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denise.weeres@asc.ca

consultation-en-cours@lautorite.qc.ca

Denise Weeres
Manager, Legal, Corporate Finance
Alberta Securities Commission
250 – 5th Street SW
Calgary, Alberta T2P 0R4

and

Me Anne-Marie Beaudoin
Directrice du secrétariat
Autorité des marchés financiers
800, square Victoria, 22e étage
C.P. 246, tour de la Bourse
Montréal, Québec H4Z 1G3

comments@osc.gov.on.ca

The Secretary
Ontario Securities Commission
20 Queen Street West
22nd Floor
Toronto, Ontario M5H 3S8

Re: CSA Proposed Amendments Relating to the Offering Memorandum Exemption

Dear 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. I strongly disagree with setting an annual investment limit for non-accredited investors.

My name is James Longstreet and I have been licensed in the exempt market space since April of 2012. I have also been Life Licensed since October of 2013.

One of the main reasons why I decided to work in the exempt market space is to provide options for my clients and to offer them diversification while at the same time helping to protect them from the fluctuations in the public markets. I have over 40 clients who have invested with me in exempt market offerings over the past couple of years. Personally, I take a great deal of time to educate myself on the offerings that I have recommended to my clients, and I take the time with each client to educate them about the exempt market space as well as the individual offerings that I have recommended to them.

I have been very impressed with the progress that has been made in the exempt market since the implementation of NI 31 – 103. In my opinion, since the implementation of NI 31 – 103, the overall quality of the exempt market offerings has improved significantly, and so to have the investor protection mechanisms, which to name a few include the thorough due diligence which is completed by the exempt market dealers on the individual exempt market offerings, KYC, suitability discussions between the dealing representatives and the client, and approval of all trades by a compliance officer.

With these investor protection mechanisms in place, I believe that non-accredited investors should have the right to make their own decisions to invest in the exempt market, and should not be limited to invest a maximum of \$30,000 per year. To my knowledge, there are no such limits with public market investments, and so long as this remains the case, how can you possibly propose that such a limit be implemented in the exempt markets? This makes no sense to me whatsoever.

In summary, I believe that exempt market offerings are a great option for clients who are looking to invest a percentage of their financial assets as part of a diversified wealth plan. A \$30,000 annual limit to non-accredited investors in this space would be extremely detrimental to the exempt market dealers, the issuers, the dealing representatives, and ultimately to the clients.

This submission is being made on my own behalf.

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

[REDACTED]

Regards,

James Longstreet

CC:

Cora Pettipas
Vice President, National Exempt Market Association
cora@nemaonline.ca