

Ontario Emerging Technologies Fund (OETF) Corporation or Other Entity Qualification Application Form

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

Instructions

OCGC reserves the right not to certify an Applicant notwithstanding that all the eligibility criteria are satisfied.

A Corporation or Other Entity Investor may be considered for approval as an Other Qualified Investor in connection with a proposed co-investment opportunity which otherwise would qualify as an Eligible Investment (please see OETF Guidelines, Section 6 for further details.)

Qualification of such Investors will be considered on an investment-by-investment basis concurrent with the review by OCGC of such investor's co-investment opportunity. The Ontario Emerging Technologies Fund (OETF) is a discretionary, non-entitlement fund. OCGC has the right not to approve any application in its sole discretion. All OCGC decisions are final.

If you are not a Corporation or Other Entity Investor, but rather are a:

- a) company seeking financing, please visit the OCGC website at www.ontario.ca/ocgc for a list of Qualified Investors and other resources that may be of interest to you;
- b) 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 and complete the application titled "Venture Capital or Private Equity Fund Qualification Application Form";
- c) angel investor or angel syndicate, please visit the OCGC website at www.ontario.ca/ocgc and complete the application titled "Angel or Angel Syndicate Qualification Application Form";
- d) pledge fund, please visit the OCGC website at www.ontario.ca/ocgc and complete the application titled "Pledge Fund Qualification Application Form"; or
- e) venture capital or private equity fund 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 Affiliated group (as defined in the OETF guidelines, Appendix C), please visit the OCGC website at www.ontario.ca/ocgc and complete the application titled "Other Venture Capital or Private Equity Fund Qualification Application Form";
- f) public sector organization (i.e. government entities and public sector pension plans that make early stage investments) please visit the OCGC website at www.ontario.ca/ocgc and complete the application titled "Public Sector Organization Qualification Application Form".

For your application 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 14 of this form. Incomplete applications will not be accepted.

For further information on application criteria, view the OETF Guidelines at www.ontario.ca/ocgc.

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 Ontario Capital Growth Corporation.

Incomplete applications will not be accepted. Please complete all sections of the application (please type or print), then sign and date the form. To complete on screen, simply move your cursor to the 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. Note that all hardcopies must be three-hole punched and clipped together (i.e. no staples, binders, coils, or other binding.). Complete applications, including attachments are to be sent 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
Web: www.ontario.ca/ocgc

Note: Dollar amounts referred to in this application form are to be in Canadian currency.

Section A – Applicant Contact Information

Legal Name of the Corporation or Other Entity ("Applicant")

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 B – Information About the Applicant

For each of the three most senior individuals responsible for recommending investments, please provide the following.

Name of Individual	Number of years employed or engaged by the Applicant or an Affiliate.	Number of years of experience investing in, operating and selling early-stage companies in the Eligible Sectors

For each of the three most senior individuals responsible for recommending investments, describe his/her experience operating and selling companies in the sector in which the proposed investee company ("Company") operates.

Describe at least two investments the Applicant has made in the preceding five years in the Eligible Sectors (as defined in the OETF Guidelines, Section 6).

State the cost of the investments described above and the current value or if no longer holding the investment, the value on exit, and the IRR.

Location of Office

What is the location (province/state) of the head office of the Applicant?

If the head office is located outside of Ontario, state whether a secondary office is located in Ontario, whether the Applicant has any partnerships with Ontario-based investment funds (and the nature of those partnerships), has previously made investments in Ontario-based companies (state the names of the companies) or has a strategy to invest in Ontario (specify the strategy).

Provide details on the performance of all realized and unrealized portfolio company investments* in the last five years or since inception (if less than five years).

Investment	Performance

* If more than four investments, please attach a separate sheet.

References

For each of the three most senior individuals responsible for recommending investments, provide contact information for two references who can speak to his or her experience, character and ethics.

Person 1 Reference One		Person 1 Reference Two	
Contact Name		Contact Name	
Company Name		Company Name	
Address		Address	
Fax No.	Telephone No.	Fax No.	Telephone No.
Website Address	Email Address	Website Address	Email Address
Person 2 Reference One		Person 2 Reference Two	
Contact Name		Contact Name	
Company Name		Company Name	
Address		Address	
Fax No.	Telephone No.	Fax No.	Telephone No.
Website Address	Email Address	Website Address	Email Address
Person 3 Reference One		Person 3 Reference Two	
Contact Name		Contact Name	
Company Name		Company Name	
Address		Address	
Fax No.	Telephone No.	Fax No.	Telephone No.
Website Address	Email Address	Website Address	Email Address

Provide contact information for two references from two existing portfolio companies (or if no current portfolio company investments, then list two past portfolio company investments) in the Eligible Sectors.

Portfolio Company One

Reference One		Reference Two	
Company Name		Company Name	
Contact Name		Contact Name	
Address		Address	
Telephone No.	Fax No.	Telephone No.	Fax No.
Email Address	Website Address	Email Address	Website Address

Portfolio Company Two

Reference One		Reference Two	
Company Name		Company Name	
Contact Name		Contact Name	
Address		Address	
Telephone No.	Fax No.	Telephone No.	Fax No.
Email Address	Website Address	Email Address	Website Address

Provide contact information for two references from the Applicant's two largest investors. If the Applicant does not have investors providing capital, provide two additional business references for each of the three most senior individuals responsible for recommending investments, who can confirm his/her experience investing in the Eligible Sectors.

Investor One

Reference One		Reference Two	
Contact Name		Contact Name	
Company Name		Company Name	

Address		Address	
Telephone No.	Fax No.	Telephone No.	Fax No.
Email Address	Website Address	Email Address	Website Address
Investor Two			
Reference One		Reference Two	
Contact Name		Contact Name	
Company Name		Company Name	
Address		Address	
Telephone No.	Fax No.	Telephone No.	Fax No.
Email Address	Website Address	Email Address	Website Address

Legal Proceedings

Is there any legal action, suit or proceeding in progress or pending or to the knowledge of the Applicant, threatened against the Applicant or the three most senior individuals responsible for recommending investments, before or by any government department, court, commission, board, bureau or agency, domestic or foreign?

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

Has the Applicant, any or its three most senior individuals responsible for recommending investments, 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:

Section C – Information about the Co-Investment Opportunity

Legal Name of the Company

Chief Executive Officer

Company Mailing Address

Unit No.	Street No.	Street Name	PO Box
City/Town			Postal Code
Province			
Telephone No.	Fax No.	Email Address	

Website Address

Is the Company a private company?

Yes No

If you answered "**No**" the co-investment is not eligible OETF financing (please see the OETF Guidelines for further details.). Please visit the OCGC website at www.ontario.ca/ocgc for a list of resources that may be of interest to you.

Specify the total amount of investment the 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 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).

List all investors* (excluding chartered banks) to date in the investee company and the amount of the investment or financing in the table below.

Investor	Debt or Equity	Dollar Amount

Investor	Debt or Equity	Dollar Amount

* If more than six please attach a separate sheet.

List all investors* (excluding chartered banks) for this financing round and the amount to be invested.

Investor	Debt or Equity	Dollar Amount

Investor	Debt or Equity	Dollar Amount

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

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.

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 maintains their principal residence (within the meaning of the *Income Tax Act* (Canada)) in the Province of Ontario?

%

State the sector, including the NAICS code (North American Industry Classification System: 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.

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

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

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:

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:

Is the Company involved 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:

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

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.

Section D – Authorization

The Applicant hereby authorizes 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 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 the OCGC in writing should it become aware of any misrepresentation in the application or documents supplied or material change in circumstances. If the 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 requirements.
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 OETF 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 the OCGC with required information in a timely manner in accordance with the OETF 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 Other Qualified Investor and Company 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 ON M7A 2E7 Tel: 416 326-1344.

Tax Compliance Declaration

This form must be completed by the following*:

- a) each of the three most senior individuals (“Senior(s)”) responsible for recommending investments
- b) each of the following representatives (“Company Representatives”) of the proposed investee company: Chair of the Board, the Chief Executive Officer, and the next three most senior members (based on compensation) of the management team.

The Ontario Emerging Technologies Fund expects the Senior(s) and Company Representatives to pay their taxes on a timely basis. In this regard, Applicants are advised that Other Qualified Investor status, under the Ontario Emerging Technologies Fund, will require a declaration from the Applicant and 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 Senior 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.

Senior / Company Representative (please print name)		
Title	Telephone No.	Fax No.
Signature		Date (yyyy/mm/dd)

*Please copy this page as necessary.

The Ontario Emerging Technologies Fund requires that all applicants provide a declaration that attests to there being no regulatory, civil or criminal proceedings against the applicant. Please complete the declaration form below, which is provided in fillable PDF format, and arrange for the execution of the declaration which needs to be sworn before a commissioner of oaths or a notary public.

Compliance Certificate and Declaration

TO: Ontario Capital Growth Corporation
393 University Avenue, Suite 1701
Toronto, Ontario M5G 1E6
Attention: Ontario Emerging Technologies Fund

FROM: _____ (herein referred to as the “Applicant Company”)

RE: Corporation or Other Entity Qualification Application Form

I, _____, of _____,
do solemnly declare that:

1. I, _____ am of the Applicant Company and as such, have knowledge of the matters hereinafter deposed:
 - a) The Applicant Company has never been the subject of any allegations made by a client, self-regulatory organization, securities regulatory authority or any other regulatory authority that it (i) violated investment related statutes, regulations, or industry standards of conduct; (ii) failed to supervise in connection with investment related statutes, regulations, rules or industry standards of conduct; or (iii) committed fraud or the wrongful taking of property. – *(except as set out on the schedule attached)*.
 - (b) There are no legal actions, suits or proceedings in progress or pending or to the best knowledge of the Applicant Company threatened against the Applicant Company by any government department, court, commission, board, bureau or agency, either domestic or foreign. – *(except as set out on the schedule attached)*.
 - (c) The Applicant Company has never been a defendant or respondent in any civil proceeding in which fraud, theft, deceit, misrepresentation or similar conduct is or was alleged. – *(except as set out on the schedule attached)*.

AND I make this Declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Canada Evidence Act.

Declared before me at

_____ , _____

A Commissioner, etc

per: _____

The Ontario Emerging Technologies Fund requires that all applicants provide declarations that attest to there being no regulatory, civil or criminal proceedings against its principals. Please have each principal complete the declaration form below, which is provided in fillable PDF format and arrange for the execution of the declarations which needs to be sworn before a commissioner of oaths or a notary public.

Compliance Certificate and Declaration

TO: Ontario Capital Growth Corporation
393 University Avenue, Suite 1701
Toronto, Ontario M5G 1E6
Attention: Ontario Emerging Technologies Fund

FROM: _____ (herein referred to as the "Principal")

RE: Corporation or Other Entity Qualification Application Form

I, _____, of _____
(herein referred to as the "Applicant"), do solemnly declare that:

1. I, _____ am of the Applicant and as such, have knowledge of the matters hereinafter deposed:
 - (a) I have never resigned or been terminated following allegations made by a client, self-regulatory organization, securities regulatory authority or any other regulatory authority that I (i) violated investment related statutes, regulations, or industry standards of conduct; (ii) failed to supervise in connection with investment related statutes, regulations, rules or industry standards of conduct; or (iii) committed fraud or the wrongful taking of property. – *(except as set out on the schedule attached)*.
 - (b) There are no outstanding charges against me alleging an offence that was committed in any province, territory, state or country. – *(except as set out on the schedule attached)*.
 - (c) I have never been a defendant or respondent in any civil proceeding in which fraud, theft, deceit, misrepresentation or similar conduct is or was alleged. – *(except as set out on the schedule attached)*.

AND I make this Declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Canada Evidence Act.

Declared before me at

_____, _____

A Commissioner, etc

Section E – 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.
- The Applicant's standard due diligence checklist.
- A description of the Applicant's investment review and approval process.
- A sample copy of the Applicant's regular report to the Applicant's investors, senior management or other members.
- 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 Fund's required terms and conditions as 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 to the Company including shareholders and principals;
 - a statement confirming that the Applicant's interest is aligned with OCGC and that the Applicant is not receiving any benefits that OCGC is not receiving. (see Appendix B of the OETF Guidelines for further details);
 - 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 for this particular co-investment opportunity, which shall include, include, at a minimum, an assessment of the following categories:
 - 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 Qualified Investor and other investors in the Company.
- Signed Tax Compliance Declaration forms for each of the three most senior individuals responsible for recommending investments and Company Representatives.
- Compliance certificate and declaration for the applicant.
- Compliance certificate and declaration for the principals.

Note: 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 decisions not to approve an application are final.

The OCGC reserves the right to accept or reject any application at its sole discretion.