

Form 35-101F1

Form of Submission to Jurisdiction and Appointment of Agent for Service of Process by Broker-Dealer

Instructions: Complete this form for each of the jurisdictions in which the broker-dealer seeks the conditional exemption from registration in National Instrument 35-101 (the 'exemption'). Insert the name of the jurisdiction at each '•'. If you are seeking the conditional exemption from registration in more than one CMR Jurisdiction, you may appoint one agent for service in any CMR Jurisdiction for service in all CMR Jurisdictions. However, you must submit to the jurisdiction of each province or territory in which you seek the exemption.

1. Name of broker-dealer (the 'Broker-Dealer');
2. Jurisdiction of incorporation of the Broker-Dealer;
3. Name of agent for service of process (the 'Agent for Service');
4. Address for service of process on the Agent for Service in •;
5. The Broker-Dealer designates and appoints the Agent for Service at the address stated above as its agent upon whom may be served a notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal or other proceeding (a 'Proceeding') arising out of or relating to or concerning the Broker-Dealer's activities in • under the exemption, and irrevocably waives any right to raise as defence in any such proceeding any alleged lack of jurisdiction to bring such Proceeding.
6. The Broker-Dealer irrevocably and unconditionally submits to the non-exclusive jurisdiction of the judicial, quasi-judicial and administrative tribunals of • and any administrative proceeding in •, in any Proceeding arising out of or related to or concerning the Broker-Dealer's activities in • under the exemption.
7. Until six years after the Broker-Dealer ceases to use the exemption, the Broker-Dealer shall file:
 - a. a new Submission to Jurisdiction and Appointment of Agent for Service of Process in this form at least 30 days before termination for any reason of this Submission to Jurisdiction and Appointment of Agent for Service of Process; and
 - b. an amended Submission to Jurisdiction and Appointment of Agent for Service of Process at least 30 days before any change in the name or above address of the Agent for Service.

8. This submission to Jurisdiction and Appointment of Agent for Service of Process is governed by and construed in accordance with the laws of •.

Dated: _____

(Signature of Broker-Dealer or
authorized signatory)

(Name and Title of Authorized Signatory)

Acceptance

The undersigned accepts the appointment as agent for service of process on _____
(Insert name of Broker-Dealer) under the terms and conditions of the foregoing Submission to
Jurisdiction and Appointment of Agent for Service of Process.

Dated: _____

(Signature of Agent for Service or
authorized signatory)

(Name and Title of Authorized Signatory)