May 5, 2021

To:

Alberta Securities Commission
Autorité des marchés financiers
British Columbia Securities Commission
Manitoba Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Ontario Securities Commission
Registrar of Securities, Northwest Territories
Registrar of Securities, Yukon Territory
Financial and Consumer Affairs Authority of Saskatchewan
Securities Commission of Newfoundland and Labrador
Superintendent of Securities, Department of Justice and Public Safety, Prince Edward Island
Superintendent of Securities, Nunavut

Dear Sirs/Mesdames:

RE: PCMA Response To Modernizing Registration Information Requirements, Clarifying Outside Activity Reporting And Updating Filing Deadlines in Connection with the Proposed Changes

The Private Capital Markets Association of Canada (the **PCMA**) is pleased to provide our comments in connection with the Canadian Securities Administrators (the **CSA**) Notice and Request for Comment - Proposed Amendments to National Instrument 33-109 *Registration Information* (**NI 33-109**) and changes to Companion Policy 33-109CP *Registration Information* (**33-109CP**) and Related Amendments to National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**) and changes to Companion Policy 31-103CP *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**31-103CP**) Modernizing Registration Information Requirements, Clarifying Outside Activities and Updating the Filing Deadlines (collectively, the **Proposed Changes**), as set out below.

About the PCMA

The PCMA is a not-for-profit association founded in 2002 as the national voice of exempt market dealers, issuers and industry professionals in the private capital markets across Canada.

The PCMA plays a critical role in the private capital markets by:

- assisting hundreds of dealer and issuer member firms and individual dealing representatives to understand and implement their regulatory responsibilities;

- providing high-quality and in-depth educational opportunities to the private capital markets professionals;
- encouraging the highest standards of business conduct amongst its membership across Canada;
- increasing public and industry awareness of private capital markets in Canada;
- being the voice of the private capital markets to securities regulators, government agencies and other industry associations and public capital markets;
- providing valuable services and cost-saving opportunities to its member firms and individual dealing representatives; and
- connecting its members across Canada for business and professional networking.

Additional information about the PCMA is available on our website at www.pcmacanada.com.

General Comments

The PCMA commends the CSA for publishing the Proposed Changes, which are important for clarifying registrant reporting obligations and for addressing the regulatory burdens on the types of required registration information reporting and filing deadlines.

Below the PCMA will address the CSA areas of concerns which involve:

- Outside Activities and Positions of Influence
- Reporting deadlines
- Regulatory burden of certain reporting requirements

Specific Response to Questions

1. **Are there other categories of Outside Activities that should be reportable to regulators? If so, please describe what categories of Outside Activities should be reportable to regulators.**

The PCMA does not believe there are other categories of Outside Activities that should be reportable to CSA members.

2. **Considering the proposed framework for reporting of Outside Activities, are there categories of Outside Activities that should not be reportable to regulators? If so, please describe what categories of Outside Activities should not be reportable to regulators.**

The PCMA submits that Category 6 – *Specified Activities* is too broad and should be eliminated. The PCMA also believes Category 5 – *Positions of Influence* should not be a stand-alone category in NI 31-109 and can best be addressed under the conflicts of interest subsections of NI 31-103. See our response below to Question 7 for further details.

The CSA has sought to limit reporting under Category 6 by triggering the reporting obligation if the total amount of time required to carry out all these activities exceeds a cumulative minimum time threshold.

This is defined as more than 30 hours per month (the **Reporting Limit**). The inference is the CSA believes Outside Activities that take more than this time could interfere with a Registered Individual's ability to properly carry out their registerable activities. If the CSA believes a Registered Individual must devote a minimum number of hours per month engaged in registerable activities, then this requirement should be clearly disclosed. The PCMA notes the nature of the private capital markets and the relationship exempt market dealer dealing representatives have with their clients may not necessitate the same time commitment as other categories of registration and so would not recommend establishing a minimum number of hours.

The requirement for all Outside Activities, whether compensated or not, to be tracked, monitored and potentially reported is highly inefficient and adds regulatory burden. There does not appear to be any commensurate increase in investor protection or efficiency in capital raising as a result this change. For example, the proposed new section 13.4.3 to 31-103CP provides examples of a Registered Individual driving a taxi or working at a restaurant as triggering the reporting requirement if those activities, along with any other activity in categories 1 to 5 triggers reporting, if the aggregate total monthly hours are in excess of the Reporting Limit. The PCMA respectfully submits this is an unnecessary compliance burden.

Registrants had difficulty in understanding what was a *business* versus a *non-business activity.* The CSA response to remove the word "business" from the term "Outside Business Activity" increases the breadth of tracking, monitoring and reporting to include *any and all activities* in which a Registered Individual may participate. This new requirement increases regulatory burden.

The PCMA believes the CSA should focus on business activity that would impact the client-registrant relationship, principally conflicts of interest. Driving a taxi or having a part-time job at a restaurant to supplement a Registered Individual's income does not impact the client-registrant relationship. Accordingly, the PCMA is of the view that Category 6 – *Specified Activities*, is unnecessary and overly broad, and should be eliminated since it contributes to the regulatory burden the CSA members seek to reduce.

3. Are there any challenges that Regulated Persons may face to administer the proposed reporting regime for Outside Activities? If so, please explain the challenges.

Monitoring and supervising dually licensed individuals

The collection of information from Registered Individuals is one task, however, ongoing monitoring is another, even more involved task. The CSA needs to provide clearer guidance on the required separation of an Outside Activity and a registerable activity. For example, Dealing Representatives may also be licensed life insurance agents and may offer additional services such as financial planning and tax preparation. These Registered Individuals may have a single website and post information about segregated funds and private market investments on it. When they meet a client, securities, insurance and taxes are typically part of one discussion that forms part of a larger discussion that includes a client's needs and circumstances analysis.

As the Proposed Changes are all about providing clarity, we believe the CSA should provide clearer guidance on how a Registered Individual is to provide the appropriate separation of such activities. Specifically, what ongoing monitoring and supervision is a sponsoring registered firm required to take

involving Outside Activities that have nothing to do with, and are outside the scope of, a sponsoring registered firm's area of expertise.

Although CSA members may require a clear separation of registerable from non-registerable activities by a Registered Individual who is dually licensed, a client only sees one individual. Accordingly, clear guidance from the CSA is required by industry.

Monitoring of a Registered Individual's lifestyle

The CSA has added guidance in section 13.4.3 of 31-103CP stating, among other things, that a registered firm is required to assess whether a Registered Individual's activities and lifestyle are commensurate with the person's compensation by the firm. The PCMA believes this is (a) far too intrusive, (b) difficult to monitor, and (c) raises unrealistic expectations, especially when Registered Individuals are located across Canada and most Registered Individuals do not work out of a registered firm's head office.

Registered Individuals who have wealth, related or unrelated to their compensation from a registered firm, should not be subjected to interrogation if their lifestyle does not match their compensation from a registered firm. Unless the CSA can provide further particulars or examples where this is now an industry-wide concern, this is an overly broad and an unnecessary burden that arguably violates a Regulated Individual's right to privacy. When it comes to lifestyle or otherwise, if there are reds flags of possible fraud, a registered firm would ordinarily investigate the matter.

4. Is 7 years an appropriate amount of time to report on past Outside Activities that involved raising money for an entity through the issuance of securities or derivatives or promoting the sale of an entity's securities or derivatives? Please explain your view.

Section 13.4 and 13.4.1 of NI 31-103 require registrants to identify and address existing or foreseeable conflicts of interest with clients. The CSA has not explained what past Outside Activities involving raising capital for an entity through the issuance of securities or derivatives or promoting the sale of an entity's securities or derivatives is something that needs to be disclosed by a Regulated Individual. Clearly, under applicable securities law this type of Outside Activity would have been reported by the Regulated Individual when it was current and a potential conflict of interest.

The PCMA is not clear why the CSA picked 7 years as a look-back reporting period. This is too long a period of time since people's memories involving their activities generally decrease over time. If the CSA believes this disclosure is required, then the PCMA submits that 4 years should be a sufficient period of time.

5. Is 30 hours per month (based upon 7.5 hours per week for four weeks) an appropriate cumulative minimum time threshold for reporting all Outside Activities? Please explain your view.

The PCMA appreciates the CSA is trying to derive a Reporting Threshold based on time spent on Outside Activities during a monthly period to help registrants understand regulatory expectations. While the CSA seeks industry input, it has not provided the rationale on how it determined a Reporting Threshold of 30

hours per month. Providing such an explanation would permit industry to provide a more thoughtful response on the CSA policy rationale.

Notwithstanding the foregoing, the PCMA believes the Reporting Threshold is set too low as many Outside Activities are typically outside of traditional business hours including weekends. These Outside Activities should have little impact on the ability of Registered Individuals to carry out registrable activities. The PCMA believes 60 hours per month (15 hours per week or two hours a day) is more appropriate to reduce unnecessary reporting.

Notwithstanding our comments, the PCMA recommends the elimination of Category 6 – *Specified Activities* as an Outside Activity reporting category as stated above.

6. **Will Regulated Persons have sufficient time to report Outside Activities given the Proposed Revisions? If not, please explain the challenge in reporting Outside Activities within the proposed revised deadline.**

The PCMA generally believes the change from 10 to 15 days and 15 to 30 days should provide sufficient time for gathering, analyzing and submitting information to CSA members.

While there should be sufficient time for submissions to made on time, there will always be honest mistakes and forgetful minds. Moreover, it is unlikely that if any of these filings are filed late that it would result in client harm or cause harm to the industry. This leads to a question of late filing fees and their utility.

The Ontario Securities Commission' (the **OSC**) late filing fees have become known as a "sin tax" in the industry with many large firms knowing they will have to pay $5,000 annually to the OSC for honest mistakes and forgetfulness by Regulated Individuals. For smaller firms and Regulated Individuals, these fees may lead to under reporting and incomplete NRD records. The PCMA understands there have been cases where Registered Individuals have left the registered firm because they failed to report a dormant holding company. Consider circumstances when, for example, a Registered Individual set up a holding company five years ago at the behest of their Accountant, and forgot to report it. The late filing fee would be $25,000. This is clearly disproportional relative to the harm it seeks to address.

The PCMA submits that the late filing fee for reporting Outside Activities deters the reporting of these activities by Regulated Individuals as much as, or more than, it encourages them to make the late filing. An alternative would be an annual filing (with an additional 30 days for activities arising in the last 30 days before the due date). This would likely lead to increased reporting, fewer late filing fees and a reduction by the OSC on the administrative costs associated with the late filing regime.

7. **Are there other positions that should be considered positions of influence? If so, please describe these positions and explain why they should be positions of influence.**

NI 31-103 is a principles-based regulation and the recent Client Focussed Reforms (**CFRs**) continue with its principles-based approach while leaving prescriptive descriptions as examples and guidance in its Companion Policy.

The PCMA believes that the new section 13.4.3 of NI 31-103 is a matter best addressed under the conflicts of interest provisions and not as a separate section under NI 31-103.

Proposed Section 13.4.3(a) of NI 31-103 states that a "**position of influence**" means "a position, other than a position with a sponsoring firm, if, due to the functions of the position or the training or specialized knowledge required for the position, an individual in that position would be considered by a reasonable person *to have influence over other individuals*." [emphasis added]. The PCMA believes that this definition is incomplete and suggest the following be added to the end of the sentence "and is a conflict of interest that cannot be managed in accordance with applicable securities law".

Positions of Influence are all about conflicts of interest and therefore should be dealt with under the applicable conflict of interest provisions of NI 31-103 and not as a separate section.

The PCMA opposes the CSA's deviation of its principles based approach to Section 13.4.3 of NI 31-103 by explicitly prohibiting Registered Individuals who are a member of a Specified Profession (as defined below) from recommending, buying or selling securities or derivatives to an individual who has a relationship with them as a result of these positions/professions, under any circumstances. The PCMA is very concerned that the CSA has taken this inflexible approach, which should be addressed as any conflict of interest situation. For purposes hereof, a "**Specified Profession**" means a Registered Individual who is: (a) a leader in a religious or similar organization; (b) a medical doctor; (c) a nurse; (d) a professor, instructor or teacher at a degree or diploma granting institution; (e) a lawyer; or (f) a notary.

For example, Section 13.4 of 31-103CP in the Proposed Changes, explains why the CSA believes a doctor, under all circumstances, is in a Position of Influence where it states the following:

> "*An individual who is a **primary care physician** would be viewed as being in a position of influence. The physician has specialized medical knowledge and training that patients would not have. Patients see the physician when they are unwell, are reliant on the physician for their health, and may view the physician favourably based on the medical treatment they received, which may make them susceptible to influence. **In this scenario**, the physician would not be permitted to trade or advise in securities with current or ongoing patients of the physician.*" [emphasis added]

The PCMA believes the above situation may exist for certain patients but *not all* patients. It is not clear why the CSA believes there is a blind reverence by *all* investors to a member of a Specified Profession where such individuals are automatically influenced, confused and susceptible to such Registered Individuals. For example, many discerning individuals would question their doctor or lawyer if they sold them securities and not unquestionably accept whatever they recommend. In fact, a doctor may be in a better position to recommend, for example, a bio-tech or pharma company, even a vaccine for the coronavirus, as a result of their occupation, or a securities lawyer who understands capital raising and its related risks. Such a view discriminates against those individuals who are engaged in a Specified Profession and may dissuade them from entering into the business when their skill set and acumen may be best suited for it.

It appears the CSA believes that an individual who has a relationship with a member of a Specified Profession immediately puts such person under the 'spell' or influence of the Registered Individual. The

PCMA disagrees with this conclusion. The CSA has provided guidance on who is a client and who is not a client of a registrant and that is based on a number of factors. Such guidance should also be applied to those individuals who deal with a member of a Specified Profession who is also a Registered Individual.

Simply, the CSA's approach to the Specified Professions does not allow registered firms to determine if they can reasonably address any such conflicts of interest, including but not limited to, (a) requiring all trades by a Registered Individual who is also a member of a Specified Profession to be pre-approved by a registered firm's Compliance Department; (b) selling only to Accredited Investors; and (c) ensuring such client signs an acknowledgement form explaining that their registered representative may be a Position of Influence, each as ways of managing such conflicts of interest.

Other material concerns the PCMA has with proposed section 13.4.3 of NI 31-103 are that: (a) the CSA provides no explanation of why a Notary is included in the list of Specified Professions. Individuals often have no relationship with a Notary who merely notarizes a document and inclusion in the list of Specified Professions is too tangential and meaningless; and (b) it is unclear how a registered firm or a Registered Individual knows that a client is a parent, brother, sister, grandparent or child of an individual who is a client of a Registered Individual who is in a Position of Influence. This has overly broad and too tangential to be meaningful or applicable and should be removed.

In trying to understand the Proposed Changes involving the Specified Professions and the rationale for proposed Section 13.4.3 of NI 31-103, the PCMA notes that Annex G: Local Matters to the Proposed Changes states that in the last year, there were 91 Registered Individuals who had terms and conditions imposed on their registration due to Positions of Influence. In 84 or 92% of the cases, the terms and conditions were imposed by the OSC.

Terms and conditions restrict the investors to whom a Registered Individual can sell securities and it is not clear whether this is an appropriate use of terms and conditions based on a plain reading of the language in Section 27 of the *Ontario Securities Act*. However, the PCMA is of the view that terms and conditions on registration are not required in such circumstances, given section 13.4 and 13.4.1 of NI 31-103 which require registered firms and Registered Individuals to identify and address conflicts of interest in the best interest of the client. Providing guidance in 31-103CP on dealing with the potential conflicts from Positions of Influence would be useful and responsive to the harm it seeks to address in manner that strikes the right balance between investor protection and fair and efficient capital markets.

8. Is "susceptibility" the appropriate term to describe the impact of the influence on the individual subject to the influence? If not, please explain why not and propose alternative language.

The PCMA believes the word "susceptibility" is an inappropriate term used to describe the impact of the influence a Registered Individual may have on the individual client subject to the influence.

A "susceptibility test" requires Regulated Persons to understand the facts and circumstances of susceptibility for a matter that is outside of their area of expertise. It involves a Registered Individual going into the mind of an individual client and understanding to what degree the individual is influenced by the Registered Individual at a time the Registered Individual seeks to sell the client securities.

This is problematic for not only Registered Individuals, who are conflicted and may lack the necessary training to determine susceptibility, but also for registered firms (particularly Compliance Staff) who most likely would never meet a client at the time of the trade and therefore are not in a position to make such an assessment.

The PCMA is concerned that any investigation under a "susceptibility test" involves facts, information and circumstances that are beyond the ability of a registered firm and Registered Individual to determine and assess, at the time of the trade. Moreover, if a CSA member has a different opinion, it is difficult to challenge, which would be exacerbated over time if this has to reviewed/considered many years after a trade.

A *degree of influence test* and *degree of client confusion* (as set out in the proposed Company Policy) arguably can be more readily determined since they are more objective tests than a subjective test involving susceptibility.

9. Are there any aspects of the new rule on positions of influence that you expect will be difficult to administer? If so, please describe the difficulty

See comments above.

One difficulty registrants will have with the new rule is determining the level of continued involvement/communication a Registered Individual, who is in a Position of Influence, can have with their client who is transferred and serviced by another Registered Individual within their firm. There may be a referral arrangement between the Registered Individual who is in a Position of Influence and the other Registered Individual within their firm who is servicing the client. For example, this would occur when a Registered Individual is dually licensed as a Dealing Representative with a registered firm and licensed as a life insurance agent with another firm. The client is still being serviced by the Registered Individual who is in a Position of Influence for non-registerable activities (such as life insurance and segregated funds), while also being serviced by a new Dealing Representative involving their securities related investments.

A client will have communications about their securities related investments so guidance should be provided by the CSA so there is clarity on such matters.

10. Do you see any challenges in reporting updates to registration information by the proposed deadlines? If so, please identify the registration information that this would be challenging for and explain the challenges.

There may be unanticipated challenges in providing updates by the proposed deadlines and the CSA members should allow some flexibility to registrants on a discretionary basis.

A common issue and concern in Ontario, was its 'zero tolerance' for late OBA filings and the imposition of late filing fees. The common OSC answer was that filing fees were automatically calculated based on dates input into the system. This lack of flexibility was the catalyst to the PCMA's request for the elimination of late filing fees. The PCMA is grateful for the moratorium on late filing fees in Ontario, which ends at year-end.

11. Are there any other thresholds where a change in percentage ownership in the ownership chart should be reported or any thresholds where changes should not be reported? If so, please explain what other thresholds should be included or what thresholds should not be reported.

The PCMA believes that changes to a firm's ownership should only be required to be reported if certain thresholds are crossed.

The PCMA also agrees with the CSA's proposal that reporting changes in percentage ownership only where a person or company's percentage of ownership crosses certain thresholds (*i.e.*, where ownership exceeds or falls below 10%, 20%, or 50% by adding paragraph 3.1(3)(f) of NI 33-109) will reduce the number of filings, while providing regulators with relevant information about the ownership of the registered firm.

12. Do you see foresee any legal, operational or other challenges for a registered firm to delegate to another affiliated registered firm the requirement to notify the regulator of changes in certain registration information? If so, please explain the challenges.

The PCMA supports this change.

13. Are there circumstances where a notice of change in registration information should not be delegated to an affiliate? Please describe.

The PCMA is not aware of any circumstances.

14. Are there other circumstances where a notice of change in registration information may be delegated to an affiliate? Please describe.

There are a number of firms where the registered firm is part of a larger group of companies. In these situations, some firms have administration agreements with an affiliate that handles all administrative functions for the corporate group.

15. In a legal action, are there changes other than documentary discovery and adjournments that could significantly affect the firm, its business or the outcome of the legal action but should not be reported for other reasons or would be captured in reporting elsewhere?

The PCMA believes procedural motions and related matters should not be reported since they are procedural and not substantive to a case. The CSA can always request an update in a letter, if required, but such matters should not be a reporting requirement since it is an unnecessary regulatory burden.

16. Do the Proposed Revisions offer sufficient clarity to the registration information requirements? If not, please explain which registration information requirement remains unclear and why.

The PCMA believes the Proposed Changes will not improve clarity. The types of activities that may need to be reported have been expanded. In addition, a prescriptive list added to a principles-based rule will likely be interpreted in a different manner by each CSA member leading to less clarity and regulatory uncertainty.

17. **Are there any circumstances where the certification standard may not be met or be applicable? If so, please describe the circumstances.**

No comment.

18. **Do you seen any challenges in reporting the title(s) used by Individual Registrants? If so, please explain.**

No comment.

19. **Registered firms are required to keep accurate records, including copies of forms submitted to the regulators. Are there any circumstances where an Individual Registrant will need to request a copy of their Individual Registration Form from the regulator to update information that is not complete or accurate? If so, please describe these circumstances.**

The PCMA believes that registered firms and Registered Individuals should always have access to the full record of what has been submitted to a CSA member, and it should be readily made available upon request from CSA members.

Individual Registrants can switch firms, personnel at registered firms may change over time, or the information may not be readily available for many bona fide reasons. Accordingly, a registered firm or a Regulated Individual should have a right to easily access and/or request information from a CSA member about the firm or individual that has previously been submitted which a particular CSA member must deliver within a prescribed period of time.

The PCMA respectfully submits that if such information may be unavailable, or being requested as a confirmation by a registrant, the CSA should respect such requests and not conveniently say it is not their responsibility to keep track of a registrant's books and records. Sufficiency of books and records is a separate issue and should not be used as justification for not providing information to registered firms and/or Regulated Individuals upon request and in a timely manner, especially when the goal is compliance and have the correct information.

Ideally, all such information should be made available on an electronic portal, with restricted access, that can be accessed by a registrant. The PCMA submits that as the CSA updates its technology, it should consider regulatory burden reduction benefits for the industry.

20. **What are your views on the transition plan for the proposed amendments to NI 31-103 relating to positions of influence?**

CSA members must be sensitive to the time it takes registrants to understand and implement systems to satisfy their regulatory obligations. The CFRs have significantly overhauled the registration and compliance regime in Canada.

The PCMA supports compliance for year-end 2021 as proposed in the Proposed Changes for all matters *except* those involving Outside Activities and in particular those that include Positions of Influence. The PCMA submits that all matters involving Outside Activities should be due by June 30, 2022. There is just too much work to be done by the proposed effective date with CFR amendments and continuing to satisfy a registrant's day-to-day compliance obligations.

21. Are there any significant operational changes that you need to make in order to implement the Proposed Revisions? If so, please describe these operational changes.

The larger the firm (*i.e.*, those having a larger number of Registered Individuals), the more work that has to be done to operationalize the Proposed Changes. Registered firms are trying to determine the time, money and effort required to implement these compliance obligations.

Additionally, the greater the number of Outside Activities that a Regulated Individual has, the more work that has to be done by registrants to review and ensure compliance.

It is one thing to onboard new Regulated Individuals and review and consider any Outside Activities. It is a much bigger task to review all of the Outside Activities of a firm's existing Registered Individuals within a limited period of time, while seeking to comply with all other CFR obligations by June 30, 2021, and then December 31, 2021.

The PCMA requests that the deadline for compliance with all Outside Activity reporting should be extended to June 30, 2022.

Other Matters – Late Fees

The OSC is the only CSA member to impose late filing fees of $100 per business day for late filings of Outside Business Activities. Although there is an annual firm maximum ($5,000), consider a circumstance where a firm has not paid any late filing fees and a Regulated Individual has innocently forgotten to report an Outside Activity involving their position as an officer or director of a company they set up years ago, but was never operational. As discussed above, if this was over 5 years ago, the fee could be up to $25,000 at $5,000 per year.

The PCMA notes the OSC imposed a two-year moratorium retroactive to January 1, 2019, which ends on December 31, 2021, at the latest.[1]

The PCMA strongly opposes the OSC late filing fee requirements as overly burdensome and costly relative to the compliance burden it seeks to address. It is also inconsistent with what is done in other CSA jurisdictions. The OSC stated it implemented the moratorium since the "scope of the OBAs required

[1] See https://www.osc.ca/en/news-events/news/fees-delayed-oba-filings-be-waived-part-osc-burden-reduction-project

to be reported under Item 10 may be unclear".[2] The PCMA notes the lack of discussion on late filing fees in the Proposed Changes. Whether this is intentional or not, the PCMA believes the OSC should remove the late filing fee requirement and provide certainty to industry regarding such matters.

As discussed in Question 6 above, it is not just a matter of a lack of clarity or timelines in reporting that need to be addressed, as set out in the Proposed Changes, but also the consequences of having a late filing that need to be proportional and fair to industry. The imposition of fees should not be a deterrent from reporting or result in a Registered Individual leaving the business because of the late filing fee for inadvertence or otherwise.

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In conclusion, the PCMA thanks the CSA for the opportunity to provide our comments and look forward to providing additional input or consultation upon request.

Regards,

COMMENT LETTER COMMITTEE MEMBERS

Brian Koscak, Chair of Advocacy Committee and Member of the Executive Committee and	***David Gilkes***, Co-Chair of the Compliance Committee and Member of the Executive Committee	***Nadine Milne***, Co-Chair of the Compliance Committee	***Peter Dunne***, PCMA Member

cc: PCMA Board of Directors

[2] See https://www.osc.ca/en/securities-law/instruments-rules-policies/1/13-502/notice-amendments-and-changes-osc-rule-13-502