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The Secretary and
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Financial and Consumer Affairs

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Re: CSA Proposed Amendments Relating to the Offering Memorandum Exemption

Dear Sirs/Madams:

I am writing to comment on the proposed amendments to NI 45-106, in particular the proposed annual investment limits for non-accredited investors. As a relatively new financial investment advisor who is also a seasoned investor in the industry, I believe that this proposal has negative consequences on the industry.

This proposal is forcing the investor to invest in the public markets or those markets that are generally viewed as being “risk-free”, such as GIC’s and Treasury Bills even though many of them do not even generate a rate of return over inflation once management expense ratios are taken out. The Exempt Market provides a level of service that most people could never dream of participating in as it was reserved only for the very wealthy. Many of my clients now enjoy the benefits of Exempt Market holdings to generate steady, substantial and dependable income and capital growth. Many would not have this opportunity if we had maintained the previous status quo on exempt market products. For this reason many of my clients currently own a healthy helping of Exempt Market products within their plans.

The Exempt market industry took positive steps in 2010, when NI 31-103 was implemented. This new regulatory platform brought the activity of the exempt market to the same levels that the MFDA and IIROC have for the mutual fund and stockbrokerage industries. The advisors must be licensed, and are required to provide advice to their

clients using KYC's, a full and detailed understanding of the products that they are recommending, and ensure that every recommendation made is suitable for that particular investor. It is a positive move to have all exempt products promoted through an approved Exempt Market Dealers.

The private markets now offer a vast array of investment products to choose from allowing me to create great diversification through a variety of product categories. By using EMD's , I can build a diversified portfolio that includes capital growth, income and dividend considerations as well as tax efficient strategies to maximize my clients' future portfolios.

For the securities commission to arbitrarily impose an investment amount on all investors except accredited individuals goes against the freedom and rights for investors to invest in what they deem appropriate for themselves. The securities commission does not regulate the amount one can invest in publicly traded companies.

I constantly strive to educate my clients about the risks and rewards of investing in all markets and investment categories. In the end they make choices based on the value of what they have learned and what is best for our investment needs.

This submission is being made on my own behalf.

If you would like further elaboration on my comments, please feel free to contact me.
Regards,

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