

Dear Sirs/Madams:

I am writing to express my opposition to proposed amendments to NI 45-106 as they relate to the proposed yearly investment limits for non-accredited investors. I also wish to express my opposition to the proposed amendment to restrict Exempt Market Dealers (EMDs) from being able to sell securities of related Issuers.

I am an Exempt Market investor and I have held investments in Exempt products such as the Mortgage Investment Corporation (MIC). I choose to invest in Exempt products because I am tired of the volatility of the public market. Investments are a personal choice! Any investment, in any amount, and regardless of my means, should be MY personal decision, and must not be dictated by government regulators. So far it appears that I have the freedom to:

- Risk as much money as I want to gamble without any oversight,
- Max out my line of credit and credit cards paying high interest rates without any oversight,
- Buy a car that depreciates as soon as I drive it off the lot without any oversight,
- Take out a line of credit for a vacation, home improvements or whatever I want without any oversight,
- Invest as much as I like in as many provincial lottery tickets as I like, or
- Mortgage my home to the full extent of its value, and do whatever I want with the money.

So why should my 'investment' choices be restricted in any way, particularly when I am working with a qualified licensed registrant of a securities commission? I have received detailed disclosure information through the Offering Memorandum. I am aware of the risks (and rewards) of investing in the exempt market. Under current regulations, which are expansive enough, I must read and sign all of the many required Risk Acknowledgement forms.

I should have the freedom to make informed, independent choices regarding the amounts of my investments!

I am comfortable with amounts that I invest in any given year and over time, and I do not support imposing caps on the amounts I can invest. All EMDs are subject to the same standards, education requirements, regulatory oversight and professionalism, so I do not support imposing restrictions on who I can deal with in terms of an Exempt Market investment. I wish to choose the dealer I want, even if the dealer is related to the Issuer.

I should have the freedom to make informed, independent choices regarding my investment dealer!

This submission is being made on my own behalf.

Regards,

Mitch and Maia Levine

**P.S. As long time investors in the public markets [stocks, bonds, funds] we were not protected by our various financial advisors, their investment firms/banks or any government regulatory policies or procedures from losing hundreds of thousands of dollars [ 2000 - 2003]. So far, with the 5 non market alternative investments we have made, we have experienced little volatility, lost no money and received a reasonably good income. From our perspective, therefore, under these proposed regulations, you would be restricting our ability to invest in what we consider relatively safe, non volatile products and at the same time forcing us to place more money than we think is advisable in products we think are riskier in order to attempt to produce a decent retirement income. You can understand why, from our position, we consider these proposals ill conceived, punitive and frankly ridiculous when applied to people in our circumstances.**