



FIRST REPUBLIC CAPITAL

Know Your Client Corporate Investor Information Form

Identification information

Name of client: _____

Address: _____

Telephone: _____ Fax: _____ Website: _____

Type of entity: Corporation Trust Partnership Estate Other _____

Jurisdiction of incorporation or formation: _____

Year of incorporation or formation: _____

Canada Revenue Agency business number: _____

Is the entity a reporting issuer? Yes No If yes, where do the shares trade? _____

Purpose of the entity: For profit Not for profit

If for profit, details about the business of the entity: _____

If not for profit, is the charity registered under the *Income Tax Act*? Yes No

If yes, please provide registration number _____

Does the entity solicit charitable financial donations from the public? Yes No

*If you are 65 years old or older, please complete the Senior Investors Addendum at the end of this KYC.

Required Documents

Corporation

A copy of each of the following documents is required to be attached to this KYC. Check next to each document to confirm that it was provided by the entity:

Articles of Incorporation

By-laws

Resolution of the Board of Directors, approving investment with FRCC, and designated authorized representative for that purpose

Share Register

Limited Partnership

A copy of each of the following documents is required to be attached to this KYC. Check next to each document to confirm that it was provided by the entity:

Limited Partnership Agreement

Written authorization of the General Partner (GP), approving investment with FRCC, and designated authorized representative for that purpose (if the GP is a corporation, a board resolution should be provided)

List of names of all partners

Provide the following information:

- How many shareholders of the GP own more than 25% of the GP:

- Other than the General Partner (GP) does any partner exercise control over the partnership?

No Yes. Provide details: _____

Trust

A copy of each of the following documents is required to be attached to this KYC. Check next to each document to confirm that it was provided by the entity:

- Trust Agreement
- List of names of Trustees
- List of names of Beneficiaries

Who exercises significant control over the Trust?

Financial information

Financial institution name: _____

Branch address: _____

Net income for most recent fiscal year: Less than \$400,000 \$400,000 – \$1,000,000 Over \$1,000,000

Net assets: Less than \$5,000,000 \$5,000,000 – \$25,000,000 Over \$25,000,000

Entity's net worth/valuation: _____

*The client is the entity, and NOT the representative. Ensure that this information is based on corporate financial disclosure.

Authorized representative

Last name: _____ First name: _____ Initial: _____

Position title: _____

Home address: _____

Telephone: _____ Mobile: _____ Fax: _____

Email: _____

Date of Birth: _____

Is representative considered "Insider" under applicable securities laws?

No Yes. Provide details: _____

Is representative considered "Registrant" under applicable securities laws?

No Yes. Provide details: _____

Identification – Meeting in Person

This section is to be completed when you have met, in person, with an employee or agent of FRCC, presented, and allowed FRCC's employee to make a copy of, an original of one of the documents listed below (check one):

- Passport
- Driver's licence
- Other acceptable government-issued photo identify document, namely _____ [describe document]

In the name of _____ [individual name]

[To be completed by FRCC's employee or agent:]

Name of Individual: _____

Identification certificate's No. _____

Place of Issue: _____ [city, province]

Date of Expiry: _____ [document must NOT be expired]

Identification – Not Meeting in Person

This section is to be completed when client (individual or signatory on behalf of an entity) has not met, in person, with an employee or agent of FRCC, but has provided one or more of the following documents:

- a) Identity Attestation, in the form below, completed and signed by a Commissioner of Oaths or other acceptable guarantor
- b) Cheque for \$1.00 drawn from the individual's account; and/or
- c) An original document from a reliable source according to FINTRAC's Table 5, "Dual Process" methodology (<http://www.fintrac.gc.ca/guidance-directives/client-clientele/Guide11/11-eng.asp>)

Full Name of Individual or Signatory for Identity: _____

Birth Date (YYYY-MM-DD): _____

Last 4 digits of Social Insurance Number: _____

Full Street Address: _____

City, Province, Postal Code: _____

Residential Telephone Number: _____

Signature: X _____

Identity Attestation

In the matter of the identification of the following person for the purposes of the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada)*:

I, _____ [insert name] of _____ [insert address] as a commissioner for oaths or a guarantor as noted below hereby certify that I have seen the original of the following document, and signed the legible photocopy, attached hereto: (please check applicable box)

- birth certificate; or
- passport; or
- driver's license; or
- other government-issued identity document, namely _____ [describe document];

in the name of _____ [person being identified].

I further certify the following information with respect to the identity document:

1. Reference (document) number: _____
2. place of issue: _____ [city, province, state]
3. date of expiry: _____ [document must not be expired]

I confirm that I am attesting to the identity of the person named above in my capacity as (check one):

- Commissioner of Oaths
- A judge, a magistrate or a lawyer
- An optometrist or a pharmacist
- A professional engineer (P. Eng., in a province other than Quebec);
- Dentist or a medical doctor
- A notary (in Quebec) or a notary public
- A veterinarian
- An accredited public accountant (APA), a chartered accountant (CA), a certified general accountant (CGA), a certified management accountant (CMA), a public accountant (PA) or a registered public accountant (RPA)

Dated:

(Signature of Commissioner or Guarantor)

[If attesting as a Commissioner, please affix Commissioner's stamp if available.]

Name and Address of Commissioner/Guarantor:

Other authorized individuals

Last name: _____ First name: _____ Initial: _____

Position title: _____

Last name: _____ First name: _____ Initial: _____

Position title: _____

Last name: _____ First name: _____ Initial: _____

Position title: _____

Beneficial ownership information

Provide the following information for each shareholder with a 25% direct or indirect beneficial ownership of the entity.

Shareholder 1: Ownership percentage _____

Last name: _____ First name: _____ Initial: _____
Occupation: _____ Employer: _____
Home address: _____
Date of Birth: _____

Shareholder 2: Ownership percentage _____

Last name: _____ First name: _____ Initial: _____
Occupation: _____ Employer: _____
Home address: _____
Date of Birth: _____

Shareholder 3: Ownership percentage _____

Last name: _____ First name: _____ Initial: _____
Occupation: _____ Employer: _____
Home address: _____
Date of birth: _____

Shareholder 4: Ownership percentage _____

Last name: _____ First name: _____ Initial: _____
Occupation: _____ Employer: _____
Home address: _____
Date of Birth: _____

Directors

Provide the following information for each director.

Director 1:

Last name: _____ First name: _____ Initial: _____
Occupation: _____ Employer: _____
Home address: _____
Date of Birth: _____

Director 2:

Last name: _____ First name: _____ Initial: _____
Occupation: _____ Employer: _____
Home address: _____
Date of Birth: _____

Director 3:

Last name: _____ First name: _____ Initial: _____
Occupation: _____ Employer: _____
Home address: _____

Date of Birth: _____

Investing information

Does the entity, the authorized representative, any beneficial owner, or their spouses, own or control, directly or indirectly, 10% or more of the voting rights of any publicly traded company?

Yes No If yes, provide details _____

Is the entity, the authorized representative, any beneficial owner, or their spouses, an insider, a director or officer of a publicly-traded company or an affiliate of publicly traded company?

Yes No If yes, provide details _____

What is the purpose of your dealing with First Republic Capital Corporation? Long term investment
 Short term investment Other (Specify) _____

Please mark any of these items that are important to you: Provide for retirement Provide for children's educational expenses Provide for parents' financial needs Provide for children's housing Provide for medical expenses Pay off mortgage Pay off financial liabilities (student loans, lines of credit) Minimize estate taxes Other (Specify) _____

What best describes your current investment goals? I don't want to lose money but I want some opportunity for modest growth I want growth but I am concerned about the possibility of losses I expect my money to grow over the long term and accept some risk I want maximum growth and I am comfortable with high levels of risk

What is your investment knowledge? Limited Good High/Expert

Check **Limited** if you have only invested in simple securities such as savings bonds or well-known common shares largely based on the advice of others.

Check **Good** if you have traded in or have some knowledge of the basic characteristics of both fixed income securities and common shares, as well as basic understanding of the degree of risk and reward inherent in these types of securities.

Check **High/Expert** if you have a good business background, follow the markets regularly and have traded in and understand most types of investment securities.

Describe the types of investment instruments you have had experience with in the past: _____

Do you understand the concept of risk and return? Yes No

What would you prefer? Low risk/Low return Medium risk/Medium return High risk/High return

Check **Low** risk if you cannot lose any part of your investment.

Check **Medium** risk if you can risk losing part of your investment.

Check **High** risk if you can risk losing your total investment and have no immediate liquidity needs.

What is your investment objective? _____

What is the time horizon of your investment objective in years? _____

Do you have investments outside of First Republic Capital Corporation? Yes No

If yes, are they: Low risk Medium risk High risk

What is the value of your investments outside of First Republic Capital Corporation? \$ _____

How would you classify the stage of your lifecycle?

Early Career Middle Career Nearly Retired Retired, Living off Assets

How much income do you have?

I spend all my income and need to find extra cash My living costs are covered by income but I need additional cash for luxuries I have good disposable income and consistently add to my savings My income is large compared to my needs

Are you willing to see your investment fluctuate in value?

Yes No

If the investment fell in value would you become very concerned once these losses were in the region of:

Down 5% - 10% Down 10% - 15% Down 15% - 30% Down 30% - 50% Down Over 50%

What is your willingness to risk shorter term losses for the possibility of higher longer term returns?

Very Willing Willing Unwilling Very Unwilling

What percentage of your total net savings would be invested in this financial product?

Less than 10% 10% to 15% 15% to 20% 20% to 25% Greater than 25%

Investment Products Sold in the Exempt Market Are Considered High Risk Because:

- They are not covered by deposit or investor protection insurance;
- Regulators do not review the offering documents (e.g. offering memorandums, subscription agreements, term sheets, etc...) for completeness or accuracy;
- Issuers of exempt products may not subject to the same ongoing disclosure obligations as public issues;
- Many exempt products are not as liquid as publicly traded securities and are subject to resale restrictions;
- I own other exempt market holdings outside of FRCC, in the total amount of \$ _____.
- I have borrowed an amount of \$ _____ in order to invest with FRCC.

Politically Exposed Foreign Persons

Do you currently or have you ever held either one of the following offices or positions in/or behalf of a foreign country?

- A head of state or government
- A member of the executive council, government or member of legislature
- A deputy minister (or equivalent)
- An ambassador or an ambassador's attaché or councillor
- A military general (or higher rank)
- A president of a state-owned company or bank
- A head of government agency

- A judge
- Leader or president of a political party in a legislature

Yes No If yes, provide details _____

Domestic Politically Exposed Person (PEP)

Do you hold or have you held within the last 5 years one of the following specific offices or positions in or on behalf of the Canadian federal government, a Canadian provincial government, or a Canadian municipal government:

- Governor General, lieutenant governor or head of government
- Member of the Senate or House of Commons or member of a legislature;
- Deputy Minister or equivalent rank
- Ambassador, or attaché or counsellor of an ambassador
- Military officer with a rank of general or above
- President of a corporation that is wholly owned directly by Her Majesty in right of Canada or a province
- Head of a government agency
- Judge of an appellate court in a province, the Federal Court of Appeal or the Supreme Court of Canada
- Leader or president of a political party represented in a legislature; or mayor (a mayor includes the head of a city, town, village, or rural or metropolitan municipality, regardless of the size of the population)

A person ceases to be a domestic PEP **5 years** after they have left office.

Have you or, or, in your knowledge, has any shareholder, trustee, beneficiary, or partner, in the entity, held one of the above positions in the past five years?

Yes No If yes, provide details _____

Source of Funds

If you answered “Yes” to any of the above questions, regarding a domestic Politically Exposed Person (PEP), or regarding a Politically Exposed Foreign Persons, please identify the source of the funds:

I confirm that this investment is not to be used by or on behalf of any other party other than for myself.

Client Initials: _____

Senior Investors Addendum

The questions below are intended to identify information that is relevant when servicing a senior investor.

I. Financial Status and Income

Check all applicable sources of income: Salary from employment Earnings from business Rent received from tenants Dividends from directly owned shares (or other securities) Other income resulting from direct interest in a partnership, trust or other corporate entity Pension payments Payments from insurance (including for disability) Benefits paid by a governmental entity (such as Canada Pension Plan (CPP) Old Age Security (OAS), Guaranteed Income Supplement (GIS) or Spouse’s Allowance) Investments Other (add description):

Check all applicable types of costs and expenses: Rent or mortgage paid for the residence where you live Rent or mortgage paid with respect to properties where you do not live University tuition for children and family. Note total estimated annual amount: _____ Rent and/or mortgage payments and/or property tax payments, other than for you (such as part of support to children and family members). Note total estimated annual

amount: _____ Costs associated with caregivers living with you. Note total estimated annual amount: _____ Costs related to credit card bills, phone bills, utility bills, car and car insurance, other than you or your spouse. Note total estimated annual amount: _____
Financial support to your children, grandchildren or others. Note total estimated annual amount: _____

Other than your spouse, is there anyone else that lives with you at your home?

No Yes. Provide details: _____

II. Objectives

Do you intend to use the income generated by the investment for any of the monthly and annual expenses (as listed in the previous questions)?

No Yes. Provide details: _____

Are you considering shifting from lower-risk, capital-preservation-focused investments to higher-risk, income generation-focused investments, or vice versa?

No Yes. Provide details: _____

III. Communication

a. What is your preferred manner of communication (mail, email, phone, face-to-face meetings)?

b. Do you require assistance in communicating regarding their investments?

c. What is your preferred language for communications?

IV. Trusted Contact Person

A “trusted contact person” is someone who you trust and who can be contacted in connection with your interactions with FRCC.

Note: preferably, a “trusted contact person” is not someone who is involved in the management of your investments, or someone with whom you discuss your investment strategy.

Name of trusted contact person: _____

Phone number: _____

E-mail address: _____

Mailing address: _____

V. Third Parties

Do you discuss your investment strategy and decisions with anyone else (such as spouse, son or daughter, relative, friend, or anyone else)?

No Yes. Provide details: _____

Is there anyone who is accompanying you to your meeting with FRCC?

No Yes. Provide details: _____

Is there anyone who suggested that you meet with a representative of FRCC?

No Yes. Provide details: _____

Do you intend to invest in an asset, security or investment product that was suggested to you by anyone else?

No Yes. Provide details: _____

Is it your intention to give the income from the investment to anyone else?

No Yes. Provide details (including any relationship with such person and timeline, if applicable):

Do you have a lawyer or accountant?

No Yes. Provide details (if the individual wishes to provide such information):

VI. Power of Attorney

Have you given Power of Attorney which authorizes someone else to give FRCC instructions with respect to your investments?

No Yes. Provide details and a copy of the POA with this KYC Form:

Client Signature

Signature: _____

Print name: _____

Date: _____

For use by First Republic Capital Corporation

Identity verification of authorized representative

Did you meet the authorized representative in person? Yes No.

Document Type: _____ Number: _____ Expiry Date: _____

Did you verify:

- (a) the representative has the power to bind the corporation (usually a resolution of the board of directors)?
- (b) the identity of any other individuals authorized to give instructions on behalf of the corporation (maximum of three)?

Verification of the corporation

Any of the documents below must be obtained within 30 days of the client application

- (a) Dated screen print of the corporate registrar's website showing the official registration or membership number and address of the entity
- (b) Certified true copy of the document or dated screen print of a record that has to be filed annually under corporations or securities legislation
- (c) Certified true copy of a recent certificate of corporate status e.g. a certificate of incorporation
- (d) Certified true copy of the document or dated screen print of any other recent record issued by a government agency that ascertains the existence of the corporation or other legal entity

Identity document reviewed by:

Print name: _____ Signature: _____

Date: _____

Application checked by:

Print name: _____ Signature: _____

Date: _____

Account Number: _____

Referral: Yes No Name of referrer: _____

Notes: