

This application form is subject to change without notice at the sole discretion of the Ontario Capital Growth Corporation (OCGC).

## Instructions

OCGC reserves the right not to qualify an investment notwithstanding that all the eligibility criteria are satisfied.

The Ontario Emerging Technologies Fund (OETF) is a discretionary, non-entitlement investment fund. For further information on application criteria and defined terms, view the OETF Guidelines at [www.ontario.ca/ocgc](http://www.ontario.ca/ocgc).

This form is to be completed by a Venture Capital or Private Equity Fund that has been, or is in the process of being, certified by the Ontario Capital Growth Corporation (OCGC) as a Qualified Investor.

If you are not a Qualified Investor, as defined in the OETF Guidelines (Section 4), but rather are a:

- a) company seeking financing, please visit the OCGC website at [www.ontario.ca/ocgc](http://www.ontario.ca/ocgc) for a list of Qualified Investors and other resources that may be of interest to you;
- b) venture capital or private equity funds where 80% or more of the fund's assets under management or committed capital has been provided or committed, as applicable, by one individual, or an Affiliated group, please visit the OCGC website at [www.ontario.ca/ocgc](http://www.ontario.ca/ocgc) and complete the application titled "Other Venture Capital or Private Equity Fund Qualification Application Form";
- c) angel investor or a syndicate of angel investors, please visit the OCGC website at [www.ontario.ca/ocgc](http://www.ontario.ca/ocgc) and complete the application titled "Angel Investor or Syndicate of Angel Investors Qualification Application Form";
- d) pledge fund, please visit the OCGC website at [www.ontario.ca/ocgc](http://www.ontario.ca/ocgc) and complete the application titled, "Pledge Fund Qualification Application Form";
- e) corporation or other entity (e.g. pension fund) that is not principally engaged in the business of making venture capital or private equity investments please visit the OCGC website at [www.ontario.ca/ocgc](http://www.ontario.ca/ocgc) and complete the application titled "Corporation or Other Entity Qualification Application Form"; or
- f) venture capital fund or private equity fund, and have not yet been certified as a Qualified Investor, please visit the OCGC website at [www.ontario.ca/ocgc](http://www.ontario.ca/ocgc) and complete the application titled "Venture Capital or Private Equity Fund Qualification Application Form".

For your application form to be eligible for consideration, the Applicant must complete and submit each of the documents listed in the Materials to be Included in the Application Package checklist contained on Page 8 of this form. Incomplete applications will not be accepted.

All communications between the Applicant or its agent and the Government of Ontario in respect of this application shall be conducted solely with officials designated by the OCGC.

Please complete all sections of the application (please type or print), then sign and date the application form. To complete on screen, simply move your cursor to entry spot or tab from one entry spot to the next. Save or save as, print and sign.

Please **submit three (3) hard copies and one (1) electronic copy on CD-ROM**, of the completed application, including attachments, to:

Ontario Capital Growth Corporation  
Attention: Ontario Emerging Technologies Fund (OETF)  
393 University Avenue, suite 1701  
Toronto, Ontario M5G 1E6

**For Inquiries Contact:**

Ontario Capital Growth Corporation  
Telephone: 416-325-6874 or 1-877-422-5818  
Email: [ocgc@ontario.ca](mailto:ocgc@ontario.ca)  
Website: [www.ontario.ca/ocgc](http://www.ontario.ca/ocgc)

Note: Dollar figures referred to in this form are Canadian currency.

## Section A – Applicant Information

Legal Name of the Applicant

Mailing Address

Unit No.

Street No.

Street Name

PO Box

City/Town

Province

Postal Code

Telephone No.

Fax No.

Email Address

Website Address

Contact Name

Title

Telephone No.

Email Address

## Section A – Company Information

Legal Name of the Company

Company Chief Executive Officer

Company Mailing Address

Unit No.

Street No.

Street Name

PO Box

City/Town

Province

Postal Code

Telephone No.

Fax No.

Email Address

Website Address

## Section B – Information about the Co-Investment Opportunity

Specify the total amount of investment the potential investee company (Company) is seeking to raise in this investment round.

If the Company is seeking to raise less than \$1 million or more than \$15 million, the co-investment opportunity is not eligible for OETF investment, as it does not meet the criteria set out in Section 6 of the OETF Guidelines.

Please visit the OCGC website at [www.ontario.ca/ocgc](http://www.ontario.ca/ocgc) for a list of resources that may be assistance to you.

Is the Company a private company?

Yes  No

If you answered “**No**” the co-investment is not eligible for OETF financing, as it does not meet the criteria set out in Section 6 of the OETF Guidelines. Please visit the OCGC website at [www.ontario.ca/ocgc](http://www.ontario.ca/ocgc) for a list of resources that may be of interest to you.

Provide a brief description of the Company (i.e. nature of the business).

State the sector, including the NAICS code (North American Industry Classification System: [www.naics.com](http://www.naics.com)), in which the Company solely carries on business. If the NAICS code does not match any of those shown in Section 6 of the OETF Guidelines, please specify why you believe the Company carries on business in an Eligible Sector.

List all Investors\* (excluding chartered banks) in the Company to date and the amount of the investment or financing in the table below.

Investor	Dollar Amount	Debt or Equity

Investor	Dollar Amount	Debt or Equity

\* If more than six, please attach a separate sheet.

List all Investors\* (excluding chartered banks) for this investment round and the amount to be invested.

Investor	Dollar Amount	Debt or Equity

Investor	Dollar Amount	Debt or Equity

\* If more than six, please attach a separate sheet. Please attach a capitalization table.

What percentage of the Company's wages, salaries and fees to employees and contractors is paid to those whose ordinary place of work is a permanent establishment of the company in the Province of Ontario?

%

What percentage of the company's full-time employees work in the Province of Ontario?

%

What percentage of the Company's senior officers maintain their principal residence (within the meaning of the *Income Tax Act* (Canada)) in the Province of Ontario?

%

Provide an estimate of the Company's capital needs for the subsequent five year period.

Provide details of the Applicant's exit strategy for the proposed investment

If there is any other information material to the proposed co-investment opportunity, please specify.

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State the amount and source of other government investment (as defined in Section 7 of the OETF Guidelines) in the Company.

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Is there is any legal action, suit or proceeding in progress or pending or to the best knowledge of the Applicant, threatened against the Company or any of its senior management team, by any government department, court, commission, board, bureau or agency, domestic or foreign?

No  Yes If "**Yes**", provide details below:

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Has the Company or any of its senior management team been the subject of any legal action, suit, arbitration or governmental investigation that claimed or alleged theft, fraud, misrepresentation, breach of fiduciary duty or violation of applicable laws?

No  Yes If "**Yes**", provide details below:

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Is the Company engaged in any of the following, directly or indirectly, through a subsidiary or otherwise, (i) the sale, marketing or provision of gambling, gambling services or pornography, (ii) the production, sale or marketing of tobacco or alcohol products, or (iii) the manufacture, sale, distribution or promotion of goods or services that are not legal in the Province of Ontario?

No  Yes If "**Yes**", provide details below:

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What is the investment instrument the Applicant proposes using in this investment round?

Debt which has principal or interest payments due beyond three years

Equity

Quasi-Equity – specify

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Does the Applicant have a co-investment opportunity currently being considered by OCGC?

No  Yes

If yes, state the name of the company and the status of the application.

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Has the Applicant invested in the Company previously?

No  Yes

If yes, state the dollar amount invested.

## Section C – Authorization

The Applicant hereby authorizes the OCGC or its authorized agent to contact (i) the Applicant's banker(s), accountant, solicitor and insurance agent; (ii) law enforcement agencies; (iii) credit bureau(s), and (iv) other Ontario government ministries and agencies to verify the information concerning the affairs of the Applicant described in this application and attachments, to obtain such credit bureau and other reports as it and or its authorized agent considers reasonably necessary to assess this application, which may include but not be limited to, the Office of the Superintendent of Financial Institutions (OSFI) and the Financial Transactions and Reports Analysis Centre of Canada (FINTRAC), and to disclose the results of their investigations to each other.

The Applicant agrees to take such steps as may be necessary to authorize its banker(s), accountant, solicitor and insurance agent to disclose to the OCGC, other government ministries and agencies, or authorized agent, such information as may be required for the purposes set out above. Such information would also include details of other government financing programs and any due diligence undertaken by the proponents of those programs.

As the lead contact and as an authorized signing officer of the Applicant, I certify to Ontario Capital Growth Corporation (OCGC) that:

1. The Principals of the Applicant and Company have been notified of and have consented to the collection of their personal information by OCGC and will provide evidence of such consent upon request of OCGC.
2. The information contained in this application, which includes the attachments, and other supporting documentation submitted herewith, is true and complete in all respects. The Applicant will immediately advise OCGC in writing should it become aware of any misrepresentation in the application or documents supplied or material change in circumstances. If OCGC independently discovers that this application contains a material misrepresentation, this application shall be deemed to be withdrawn immediately by the Applicant.
3. The Applicant and Company are currently in substantial compliance with all applicable municipal, provincial and federal laws.
4. This Applicant has read the OETF Guidelines and is aware of the OETF's provisions and requirements.

The Applicant agrees to provide any additional information that the OCGC or its authorized agent may reasonably require for purposes of assessing this application and administering the OETF. The Applicant acknowledges that the information provided in this application and attachments, and information associated with reviews conducted by the OCGC and its authorized agents may be shared with other ministries of government, experts and/or authorized agents for the purposes of assessing this application and administering the Fund and satisfying government accountability and reporting obligations.

The Applicant acknowledges and agrees that all communications between the Applicant or its agent and the Government of Ontario in respect of this Application shall be conducted solely with officials designated by the OCGC. The Applicant will provide OCGC with required information in a timely manner in accordance with the Fund Guidelines.

The Applicant acknowledges and agrees that OETF is a discretionary non-entitlement fund. Even if an application meets all of the OETF criteria, there is no guarantee that the application will be approved.

The Applicant acknowledges that any approved Qualified Investor may be the subject of public announcements and disclosure.

Applicant's Name	Title
Signature	Date (yyyy/mm/dd)

### Confidentiality

The OCGC is committed to protecting the privacy of your personal information. Any personal information provided to the OCGC is collected for the purpose of assessing your application and administering the Ontario Emerging Technologies Fund, pursuant to the *Ontario Capital Growth Corporation Act, 2008*, S.O. 2008, c. 19, Schedule O and regulations there under. In completing this application form, you are consenting to the OCGC using and sharing limited personal information with other ministries of government, including, but not limited to the Ministry of Research and Innovation, experts and/or authorized agents for the purpose of assessing your application. Questions about the collection of this personal information may be addressed to the Freedom of Information Coordinator, Corporate Services Division, 3rd Floor, Hearst Block, Toronto, Ontario M7A 2E7 Telephone: 416 326-1344.

## Tax Compliance Declaration

**This form must be completed by each\* of the following (“Company Representatives): the Chair of the Board, the Chief Executive Officer, and the next three most senior members (based on compensation) of the Company.**

All Companies and Company Representatives are expected to pay their taxes on a timely basis. In this regard, Applicants are advised that under the Ontario Emerging Technologies Fund, there must be a declaration from the Company and its Company Representatives that each has filed, on a timely basis, all tax returns to be filed by it and has paid all taxes that are due and payable, and all assessments, reassessments, governmental charges, penalties, interest and fines due and payable by it.

I hereby declare that: \_\_\_\_\_  
(legal name of Company or Company Representative)

at the time of submitting its application, is in full compliance with all tax statutes administered by the Ministry of Revenue for Ontario and the Canada Revenue Agency for Canada and that, in particular, all returns required to be filed under all provincial and federal tax statutes have been filed and all taxes due and payable under those statutes have been paid or satisfactory arrangements for their payment have been made and maintained.

\_\_\_\_\_  
Authorized Signing Officer/Company Representative (please print name)

Title	Telephone No.	Fax No.
Signature		Date (yyyy/mm/dd)

\*Please copy this page as necessary.

## Qualified Investor Declaration

**This form must be completed by the Qualified Investor.**

I hereby declare that: \_\_\_\_\_  
(legal name of Qualified Investor)

I, \_\_\_\_\_ of the \_\_\_\_\_ on behalf of the Firm,  
**[insert name and title of senior officer]** **[insert name of Qualified Investor]** (the "Firm")  
do hereby certify that at the date hereof, that the information provided to the Ontario Capital Growth Corporation in its  
Venture Capital or Private Equity Fund Qualification Application Form signed on \_\_\_\_\_ and supporting  
documentation remains true and correct. **[insert date (yyyy/mm/dd)]**

\_\_\_\_\_  
Authorized Signing Officer (please print name)

Title	Telephone No.	Fax No.
Signature		Date (yyyy/mm/dd)

If there are any changes to the information provided to the Ontario Capital Growth Corporation in its Venture Capital or Private Equity Fund Qualification Application Form, please specify below.

## Section D – Application Checklist

### Materials to be Included in the Application Package

Important: In order for OCGC to be able to undertake an evaluation of the Applicant, the following documents must be included in your application package. Please check the boxes below to indicate that you have completed and attached each item.

- Application has been signed.
- A copy of the executed non-binding term sheet between the Applicant and the Company in respect of which a co-investment is sought (the term sheet must include the OETF's required terms and conditions set out in the OETF Guidelines).
- An investment memorandum which includes:
  - a summary of the investment opportunity;
  - a justification of the valuation and deal structure prepared by the Applicant;
  - a table showing the debt, and the terms of such debt, by the Applicant and other investors in the Company including shareholders and principals;
  - summary of the Applicant's alignment of interest with OCGC (as defined in the OETF Guidelines Appendix B, "No Collateral Benefits");
  - detailed description of the Company in order to determine whether the Company carries on business in an Eligible Sector (as defined in the OETF Guidelines, Section 6); and
  - names and addresses of the members of the Company's senior management team [Chair of the Board, the Chief Executive Officer, and the next three most senior members (based on compensation)].
- A copy of the due diligence report prepared by the Applicant which shall include an assessment of, at a minimum, the following categories of information:
  - Company Operations
  - Technology
  - Intellectual Property/Patents and Freedom to Operate
  - Market
  - Management
  - Financial Position and Outlook
  - Valuation and Deal Structure Rationale
  - Litigation Outstanding or Pending
- A capitalization table showing the number of shares, on a fully diluted basis, and all capital invested by the Applicant and other investors in the Company;
- An additional list of investors if there is not enough space on Page 3.
- A signed Tax Compliance Declaration form(s) (found on Page 6 of this application form) for the Company Representatives.
- A signed Qualified Investor Declaration form (found on Page 7 of this application form).

**Note: The Ontario Capital Growth Corporation (OCGC) reserves the right to accept or reject any application at its sole discretion.**

**The OCGC and/or its authorized agent reserves the right to request additional information to assess the application.**

**The OETF is a discretionary, non-entitlement fund. OCGC has the right not to approve any application at its sole discretion. All OCGC decisions are final.**