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Me Anne-Marie Beaudoin
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comments@osc.gov.on.ca

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

May 12, 2014

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 strongly opposed to imposing annual investment limits for non-accredited investors.

Eagles Edge Capital Corporation has been an Exempt Market Dealer (EMD) since December of 2010 and we have been an Investment Fund Manager (IFM) since April of 2011. We have spent significant resources and time to comply with National Instrument 31-103. We feel that this national instrument provides investors with transparency, disclosure and industry standards that were needed, and serve their interests far better than this proposed amendment to the OM exemption.

We feel that this proposed annual investment limit will severely limit the exempt market and the essential service it provides to non-institutional borrowers, companies and industries in Canada. It will not mitigate risk for investors; it will only limit their freedom to make decisions of their own free will. It will force them to make decisions about investments based on a pre-determined number rather than sound financial management. Investors, and the companies like ours that create investment products, are better able to make decisions on an individual basis.

NI31-103 has brought structure, reporting and capital requirements to those of us that create and administer exempt market investment products. Since we follow the current requirements, we are providing our clients with more protection and risk mitigation through Suitability, Know your Product and Know your Client surveys. Knowing the full picture of the client, and their investment portfolio, will provide them with investor protections far better than an arbitrary number of \$30,000.00 per year.

This submission is being made on my own behalf. If you wish to discuss my comments with me further, my email address is mpollitt@ricrd.ca.

Thank you,

A handwritten signature in black ink, appearing to read "Mark Pollitt". The signature is fluid and cursive, with the first name "Mark" and last name "Pollitt" clearly distinguishable.

Mark Pollitt, CCO
Eagles Edge Capital Corporation

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