

June 17, 2014

[denise.weeres@asc.ca](mailto:denise.weeres@asc.ca)

[consultation-en-cours@lautorite.qc.ca](mailto:consultation-en-cours@lautorite.qc.ca)

Denise Weeres  
Manager, Legal, Corporate Finance  
Alberta Securities Commission  
250 – 5th Street SW  
Calgary, Alberta T2P 0R4

and

Me Anne-Marie Beaudoin  
Directrice du secrétariat  
Autorité des marchés financiers  
800, square Victoria, 22e étage  
C.P. 246, tour de la Bourse  
Montréal, Québec H4Z 1G3

[comments@osc.gov.on.ca](mailto:comments@osc.gov.on.ca)

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 an advisor who has operated many business' prior to entering this industry and have worked as a financial planner for more than 10 years. My wife and I are also active investors in many fields, including the exempt markets. I am a CFP and recognized by my peers as being very thorough in my review and understanding of all the products and offerings in the market place. The view I have of myself is as an educator and guide that can allow clients to confidently choose their financial way with an experienced individual at their side. I must understand the client, their needs, wants and values and act as the lense that filters the financial world into options that match those criteria. It is not up to me to make their decisions, but to show them their options and ensure they understand the differences enough so they can intelligently decide what directions they would like to go.

There are many issues and concerns raised with the amendments to NI 45-106. I agree with many of my colleagues points that have already been submitted to you and would draw particular attention to the very thorough letter dated April 11, 2014 from Michael Moore. Thus, rather than copying his letter below, which I believe should be echoed here, I will discuss my more generic understanding and issues of concerns.

I believe myself, and the industry, are best served by the value we bring to clients in sorting through the ever expanding universe of options and educating them so they can make informed and appropriate decisions. I also believe in their right to choose what those options should be. Risk is not an absolute, it varies by the person, circumstance, their experience, the marketplace and economic climate and the myriad facets of the offering or product itself. I have clients who have worked their entire life managing housing developments and understand the business

intimately. They routinely ask me why they can't buy the private placements that are part of the EMD world that are housing developments, they know more than most dealers and understand the risks better as well, yet our rules hold them back. We seem to believe that there is some magic number in the wealth of a person where they suddenly become intelligent about money or can survive a financial mishap. Yet I can tell you that from my own experience, those are academic ideals that do not translate to reality. I have seen clients with millions of dollars who are all in GIC's, and should stay there. I have also seen clients who have stunned me with their financial understanding but are just starting out or never been exposed to anything other than mutual funds. Even though their current wealth is meager, with a little coaching, guidance and hard work, some of them would be excellent candidates for certain offerings in the exempt market.

Fraud and deceit have always been a part of the world and I regret to say always will. I do believe we must do what we can and thus applauded the changes in 2008 to combat this. I have yet to see any evidence that the changes implemented are not working. The use of generic rules that seem arbitrary (ie. \$30k limits per household or "all exempt market products are high risk") only serve a dis service to the end goal that I believe we are all embracing. That goal being better informed consumers that are both capable and able to participate in the same market as their more elite financial brethren. Quantifying risk as a blanket statement and attempting to imply arbitrary limit amounts fail to take into account the very one we are trying to protect, namely the investor. Are you aware that many clients think you are trying to control them and keep the small guy from making any money, saving the deals for the "big boys" or "old boys club". When I do talk to my very astute clients, they pass off your current risk warning as foolishness since it is the same for every security in the market space. I insure they understand there are certain risks to the EMD space that are universal to all offerings and thus the reason for the warning. They however point out that there is a very big difference between a bond offering that the company has insured and a REIT investing in real estate and an oil and gas venture of some sort. By giving one generic statement, the very people we are trying to protect start to view it as a speed bump sign with no bump. Thus it becomes just another form, which is a shame because people do need to be aware. Rules like this foster an environment where they are either unjustly scared away or gloss over documents which are important for them to understand. Give people the unbiased choice that allows them to participate via an experienced and trained individual who is overseen by the ethics and compliance of the Exempt Dealer. Only then will they not feel segregated and left out to become the fodder of some scheme that is not even bothering with the rules. I am sure the fraudsters will not be the EMD's but just someone's neighbor or club member who isn't even registered and that will "let them in on something special, that they can't access elsewhere". If people want to invest more than \$30k they probably will. Unfortunately it won't be with us.

By choosing arbitrary limits we are forcing diversification strategies and product choices that may not be in the client's best interest. Even for those offerings that do accept lower amounts, many clients will experience unnecessary trade fees in their accounts or be forced into choices that they are unjustly concentrated into an individual sector or offering and all the issues that surround such circumstances.

I believe we would be best served with items that strengthen investors in their decisions while leaving them free to work with experienced and ethical people who will guide them in their future. Let us set some minimum standards that all issuers must abide by, delivery of at least annual financial statements, mandatory responses to investor's inquiries in a timely fashion.

***These are things that will make an investor's decisions work better for them rather than making their decisions for them.***

Client's routinely ask me where my money is. Obviously my next statement varies by client, but I think you will understand the reasoning behind it. I believe we should be able to operate in a world where, when appropriate, I can tell them, "the same place as yours".

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 **[mark.samborski@pinnaclewealth.ca](mailto:mark.samborski@pinnaclewealth.ca)**.

Regards,



Mark Samborski

CC:

Cora Pettipas  
Vice President, National Exempt Market Association  
[cora@nemaonline.ca](mailto:cora@nemaonline.ca)