

Ontario Emerging Technologies Fund (OETF) Venture Capital or Private Equity Fund Qualification Application Form

Disponible en français

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 qualify an Applicant notwithstanding that all the eligibility criteria are satisfied.

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

If you are a Venture Capital or Private Equity Fund seeking to be a Qualified Investor under the OETF, please complete this application. If you are not a Venture Capital or Private Equity Fund, 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 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 an Affiliate 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";
- c) angel investor or a syndicate of angel investors, 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) corporation or other entity that is not principally engaged in the business of making venture capital or other private equity investments, please visit the OCGC website at www.ontario.ca/ocgc and complete the application titled "Corporation or Other Entity 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".

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.

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 11 of this form. Incomplete applications will not be accepted.

Please complete all sections of the application (please type or print), then sign and date the application. 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
Ontario Emerging Technologies Fund (OETF)
393 University Avenue, suite 1701
Toronto, Ontario M5G 1E6

For Inquiries Contact:

Ontario Capital Growth Corporation
Attention: Ontario Emerging Technologies Fund
Telephone: 416-325-6874 or 1-877-422-5818
Email: ocgc@ontario.ca
Website: www.ontario.ca/ocgc

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

Section A – Applicant Information

Legal name of the Applicant (name of the managing legal entity)

Mailing Address

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

Contact Information

Contact Name	Title	
Telephone No.	Fax No.	Email Address

Section B – Investment Firm Information

Is the dollar amount of assets under management equal to or greater than \$25 million?

Yes No

If you answered “Yes”, please attach documentation that confirms such.

If you answered “No”, you are not eligible for consideration as a qualified investor using this application form. You may be eligible for consideration as an “Other Qualified Investor” (as defined in Section 5 of the OETF Guidelines). Please review the “Instructions” section on Page 1 to determine the applicable application form for you.

Does the Applicant have at least \$10 million available for investment or by way of commitment from the capital provider(s)?

Yes No

If you answered “Yes”, please attach documentation that confirms such.

If you answered “No”, you are not eligible for consideration as a qualified investor using this application form. You may be eligible for consideration as an “Other Investor” (as defined in Section 5 of the OETF Guidelines). Please review the “Instructions” section on Page 1 to determine the applicable application form for you.

Does any one person or Affiliated group have, directly or indirectly, an aggregate dollar commitment to the Applicant that represents more than 80% of the aggregate dollar commitments to the Applicant?

Yes No

If you answered “Yes”, you are not eligible for consideration as a qualified investor using this application form. You may be eligible for consideration as an “Other Investor” (as defined in the OETF Guidelines). Please review the “Instructions” section on Page 1 to determine the applicable application form for you.

Has the Applicant made at least five investments in the preceding five years, and 50% of the capital invested or at least three of which were made in Eligible Sectors (as defined in the OETF Guidelines)?

Yes No

If you answered **"Yes"**, please provide an attachment that shows at least five investments made in the preceding five years and 50% of the capital invested or at least three of which were made in Eligible Sectors.

If you answered **"No"**, you are not eligible for consideration as a qualified investor using this application form. You may be eligible for consideration as an "Other Qualified Investor" (as defined in Section 5 of the OETF Guidelines). Please review the "Instructions" section on Page 1 to determine the applicable application form for you.

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

If the head office is not in Ontario, state whether any secondary offices are located in Ontario, any partnerships with Ontario-based investment funds, any previously made investments in Ontario-based companies, or strategies to invest in Ontario.

Principals – attach a copy of the curriculum vitae (C.V.) for each partner and senior executive ("Principals")

List names of Principals	Number of years employed or engaged by the firm or an affiliate of the firm	Number of years of experience investing in early stage companies	Number of years of experience operating early stage companies	Sector(s) in which the companies operate/operated

If more than five Principals, please attach a separate sheet.

Describe the Applicant's experience making equity or quasi-equity investments and attach a table detailing performance of all realized and unrealized portfolio company investments in the last five years or since inception (if less than five years).

Provide contact information for two references, for each Principal, who can provide details on such individual's experience, character and ethics. If more than three Principals, please copy this page and submit as an attachment.

Principal One

Reference One		Reference Two	
Last Name	First Name	Last Name	First Name
Company Name		Company Name	
Street Address		Street Address	
Telephone No.	Fax No.	Telephone No.	Fax No.
Email Address	Website Address	Email Address	Website Address

Principal Two

Reference One		Reference Two	
Last Name	First Name	Last Name	First Name
Company Name		Company Name	
Street Address		Street Address	
Telephone No.	Fax No.	Telephone No.	Fax No.
Email Address	Website Address	Email Address	Website Address

Principal Three

Reference One		Reference Two	
Last Name	First Name	Last Name	First Name
Company Name		Company Name	
Street Address		Street Address	
Telephone No.	Fax No.	Telephone No.	Fax No.
Email Address	Website Address	Email Address	Website Address

Provide contact information for the Applicant's two largest investors.

Investor One

Last Name	First Name
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Company Name

Mailing Address

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

Last Name	First Name
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Company Name

Mailing Address

Unit No.	Street No.	Street Name	PO Box
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City/Town	Country	Province	Postal Code
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Telephone No.	Fax No.	Email Address
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Provide contact information for two existing portfolio companies in Eligible Sectors.

Portfolio Company One

Company Name

Last Name	First Name
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Mailing Address

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

Portfolio Company Two

Company Name

Last Name

First Name

Mailing Address

Unit No.

Street No.

Street Name

PO Box

City/Town

Country

Province

Postal Code

Telephone No.

Fax No.

Email Address

Website Address

Is there legal action, suit or proceeding in progress or pending or to the best knowledge of the Applicant, threatened against the Applicant or any of its Principals 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, or its directors or officers, or any Principals 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:

Do you expect to approach OETF with other co-investment opportunities?

No Yes

If yes, indicate how many co-investment opportunities you expect (and over what time period), dollar amount you would request OETF to invest per transaction, and number of follow-on investments.

List the portfolio company exits during the preceding five years, including the IRR (internal rate of return) per investment. If more space is required, please list on a separate sheet.

Section C – 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 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 is 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 Program 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 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 ON M7A 2E7 Tel: 416 326-1344.

Tax Compliance Declaration

This form must be completed by the Applicant and each Principal*.

The Ontario Emerging Technologies Fund expects all Qualified Investors and Principals to pay their taxes on a timely basis. In this regard, Applicants are advised that Qualified Investor status, under the Ontario Emerging Technologies Fund, will require a declaration from the Applicant and the Principals 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 Applicant or Principal)

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 Applicant / Principal (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: Venture Capital or Private Equity Fund 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: Venture Capital or Private Equity Fund 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 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.

- A copy of the Applicant's overall corporate organizational chart, including all funds and any parallel funds that may potentially seek to co-invest under the OETF. This chart must show the relationship of the Principals, as named in this application, to all managing entities of such funds.
- Documentation confirming the dollar amount of the Applicant's assets under management is equal to or greater than \$25 million.
- Documentation that confirms the amount of capital for investment (amount in outstanding commitments from limited partners or otherwise available for investment) is equal to or greater than \$10 million.
- Documentation that confirms that at least five investments were made in the preceding 5 years, and that 50% of the capital invested or at least three of the investments were made in Eligible Sectors.
- A table detailing performance of all realized and unrealized portfolio company investments in the last five years or since inception (if less than 5 years).
- The firm's standard due diligence checklist.
- A description of the firm's investment review and approval process.
- Annual report.
- Most recent quarterly report.
- Audited financial statements (signed by the auditor).
- Name and contact information for the firm's auditor.
- List of all LPs.
- Firm's most recent promotional presentation to LPs.
- A copy of the curriculum vitae (C.V.) for each Principal.
- An additional list of references for each Principal if not enough space on page 4.
- Names of any principals who have left the firm in the past five years/significant changes in the team in the last five years and impact on the firm.
- A signed Tax Compliance Declaration form for each Applicant and Principal.
- 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 OCGC decisions are final.

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