  
(# of Securities x Price per Security)

Cheque to be made payable to \_\_\_\_\_  
(not applicable for contributions-in-kind/transfers-in)

**Type of Investment:** (check one)

- Shares of Small Business Corporation
- Shares of Venture Capital Corporation (VCC)
- Bonds/Debt of Canadian Listed Public Company or subsidiary thereof  
(the "small business securities")

**Settlement must occur at:**

**B2B Bank Discount Brokerage  
199 Bay Street, Suite 610  
PO Box 35 STN Commerce Court  
Toronto ON M5L 0A3**

# Investor Representation Letter

for Purchases, Transfers-In or Contributions In-Kind of Small Business Securities (cont'd)

---

B2B Trustco is the trustee ("Trustee") of an RRSP (a "registered plan") of which I am the annuitant. I wish to deposit the small business securities named in this letter to my registered plan. Accordingly, I represent and agree that:

---

## A. Tax Matters

1. The investment in the small business securities is a qualified investment and is not a prohibited investment for my registered plan pursuant to the Income Tax Act (Canada) and Regulations (the "Tax Act"). I acknowledge that I alone take sole responsibility for ensuring that the investment is a qualified investment and is not a prohibited investment. If the investment becomes a prohibited investment or becomes a non-qualified investment at any time, I will notify the Trustee promptly.
2. If my investment is in shares of a small business corporation or a venture capital corporation, I acknowledge that I am not a "connected shareholder" (as defined in the Tax Act) nor do I have any other relationship with the corporation which would cause my investment to be a prohibited investment or not to be a qualified investment.
3. I acknowledge that in order for me to know if the investment remains a qualified investment and does not become a prohibited investment under the Tax Act, I will need the ongoing or periodic advice of a professional and I am not relying on B2BBDB or the trustee of my registered plan for this advice.
4. I understand that there are adverse tax consequences if the investment is prohibited or non-qualified or becomes prohibited or non-qualified under the Tax Act at any point in time.
5. I take full legal and financial responsibility for all expenses, liabilities, claims, losses and demands of any nature, including tax interest and penalties that may arise from the investment not being a qualified investment or becoming a non-qualified investment or being or becoming a prohibited investment.

## B. Investment Matters

6. To the best of my knowledge, the price per security set out in this letter represents the fair market value as at the transaction date. I agree to provide the Trustee on reasonable request with the current fair market value of my investment from time to time.
7. I understand that there will not necessarily be a purchaser for my investment when I choose to sell it due to the possible illiquid nature of the investment.
8. I understand that my investment may be highly speculative in nature and that I could lose any or all of the value of the investment. I have discussed the suitability of my investment for me with my financial advisor.
9. I agree to maintain an absolute minimum of 50% of the value of my registered plan in liquid investments at all times. Liquid investments include cash, short-term GICs, B2B Bank deposit products, mutual fund investments and active listed securities but do not include other small business securities or other illiquid investments.

# Investor Representation Letter

for Purchases, Transfers-In or Contributions In-Kind of Small Business Securities (cont'd)

10. I understand that the Trustee does not permit the new purchase of small business securities by investors in a RRIF, LIF, PRIF or LRIF and the Trustee may impose additional requirements for small business securities held in an RRSP, which is subsequently converted to a RRIF.
11. I understand and acknowledge that neither the Trustee nor any company related with the Trustee has any connection to the small business and does not in any way endorse or guarantee your investment.
12. I have asked my financial advisor if there are any potential conflicts of interest between my financial advisor, my dealer and the small business and I still wish to make the investment in the small business securities.

## C. Indemnity and Exclusion of Liability

13. I agree to indemnify and also agree to make no claim against the trustee, its related companies including B2BBDB, their agents and their respective shareholders, officers and employees from and against all expenses, liabilities, claims, losses and demands of any nature including but not limited to a claim of negligence and claims relating to tax, interest and penalties that may arise from holding the small business securities in my registered plan or any actions (fraudulent or otherwise) taken by my financial advisor, dealer or the small business issuer.

**These terms are in addition to the terms I have agreed to in the Declaration of Trust governing my registered plan.**

Signature of Investor \_\_\_\_\_

Witness Signature \_\_\_\_\_

Witness Name \_\_\_\_\_



A division of B2B Bank Securities Services Inc.

# Financial Advisor and Dealer Representation Letter

for Purchases, Contributions In-Kind or Transfers-In of Small Business Securities

This form must be completed for securities of a small business purchased within, contributed or transferred into a registered plan at B2BBDB. It must be signed by the Financial Advisor and the Senior Compliance Officer of the sponsoring Dealer's head office. B2BBDB will not accept any other form or any amendment to this form.

Please do not use this letter for mortgages. B2BBDB does not accept mortgage bonds and other mortgage-related securities.

Date \_\_\_\_\_ B2BBDB Account # 

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Name of Investor \_\_\_\_\_

Name of Small Business \_\_\_\_\_

# of Securities \_\_\_\_\_ Price per Security \_\_\_\_\_

Total Value as at Date Received \_\_\_\_\_  
(# of Securities x Price per Security)

**Type of Investment:** (check one)

- Shares of Small Business Corporation
- Shares of Venture Capital Corporation (VCC)
- Bonds/Debt of Canadian Listed Public Company or subsidiary thereof  
(the "small business securities")

**Settlement must occur at:**

**B2B Bank Discount Brokerage  
199 Bay Street, Suite 610  
PO Box 35 STN Commerce Court  
Toronto ON M5L 0A3**

# Financial Advisor and Dealer Representation Letter (cont'd)

---

B2B Trustco is the trustee (the "Trustee") of my client's RRSP ("registered plan"). My client wishes to deposit the small business securities named in this letter for his/her registered plan. Accordingly, the undersigned Financial Advisor and Dealer jointly and severally represent and agree that:

---

1. I have reviewed the Investor Representation Letter with my client to ensure that he/she understands each provision and this transaction generally.
2. I am not relying on the Trustee or its related companies including B2BBDB or its agents and to the best of my knowledge, my client is not relying on the Trustee, its related companies including B2BBDB or its agents to determine whether the investment is a qualified investment and is not a prohibited investment for his/her registered plan pursuant to the Income Tax Act (Canada) and the Regulations (the "Tax Act").
3. I have fully disclosed to my client any relationship that may pose a conflict of interest that the undersigned Financial Advisor or Dealer has with the issuer of the small business securities. I believe that my client understands this potential conflict of interest.
4. I have not represented to my client that the Trustee or any company related to the Trustee including B2BBDB has any connection to the small business or in any way endorses or guarantees the investment or in any way has determined whether the investment is a qualified investment and is not a prohibited investment for his/her registered plan pursuant to the tax act.
5. To the best of my knowledge, the investment is qualified for sale under applicable securities legislation.
6. The purchase of the small business securities is suitable for my client and is appropriate for my client's investment needs.
7. I agree to abide by the small business procedures published by the Trustee from time to time. In addition, acceptance by the Trustee of small business securities in no way binds the Trustee or the trustee of the registered plan to accept additional securities of the same issuer or similar securities of another issuer.

Financial Advisor Name \_\_\_\_\_  
(print)

Signature \_\_\_\_\_ Financial Advisor # 

--	--	--	--	--	--

Dealer Name \_\_\_\_\_ Dealer # 

--	--	--	--	--	--

  
(print)

Name of Senior Compliance Officer/Head Office \_\_\_\_\_  
(other than the Financial Advisor)

Dealer Officer Signature \_\_\_\_\_



A division of B2B Bank Securities Services Inc.

# Issuer Representation Letter

This letter must be sent to B2BBDB on the Issuer's letterhead. Please do not use this letter for mortgages, mortgage bonds or other mortgage securities.

Date \_\_\_\_\_

**B2B Bank Discount Brokerage  
199 Bay Street, Suite 610  
PO Box 35 STN Commerce Court  
Toronto ON M5L 0A3**

Dear Sirs:

Re: Value of \_\_\_\_\_ of \_\_\_\_\_ as at \_\_\_\_\_ .  
(Name of Security) (Name of Small Business) (Date)

I declare that to the best of my knowledge, a purchase price of \$ \_\_\_\_\_ per security for the above-named securities as at the above date represents the fair market value of those securities.

I agree to provide B2BBDB with a reasonable estimate of the value of the named securities upon request.

Yours very truly,

NAME OF ISSUER

\_\_\_\_\_  
Signature of Officer of Issuer

\_\_\_\_\_  
Transfer Agent Name

\_\_\_\_\_  
Address of Issuer

\_\_\_\_\_  
Address of Transfer Agent

\_\_\_\_\_  
Name of Signing Officer

\_\_\_\_\_  
Contact Name

\_\_\_\_\_  
Telephone #

\_\_\_\_\_  
Telephone #



A division of B2B Bank Securities Services Inc.

# Qualified Investment Letter

B2BBDB requires a letter from either a Chartered Accountant or a law firm on its letterhead in respect of the qualified investment and non-prohibited investment status of the Small Business securities being purchased or transferred (other than a SWAP) for the Investor’s B2BBDB registered plan. This letter should include all the information set out below and must be acceptable to B2BBDB. Under certain circumstances, an Offering Memorandum confirming appropriate tax opinions may serve as a substitute for this letter.

Date \_\_\_\_\_

**B2B Bank Discount Brokerage**  
**199 Bay Street, Suite 610**  
**PO Box 35 STN Commerce Court**  
**Toronto ON M5L 0A3**

Dear Sirs:

In our opinion:

1. An investment of \_\_\_\_\_  
(Dollar Value of Securities Being Purchased)

in \_\_\_\_\_  
(Type and Name of Securities e.g. Class A Common Shares)

of \_\_\_\_\_  
(Name of Issuer Company)

being made by an RRSP for \_\_\_\_\_  
(Name of Annuitant)

is a “qualified investment” for the annuitant’s RRSP in accordance with the definition contained in subsection 146 (1) of the Income Tax Act (Canada) and as defined in (specify one):

(a) Income Tax Act Regulation 4900 (14) for Small Business Corporations or Venture Capital Corporations (VCC’s); or

(b) Income Tax Act Regulation 4900 (1) (c.1) or 4900 (1) (i) for debt issues.

and is not a “prohibited investment”, as defined in subsection 207.01 (1) of the Income Tax Act (Canada), for the annuitant’s RRSP.

We understand that the investor, B2BBDB, the trustee of the registered plan and/or their agents are relying on this letter for the purpose of administering the investor’s registered plan account.

Yours very truly,

Name of Law Firm Or C.A. Firm

\_\_\_\_\_  
Signature





A division of B2B Bank Securities Services Inc.

# Investor Representation Letter

for Sales or Deregistration of Small Business Securities

This form must be completed for any securities of a small business sold or deregistered from within a registered plan at B2BBDB and must be signed by the investor. B2BBDB will not accept a different form or any amendments to this form.

Date \_\_\_\_\_ B2BBDB Account # 

--	--	--	--	--	--	--	--	--	--

Name of Investor \_\_\_\_\_

Name of Small Business \_\_\_\_\_

# of Securities \_\_\_\_\_ Price per Security \_\_\_\_\_

Total Value as at Date Received \_\_\_\_\_  
(# of Securities x Price per Security)

**Type of Investment:** (check one)

- Shares of Small Business Corporation
- Shares of Venture Capital Corporation (VCC)
- Bonds/Debt of Canadian Listed Public Company or subsidiary thereof  
(the "small business securities")

B2B Trustco is the trustee ("Trustee") of an RRSP or RRIF (a "registered plan") of which I am the annuitant. I wish to sell or deregister out my small business securities. Accordingly, I represent and agree that:

1. To the best of my knowledge, the price per security set out in this letter represents the fair market value of my small business securities as at the transaction date and I am not and have not relied on any information in B2BBDB client statements with respect to fair market value.
2. I acknowledge that no certificate will be delivered from my registered plan until such time as B2BBDB or its agent receives a cheque.
3. I agree to indemnify and also agree to make no claim against the Trustee, its related companies, including B2BBDB, its agents and their respective shareholders, officers and employees from and against all expenses, liabilities, claims, losses and demands of any nature including but not limited to a claim of negligence and claims relating to tax, interest and penalties that may have arisen from holding the small business securities in my registered plan or selling such securities or any actions (fraudulent or otherwise) taken by my financial advisor, dealer or the small business issuer.

\_\_\_\_\_  
Signature of Investor

\_\_\_\_\_  
Witness Signature

\_\_\_\_\_  
Witness Name



A division of B2B Bank Securities Services Inc.

# Issuer Representation Letter

for Redemptions or De-registrations

This letter must be sent to B2BBDB on the Issuer's letterhead.

Date \_\_\_\_\_

**B2B Bank Discount Brokerage  
199 Bay Street, Suite 610  
PO Box 35 STN Commerce Court  
Toronto ON M5L 0A3**

Dear Sirs:

Re: Value of \_\_\_\_\_ of \_\_\_\_\_ as at \_\_\_\_\_ .  
(Name of Security) (Name of Small Business) (Date)

I declare that to the best of my knowledge, a sale price of \$ \_\_\_\_\_ per security for the above-named securities as at the above date represents the fair market value of those securities.

Yours very truly,

NAME OF ISSUER

\_\_\_\_\_  
Signature of Officer of Issuer

\_\_\_\_\_  
Name of Transfer Agent

\_\_\_\_\_  
Address of Issuer

\_\_\_\_\_  
Address of Transfer Agent

\_\_\_\_\_  
Name of Signing Officer

\_\_\_\_\_  
Contact Name

\_\_\_\_\_  
Telephone #

\_\_\_\_\_  
Telephone #