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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 am deeply concerned and upset with respect to the CSA's proposal of interfering with investors' options and freedom to invest as they choose, as should be their right as Canadian Adults. We do not need to be patronized or controlled. I am not-yet- an accredited investor and you will be putting up a road block to prevent me from becoming one, thank-you-very-much!

Where were you when the government and banks were telling me to put my money into RSP mutual funds, where they were secretly sucking 2-3% out the bottom in MERs to line their pockets and I was making a pittance to negative returns? Where were you when regular advisors were telling me, "Don't worry hold for the long term... the markets always go back up." When my total investment portfolio sank 50% in 2008? In 24 years of doing what I was told to do like a good little girl, I wasted over two decades of my investing potential, not even holding my principal. When I finally took control of my children's RESP, I was left with 40% of the principal after >12yrs, and I was still told, "Don't worry, just leave it in." It is time for people to wake up!

I have spent the last seven years studying investing, from courses in stock trading, buying-selling-and managing a personal real estate portfolio, to being able to assess the exempt market opportunities available to me. I have travelled across Canada and the U.S. learning from the best on taking control of my financial future, and have spent over \$50,000 in accumulating that knowledge. It was the best money and time I have ever spent, because it prepared me to intelligently make much more than that, on my terms, with confidence. My children will never waste their investment dollars and valuable time, investing the old way; I will make sure of that.

This new legislation, if implemented, will cripple my ability to build my financial wealth to take care of my retirement and my family, and if the government wants to feed me during those years, Go to it. But I

would prefer to take care of myself. Don't bind our hands and throw us in the deep end, so we can barely keep our heads above water.

I have close to \$100K in a diversified portfolio of exempt market investments, which I intend to continue to roll over into new EM investments to maximize my financial growth. You are going to tell me that I can't, and my options will be to go back to losing money in mutual funds, gamble in the stock market or sitting in cash without growth. REALLY? I want to invest in apartment buildings and commercial property for cash flow and equity growth. I don't want to take the Very high risk of doing it on my own, when I have experienced, competent experts to do it for me.

I have been stuffing my brain for years so I could find what really works to build my family's wealth. I have found it and I became a licensed EM rep for the sole purpose of helping others who will never go learn what I learned on their own, and I do not want them to wake up 24 to 50years too late to realize that mutual funds and the stock market, especially if retiring coming out of a downturn, was the biggest mistake they ever made, that they will pay for, for the rest of their lives- except oops, they can't!

Please. I beg you. I completely believe that your intentions are good. That you think you are protecting investors. But in reality, you are taking away their one best chance to take care of themselves. Instead, intelligently make investing inside the exempt market a viable option, with legitimate companies, creating strong returns, in productive business models, that benefit investors and our Canadian economy.

This submission is being made on behalf of my family and those I help build wealth for.

If you would like to discuss my beliefs on this subject further, I would be happy to talk with you.

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Earnestly,

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