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and

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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**

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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 an investor and an Exempt Market Dealing Representative since 2009.

Today there are more options. Investors are more educated. After losses in 2008, they want more control and do their own due diligence.

Whether a client is an eligible or non-eligible investor, the restrictions on the total annual amount into exempt securities are ridiculous. It interrupts financial plans that are already in place. After discussing information presented and seeing how they fit into their plan, clients make their own investment choices. The proposed annual investment limits of \$10,000 or \$30,000 not only violate their rights, it also implies that they are not as intelligent or sophisticated as the wealthy investors.

Are investors allowed to transfer only \$30,000 per year from their RRSPs from places where they want out? If so, is the Securities Commission paying their transfer fees every year? What about diversification, missed opportunities, re-investing large lump sum from exited projects along with new contribution for the year? It will not be possible if limits are imposed.

Despite the potential risks, some exempt securities performed consistently with strong stable returns for many years. Because of that, the wealthy, many Pension plans (e.g. CPP (Canada Pension Plans), Ontario Teachers Pension Plan, Alberta Investment MGMT Corp (AimCo)), large institutions (e.g. Yale University), Banks and Insurance Companies, Participating Whole Life Insurance have investments in Exempt Market Securities. Why should the public be restricted?

All investments carry risk, even GIC returns are losing buying power to inflation. Why don't you put limits on GIC, mutual funds, stocks, bonds, real estates, even business owners incurring more debts?

If Exempt Securities are considered High Risk because of Illiquidity (not readily redeemable), so are non-redeemable GICs with lock up period of up to 10 years. Not all exempt securities are Illiquid.

For investor protection, since Sept of 2010, many rules and regulations are already in place and adequate. Dealerships have to do due diligence and ongoing communications with Issuers. Issuers are more transparent. Securities Commission can impose cease trade on issuers.

Dealing Representatives have to be licensed. We have to do our due diligence, Know our client (KYC), Know our product (KYP), determine suitability (according to client's industry preference, time horizon, risk tolerance), diversify, limit percentage of assets into any company. Investors are warned through disclosure and Risk Acknowledgement. Also, investment subscriptions have to be approved by compliance department.

Placing investment limits will also hurt the companies who are honest and doing an excellent job managing their business. Being private, it keeps their costs down, and avoid the volatility often associated with public markets. Without ability to raise capital, their business will suffer. We, the average Canadians will not be able to support and partner with them, and enjoy profits together. Our nation will suffer from lack of innovation and creativity from small to medium enterprises.

If these amendments are passed, the big companies and banks will continue to increase their profits. The rich will get richer, while smaller companies and the average Canadians will get poorer.

I request that you remove these amendments, and maintain "the True North Strong and FREE"! This is my country, my Canada, my home for almost 40 years.

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 **[soling@omnusunvestments.com](mailto:soling@omnusunvestments.com)**

Regards,

So Ling Tam

CC:

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