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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.

A2A is an international land development and investment company that was founded in Asia in 2009. The vision in starting the company was to improve on old ways of thinking, on the business model, and ultimately on overall client satisfaction. With the new methods in place, A2A had begun paving the way for investors in Asia who embraced A2A's mission of achieving, a win for the client, a win for our partners, and a win for A2A.

A2A Capital Services Canada Inc. was established in 2012, in Calgary Alberta. A2A came to Canada, to show that we could compete in what could be considered one of the most highly regulated private capital markets in the world. Since then, we have forged many valuable relationships with some of the most respected firms and personnel within the industry. We have created employment and contributed significantly to the local economy. I am born and raised in Calgary and will always call it home and its people, my family. It has been our goal to lead the industry in client service and overall transparency. We are committed to our regulatory compliance and to our clients and business partners overall satisfaction. We at A2A CSC Inc. want to lead the industry by example and ultimately change the way some may still view the private capital marketplace.

NI 31-103 has already significantly improved the overall standards of dealers, dealing reps, issuers and promoters. It is my opinion that not enough time has passed and that the true positive effects have yet to fully be seen.

I have a number of concerns regarding the proposed amendments to NI 45-106 that I believe will have a negative impact on the individual investor, private business, the Canadian Economy as a whole, and our vision for A2A. Individual investors need to be protected by a corresponding regulatory body but should not be told when and how much they can invest. This does not allow for proper diversification or allow investors to make the most of their investment portfolios. If this wasn't the case, I would expect the

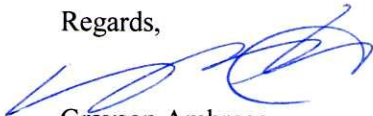
same would apply across all markets. Many private businesses, in some of the most important Canadian industries, rely heavily on private equity to finance their operations, A2A CSC Inc. included. Limiting their ability to raise funds would undoubtedly have severe damaging effects on these industries.

The effects that the current proposed amendments to NI 45-106 will have on, private investors, business, and its impact on the Canadian economy as a whole, cannot be in the best interest of Canadian citizens. I urge you to please reconsider the proposed investment limits for non-accredited investors, and to work together to make this an ultimate win for the citizens of Canada, a win for their businesses, and a win for the economy as a whole.

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 **[grayson.ambrose@a2acanada.ca](mailto:grayson.ambrose@a2acanada.ca)**

Regards,



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