SUBSCRIPTION AGREEMENT
MALACHITE AGGRESSIVE PREFERRED FUND

TO: MALACHITE AGGRESSIVE PREFERRED FUND

A. SUBSCRIPTION

The undersigned (the "Subscriber") hereby irrevocably subscribes for

_____ Client

_____ Manager

$_____ of units (the "Units") of Malachite Aggressive Preferred Fund (the "Fund"). Units will be issued at the net asset value per Unit next determined after the receipt of the subscription price and this subscription is accepted as provided below.

The Subscriber agrees to pay the aggregate subscription price on or before such date determined by the Manager (as defined below) by:

(a) delivery of a certified cheque or bank draft made payable to the order of the MALACHITE AGGRESSIVE PREFERRED FUND, and/or

_____ Client

_____ Manager

(b) the delivery and transfer of securities to the Fund, provided such securities accord with the investment objectives of the Fund. A schedule of any securities to be transferred is attached, as are transfer documents. The Subscriber hereby acknowledges that the value of the securities transferred will be determined on _____. The fee charged by the Manager for acceptance of these securities will be $_____.

If the Subscriber delivers a bank draft under paragraph (a) above, or securities under paragraph (b) above, and is not able to provide the Manager the documentation required under Part D below in a face-to-face meeting with the Manager, the Subscriber shall also deliver a cheque (which need not be certified) to the Manager in the amount of $1.00 made payable to the order of the MALACHITE AGGRESSIVE PREFERRED FUND. Such amount shall be added to the Subscriber's subscription.

The Subscriber acknowledges that participation in the Fund is subject to the acceptance of this subscription by the Manager of the Fund, Hymas Investment Management Inc. (the "Manager"). The Subscriber acknowledges and agrees that, upon acceptance of this subscription, the Subscriber will be bound by the terms and conditions set out in the Declaration of Trust dated March 19, 2001 and the Regulation thereunder establishing the Fund dated March 19, 2001, as amended from time to time (collectively, the "Declaration of Trust"). The subscription and any subscription monies, cheque or securities representing subscription monies shall be returned, without interest, to the undersigned at the address indicated below by such date determined by the Manager if this subscription is not accepted.

The Subscriber represents and warrants and acknowledges that:

(a) the Subscriber has the capacity and competence or, if a corporation, has the necessary capacity and corporate authority, to execute this subscription;

(b) the Subscriber is resident in the jurisdiction set out on the execution page hereof and such address is ordinary the residence or place of business of the Subscriber and the Subscriber was not offered the Units and did not execute this subscription agreement in any other jurisdiction;

(c) the Subscriber is acquiring the Units as principal for the Subscriber's own account, to be held for investment purposes only and not for the benefit of any other person and not with a view to resale or distribution of any or all of the Units, and no person other than the Subscriber is authorized to give instructions to the Fund or the Manager concerning the Units;

(d) if the Subscriber is a corporation or a syndicate, partnership, trust, investment club or other unincorporated organization, the Subscriber was not created, nor is it being used, solely to purchase or hold securities as an accredited investor described in paragraph (m) of the definition of such term in National Instrument 45-106 *Prospectus and Registration Exemptions* ("NI 45-106");

(e) the Subscriber has not received or reviewed any material which appears or purports to describe the business and affairs of the Fund that has been prepared primarily for delivery to and review by the Subscriber so as to assist the Subscriber to make an investment decision relating to the Units;

(f) the Subscriber has such knowledge and experience in financial and business affairs as to be capable of evaluating the merits and risks of the investment hereunder in the Units and is able to bear the economic risk of loss of such investment;

(g) the Subscriber has obtained such professional advice and made such independent investigation of this investment as the Subscriber deems appropriate in reaching the decision to invest;

(h) the decision to enter into this subscription and to purchase the Units is based solely upon the Subscriber's own investigations and the Subscriber has not relied on any representations and warranties or information (oral or written) other than as set forth herein;

(i) the Units have not been qualified by way of prospectus in any jurisdiction in Canada under Canadian securities legislation and, accordingly, the Subscriber is restricted from using certain civil remedies otherwise available, the Subscriber may not receive information that would

otherwise be required to be provided, and the Fund is relieved from certain reporting and other obligations that would otherwise apply;

(j) the Subscriber will not be able to resell the Units until expiry of the applicable hold period under applicable Canadian securities laws except in accordance with limited exemptions and compliance with other requirements of applicable law, and the Subscriber (and not the Fund or the Manager) is responsible for compliance with such applicable resale restrictions or hold periods and will comply with all relevant securities laws in connection with any resale of the Units,

(k) if the Subscriber is a resident of Ontario, (i) the Ontario Securities Commission will be notified of the Subscriber's full name, residential address and telephone number, the number and type of securities purchased, the total purchase price, the exemption relied on, and the date of distribution, (ii) that such information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation, (iii) that such information is being collected for the purpose of the administration and enforcement of the securities legislation of Ontario and (iv) that the Administrative Assistant to the Director of Corporate Finance at the Ontario Securities Commission, Suite 1903, Box 55, 20 Queen Street West, Toronto, Ontario, M5H 3S8, telephone (416) 593-8086, can be contacted to answer questions about the Ontario Securities Commission's indirect collection of such information. The Subscriber hereby authorizes the indirect collection of such information by the Ontario Securities Commission; and

(l) the opening of an account with the Manager and purchasing Units of the Fund in such account is being done solely for investment purposes.

The representations, warranties, covenants and acknowledgments of the Subscriber contained in this Subscription Agreement shall survive the completion of the purchase and sale of the Units and shall apply to any subsequent purchase of Units by the Subscriber.

The Subscriber hereby acknowledges that (**please initial one**):

_____ *Accredited Investor – Paragraph (j) of section 1.1 of NI 45-106:* I am an individual who, alone, or jointly with my spouse, beneficially own financial assets (cash, securities, insurance contracts, deposits or evidences of indebtedness that are not securities for purposes of securities legislation) having an aggregate realizable value that before taxes but net of any related liabilities exceeds (**please check the applicable box**)

☐ $1.0 million;

☐ $5.0 million;*

(and, specifically, the Subscriber acknowledges that for purposes of making this calculation, the Subscriber's personal residence or other real estate owned by the Subscriber and the value of any pension of which the Subscriber is a beneficiary is not a financial asset); or

_____ *Accredited Investor – Paragraph (k) of section 1.1 of NI 45-106:* I am an individual whose net income exceeded $200,000 in each of the two must recent years, or whose joint net income with my spouse exceeded $300,000 in each of those years and have, in either case, a reasonable expectation of exceeding the same net income level in the current year; or

_____ *Accredited Investor – Paragraph (m) of section 1.1 of NI 45-106:* It is a company, limited partnership, limited liability partnership, trust or estate, other than a mutual fund or non-redeemable investment fund, that had net assets of at least (***please check the applicable box***)

☐ $5.0 million;

☐ $25.0 million;*

as shown on its most recently prepared financial statements dated _____ (copy attached); or

_____ *Accredited Investor – Paragraph (r) of section 1.1 of NI 45-106:* It is a registered charity under the *Income Tax Act* (Canada) that, in respect of the purchase of the Units, has obtained advice from an eligibility adviser (as defined in NI 45-106) or from an adviser registered under the securities legislation of the Canadian province or territory of the registered charity to give advice on the Units;* or

_____ *Accredited Investor – Paragraph (i) of section 1.1 of NI 45-106:* It is a pension fund that is regulated by either the Office of the Superintendent of Financial Institutions (Canada) or a provincial pension commission or similar regulatory authority of a province or territory of Canada;* or

_____ *Accredited Investor – Other.* The Subscriber is an accredited investor under paragraph _____ of section 1.1 of Ni 45-106; or

_____ *Minimum Purchase Exemption under Section 2.10 of NI 45-106:* The Units purchased have an aggregate acquisition cost of not less than $150,000.

The Subscriber acknowledges that the representations, warranties and covenants made by the Subscriber in this Subscription Agreement are made with the intent that they

may be relied upon by the Fund and the Manager and their respective counsel to, among other things, determine the Subscriber's eligibility to purchase the Units, including without limitation the availability of exemptions from the prospectus requirements of applicable Canadian securities laws in connection with the issuance of the Units to the Subscriber.

If the Subscriber is a permitted client, within the meaning of such term in NI 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* ("NI 31-103") [as indicated by the "*" above], the Subscriber hereby waives and releases the Manager from any obligation to conduct, pursuant to section 13.3(4) of NI 31-103, a suitability review with respect to the Subscriber's investment in the Funds. The Subscriber, if a permitted client and not an individual, acknowledges that the relationship disclosure information otherwise required by section 14.2 of NI 31-103, and the pre-trade disclosure of charges otherwise required by section 14.2.1 of NI 31-103 will not be provided.

B. FEES

The Subscriber understands and agrees that they will pay a management fee to the Manager in respect of their investment in Units of the Fund. The management fee will be calculated quarterly in arrears, commencing with the first calendar quarter following the acquisition of Units of the Fund by the Subscriber. Fees will be calculated in accordance with the following schedule, based on the average value of the Units of the Fund held by the Subscriber during the period measured:

On the first:	$500,000	Rate charged:	1% per annum
On the next:	$500,000	Rate charged:	0.75% per annum
On the balance:		Rate charged:	0.5% per annum

Fees are subject to GST or HST, depending upon the province in which the Subscriber resides. The Manager will provide the Subscriber with an invoice (the "Invoice") for the management fee as they are calculated.

The Subscriber shall pay the management fee as follows (**initial one**):

_____ (***initial here***) The Subscriber hereby authorizes the Manager to pay the management fee through redemption of Units of the Fund on the final valuation date of the period. Such redemptions shall not be subject to redemption fees. No further instructions to the Manager are required for such redemptions to be processed.

_____
Manager

OR

_____ (***initial here***) The Subscriber shall pay the fees by cheque payable to the Manager upon receipt of the Invoice.

The Subscriber acknowledges that such management fees may not be deductible for tax purposes and that the redemption of Fund units to pay such management fees may have tax implications for the Subscriber.

The Subscriber further acknowledges a 1.0% redemption fee will be charged by the Fund on redemptions of Units of the Fund held for less than one year. Redemption fees will not be charged on Units purchased through the automatic reinvestment of distributions made by the Fund or on the redemption of Units to satisfy the management fee payable hereunder. In the event of partial redemption of Units, Units not liable for redemption fees will be considered to have been redeemed first.

In the event that redemptions by a Subscriber results in the Subscriber's investment in the Fund being less than the greater of (i) $50,000 or (ii) the management fee accrued hereunder, the Manager may, and the Subscriber hereby authorizes the Manager to, (a) redeem the remaining Units in the Fund, and/or (b) deduct the management fees from the proceeds directed to the Subscriber.

C. DISTRIBUTIONS

Distributions by the Fund shall automatically be reinvested in additional Units of the Fund, unless the Subscriber provides alternate written instructions to the Manager prior to the close of business on the relevant valuation date. The Subscriber's current instructions regarding the disposition of distributions by the Fund are as follows (***please initial as appropriate***):

Capital Gains	_____ Re-invest	_____ Forward to Client
Dividend Income	_____ Re-invest	_____ Forward to Client
Interest Income	_____ Re-invest	_____ Forward to Client

These instructions may be changed prior to the close of business on any valuation date on which a distribution is expected.

D.1. ABOUT YOU – INDIVIDUAL ACCOUNT HOLDER

☐ Mr. ☐ Mrs. ☐ Miss ☐ Ms. ☐ Dr.

Are you married or living common law?

First Name Initial Last Name

☐ No ☐ Yes – *please complete the following*:

Home Address

Full Name of Spouse or Partner Occupation

City Province Postal Code Employer Type of Business

Home Phone Number E-Mail Address **What is your primary financial institution?** (*Required*)

Date of Birth (mm/dd/yyyy) Social Insurance No. Bank Name

Mailing Address (if different than above) Branch Address

Occupation Employer Transit Number Account Number

Employer's Address Type of Business

Business Phone Number Citizenship*

Valid Identification/Citizenship Required – For all applicants – Provide one of:

☐ Passport	☐ Provincial Health Insurance Card (Restriction: Alberta or BC only)	☐ Confirmation of Permanent Residence IMM5292 (issued prior to 1/1/2004)	☐ B.C. ID Card
☐ Drivers Licence	☐ Permanent Resident Card	☐ Canadian Forces ID Card	
☐ Canadian Citizenship Card	☐ Record of Landing IMM1000 (issued prior to 1/1/2004)	☐ Certificate of Indian Status	
☐ Birth Certificate (under age 21 only)		☐ Alberta Photo ID Card	

ID of Subscriber Expiry Date (mm/dd/yyyy)

Where the Subscriber is not able to provide the Manager with the original of one of the documents referred to above in a fact-to-face meeting, the Subscriber must provide a copy of such document signed by a commissioner of oaths or guaranteed by an

individual engaged in one of the following professions in Canada: (i) a dentist, a medical doctor or a chiropractor; (ii) a judge, a magistrate or a lawyer; (iii) a notary (in Quebec) or a notary public; (iv) an optometrist or a pharmacist; (v) an accredited public accountant (APA), a chartered accountant (CA), a certified general accountant (CGA), a certified management accountant (CMA), a public accountant (PA) or a registered public accountant (RPA); (vi) a professional engineer (P. Eng., in a province other than Quebec) or engineer (Eng. in Quebec); or (vii) a veterinarian.

D.2 JOINT INDIVIDUAL SUBSCRIBERS

Each joint individual subscriber should complete the following information.

First Joint Subscriber

☐ Mr. ☐ Mrs. ☐ Miss ☐ Ms. ☐ Dr.

First Name Initial Last Name

Home Address

City Province Postal Code

Home Phone Number E-Mail Address

Date of Birth (mm/dd/yyyy) Social Insurance No.

Mailing Address (if different than above)

Occupation Employer

Employer's Address Type of Business

Business Phone Number Citizenship*

Are you married or living common law?

☐ No ☐ Yes – *please complete the following*:

Full Name of Spouse or Partner Occupation

Employer Type of Business

What is your primary financial institution?
(*Required*)

Bank Name

Branch Address

Transit Number Account Number

Valid Identification/Citizenship Required – For all applicants – Provide one of:

☐ Passport	☐ Provincial Health Insurance Card (Restriction: Alberta or BC only)	☐ Confirmation of Permanent Residence IMM5292 (issued prior to 1/1/2004)	☐ B.C. ID Card
☐ Drivers Licence	☐ Permanent Resident Card	☐ Canadian Forces ID Card	
☐ Canadian Citizenship Card	☐ Record of Landing IMM1000 (issued prior to 1/1/2004)	☐ Certificate of Indian Status	
☐ Birth Certificate (under age 21 only)		☐ Alberta Photo ID Card	

ID of Subscriber _____ Expiry Date (mm/dd/yyyy) _____

Where the join Subscriber is not able to provide the Manager with the original of one of the documents referred to above in a fact-to-face meeting, the Subscriber must provide a copy of such document signed by a commissioner of oaths or guaranteed by an individual engaged in one of the following professions in Canada: (i) a dentist, a medical doctor or a chiropractor; (ii) a judge, a magistrate or a lawyer; (iii) a notary (in Quebec) or a notary public; (iv) an optometrist or a pharmacist; (v) an accredited public accountant (APA), a chartered accountant (CA), a certified general accountant (CGA), a certified management accountant (CMA), a public accountant (PA) or a registered public accountant (RPA); (vi) a professional engineer (P. Eng., in a province other than Quebec) or engineer (Eng. in Quebec); or (vii) a veterinarian.

Second Joint Subscriber

☐ Mr. ☐ Mrs. ☐ Miss ☐ Ms. ☐ Dr.

First Name _____ Initial _____ Last Name _____

Home Address _____

City _____ Province _____ Postal Code _____

Are you married or living common law?

☐ No ☐ Yes – *please complete the following*:

Full Name of Spouse or Partner _____ Occupation _____

Employer _____ Type of Business _____

Home Phone Number E-Mail Address

Date of Birth (mm/dd/yyyy) Social Insurance No.

Mailing Address (if different than above)

Occupation Employer

Employer's Address Type of Business

Business Phone Number Citizenship*

What is your primary financial institution? (*Required*)

Bank Name

Branch Address

Transit Number Account Number

Valid Identification/Citizenship Required – For all applicants – Provide one of:

☐ Passport	☐ Provincial Health Insurance Card (Restriction: Alberta or BC only)	☐ Confirmation of Permanent Residence IMM5292 (issued prior to 1/1/2004)	☐ B.C. ID Card
☐ Drivers Licence	☐ Permanent Resident Card	☐ Canadian Forces ID Card	
☐ Canadian Citizenship Card	☐ Record of Landing IMM1000 (issued prior to 1/1/2004)	☐ Certificate of Indian Status	
☐ Birth Certificate (under age 21 only)		☐ Alberta Photo ID Card	

ID of Subscriber Expiry Date (mm/dd/yyyy)

Where the joint Subscriber is not able to provide the Manager with the original of one of the documents referred to above in a fact-to-face meeting, the Subscriber must provide a copy of such document signed by a commissioner of oaths or guaranteed by an individual engaged in one of the following professions in Canada: (i) a dentist, a medical doctor or a chiropractor; (ii) a judge, a magistrate or a lawyer; (iii) a notary (in Quebec) or a notary public; (iv) an optometrist or a pharmacist; (v) an accredited public accountant (APA), a

chartered accountant (CA), a certified general accountant (CGA), a certified management accountant (CMA), a public accountant (PA) or a registered public accountant (RPA); (vi) a professional engineer (P. Eng., in a province other than Quebec) or engineer (Eng. in Quebec); or (vii) a veterinarian.

If you wish this account to be a joint account with right of survivorship (JTWROS), please so indicate below:

JTWROS: ☐ Yes or ☐ No

D.3 SUBSCRIBERS THAT ARE CORPORATIONS

Subscribers that are corporations should provide a copy of the following documents:

(a) a certificate of status or confirmation or other government confirmation of its existence; and

(b) an officer's certificate in the form attached hereto as Appendix D.2.

D.4 SUBSCRIBERS THAT ARE TRUSTS

Subscribers that are trusts should provide a copy of the following documents:

(c) the declaration of trust or trust agreement, including all amendments, governing the trust; and

(d) a trustee's certificate in the form attached hereto as Appendix D.3.

D.5 SUBSCRIBERS THAT ARE LIMITED PARTNERSHIPS

Subscribers that are limited partnerships should provide a copy of the following documents:

(e) the limited partnership agreement, including all amendments, governing the limited partnership; and

(f) a certificate of an officer of the general partner of the limited partnership in the form attached hereto as Appendix D.4.

E. SECURITIES REGULATORY AND COMPLIANCE INFORMATION

Have you ever been licensed by the Ontario Securities Commission or another Canadian provincial securities commission:

☐ No

☐ Yes If yes, is the license currently in force? ☐ Yes or ☐ No

Are you or your spouse considered to be an insider (as defined in a provincial Securities Act) of a publicly traded company: _____.

If "yes", state company: _____

(*List companies in a separate schedule if more than one*)

F. CLIENT PORTFOLIO OBJECTIVES

General:

Investment Objectives:
☐ Growth ☐ Income ☐ Growth & Income

Risk Tolerance:
☐ High ☐ Medium ☐ Low

Investment Experience:
☐ Excellent ☐ Good ☐ Fair ☐ Nil

How many years have you been investing: _____ years

Do you have accounts with other investment firms: ☐ Yes ☐ No

If yes, what is the approximate value of your entire portfolio held at such other firms:

$_____. How much of that is invested in fixed income securities:

_____.

If a Personal Account:

Income – Household ($): **Income - Individual ($)**

☐ 0-25,000 ☐ 25,000-50,000
☐ 50,000-100,000 ☐ 100,000-200,000
☐ 200,000-300,000 ☐ over 300,000

Net Worth – Personal Unencumbered (Excluding Real Estate) ($):
☐ 0-100,000 ☐ 100-500,000
☐ 500-1,000,000 ☐ 1,-2,000,000
☐ 2,-5,000,000 ☐ over 5,000,000

Net Worth – Real Estate (Net of Associated Liabilities) ($):
☐ 0-250,000 ☐ 250-500,000
☐ 500,000-1,000,000 ☐ over 1,000,000

If a Corporate Account:

Net Assets – Corporate Unencumbered ($):
☐ 0-100,000 ☐ 100-500,000
☐ 500-1,000,000 ☐ 1,-2,000,000

☐ 2,000,000-5,000,000 ☐ over 5,000,000

G. GENERAL AML COMPLIANCE

The Subscriber represents that to the best of his, her or its knowledge, based upon reasonable diligence and investigation, the amounts contributed by the Subscriber to the Fund (i) do not represent proceeds of crime for the purposes of the *Proceeds of Crime (Money Laundering) Act* (Canada) and regulations thereunder (the "AML Laws", (ii) were not and are not directly or indirectly derived from activities that contravene Canadian or international anti-money laundering and anti-terrorist financing legislation and regulations, and (iii) neither the Subscriber nor, to the best of the Subscriber's knowledge and to the extent applicable, any person controlling the Subscriber or controlled by the Subscriber, or any person having beneficial ownership in the Subscriber, is a person involved with or a person disclosed as being connected with terrorist financing.

The Subscriber acknowledges that if, as a result of any information or other matter which comes to their attention, any director, officer or employee of the Manager knows or suspects that an investor is engaged in money laundering, such person is required to report such information or other matter to the Financial Transactions and Reports Analysis Centre of Canada (FINTRAC) and such report will not be treated as a breach of any restriction upon the disclosure of information imposed by Canadian law or otherwise. In order to enable it to perform the anti-money laundering checks in relation to the Unitholders as required by applicable law, the Manager may be required to disclose identification information in relation to such Subscriber to a third party service provider of web-based anti-money laundering identity verification and search applications, which applications are commonly used as a component of anti-money laundering compliance programs.

H. THIRD PARTY DETERMINATIONS

For purposes of the AML Laws, a "third party" is an individual or entity, other than the Subscriber, who directs what happens with the account the Subscriber has with the Manager. In determining whether a "third party" is involved, it is not about who owns the money, but rather about who gives instructions to deal with the money.

In this regard, the Subscriber, if an individual, hereby

☐ confirms that no third party will give any instructions to the Manager regarding the account with the Manager and the units of the Fund held in that account;

OR

☐ confirms that the following individual(s) is/are authorized to give instructions to the Manager regarding the account with the Manager and the units of the Fund held in that account:

Name of Third Party	Address and Date of Birth	Principal Occupation	Relationship to Subscriber

For a Subscriber that is a trust, limited partnership or corporation, the Subscriber hereby represents and warrants that the following individuals are authorized to give instructions to the Manager regarding the account with the Manager and the units of the Fund held in that account:

Name of Third Party	Address and Date of Birth	Principal Occupation	Relationship to Subscriber

I. POLITICALLY EXPOSED FOREIGN PERSONS

For purposes of the AML Laws, a politically exposed foreign person is a person who holds or has held one of the following offices or positions in or on behalf of a foreign state (include the principal political subdivisions of a foreign state):

- head of state or head of government;
- member of the executive council of government or member of a legislature;
- deputy minister or equivalent rank;
- ambassador or attaché or counsellor of an ambassador;
- military officer with a rank of general or above;
- president of a state-owned company or a state-owned bank;
- head of a government agency;
- judge;
- leader or president of a political party represented in a legislature; or
- holder of any prescribed office or position (at present there are no such prescribed officers or positions).

In addition, a politically exposed foreign person includes any prescribed family member of such a person, meaning (i) the person's spouse or common-law partner; (ii) a child of the person; (iii) the person's mother or father; (iv) the mother or father of the person's spouse or common-law partner; and (v) a child of the person's mother or father.

The Subscriber hereby certifies that he, she or it is ☐ or is not ☐ a politically exposed foreign person. If the Subscriber is a politically exposed foreign person, indicate below that basis on which the Subscriber is a politically exposed foreign person:

_____ _____
Client

_____ _____
Manager

The Subscriber hereby further certifies that each third party, if any, listed in section G above is ☐ or is not ☐ a politically exposed foreign person. If any such third party is a politically exposed foreign person, specify the third party and indicate below that basis on which the third party is a politically exposed foreign person:

_____ _____
Client

_____ _____
Manager

J. GENERAL

This agreement and all ancillary documents shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein. By the Subscriber's execution of this Subscription Agreement, the Subscriber irrevocably attorns to the non-exclusive jurisdiction of the courts of Ontario.

Dated this ___ day of _____, 201__.

_____ (Witness) [***Required for an Individual***]	_____ Signature of Subscriber
	_____ Name of Subscriber (please print)
	_____ Name and title of person signing (if not the subscriber)
Complete for Joint Subscribers	
_____ (Witness) [***Required for an Individual***]	_____ Signature of Subscriber
	_____ Name of Subscriber (please print)
	_____ Name and title of person signing (if not the subscriber)
Acceptance This subscription is accepted by the Manager of the Fund in the City of Toronto on the _____day of _____, 201__. **HYMAS INVESTMENT MANAGEMENT INC.** By: _____	

Appendix D.2

OFFICER'S CERTIFICATE

[Insert Name of Corporation]

(the "**Corporation**")

TO: **HYMAS INVESTMENT MANAGEMENT INC.** ("**HIMI**")

As of **[Insert Date]**, the undersigned, a duly appointed senior officer of the Corporation, in such capacity and not in my personal capacity, certifies as follows:

1. I have made, or caused to be made, such examinations or investigations as are, in my opinion, necessary to make the statements contained in this certificate and I have furnished this certificate with the intent that it may relied on by HIMI in connection with the provision of financial products and/or services to the Corporation.

2. Attached to this certificate is a true, complete and accurate copy of:

    a. the directors register of the Corporation listing each director of the Corporation (the "**Directors Register**");

    b. the shareholders register of the Corporation, signed (the "**Shareholders Register**"); and

    c. an organizational chart of the Corporation setting out the ownership, control and structure of the Corporation (the "**Organizational Chart**").

3. The Organizational Chart sets out the true, complete and current information on the ownership, control and structure of the Corporation.

4. The Directors Register contains a true, complete and current record of all current directors of the Corporation.

5. The Shareholders Register contains a true, complete and current record of all registered holders of securities and warrants issued by the Corporation. The Corporation has not given to any other person any conversion privileges, options or other rights to acquire any securities of the Corporation.

6. Exhibit A to this certificate lists the names and addresses of all individuals who own or control, directly or indirectly, 25% or more of the shares of the Corporation.

7. If the Shareholders Register shows any registered holder of securities or warrants that is not an individual and that owns 25% or more of the shares of the Corporation, attached to this certificate is also:

    a. an organizational chart identifying each entity and/or individual (and the addresses and occupations of such entities and/or individuals) that, directly or indirectly:

        i. owns or controls 25% or more of the shares of the Corporation, or
        ii. otherwise possesses the power to direct or cause the direction of the management or policies of the Corporation, whether by contract or otherwise, and

    b. a shareholders register for any such entity, which shareholders register shall contain a true, complete and current record of all registered holders of securities and warrants issued by such entity.

    To the best of the undersigned's knowledge, each such entity has not given to any other person any conversion privileges, options or other rights to acquire any securities of such entity.

8. The Corporation's most senior managing officer is: _____.

9. I agree to notify HIMI immediately in the event that there is any significant change in the ownership structure of the Corporation.

IN WITNESS WHEREOF the undersigned has executed this certificate as of the date first written above.

By:
Name:
Title:

EXHIBIT A TO OFFICER'S CERTIFICATE
BENEFICIAL OWNERS

Please list the names and addresses of all individuals owning or controlling, directly or indirectly, 25% or more of the shares of the Corporation:

Appendix D.3

CERTIFICATE OF TRUST EXISTENCE

[Insert Name of Trust]

(the "**Trust**")

TO: **[HYMAS INVESTMENT MANAGEMENT, INC]** ("**HIMI**")

As of **[Insert Date]**, the undersigned, a duly appointed trustee and keeper of the records of the Trust under the trust deed dated **[Insert Date]** (the "**Trust Deed**"), in such capacity and not in my personal capacity, certifies as follows:

1. I have made, or caused to be made, such examinations or investigations as are, in my opinion, necessary to make the statements contained in this certificate and I have furnished this certificate with the intent that it may relied on by HIMI in connection with the provision of financial products and/or services to the Trust.

2. Attached to this certificate is a true, complete and accurate copy of the Trust Deed.

3. Exhibit A to this certificate lists the names and addresses of all (a) settlors, (b) trustees and (c) beneficiaries of the Trust.

4. I agree to notify HIMI immediately in any of the trustees or beneficiaries of the Trust change.

IN WITNESS WHEREOF the undersigned has executed this certificate as of the date first written above.

By:
Name:
Title:

EXHIBIT A TO CERTIFICATE OF TRUST EXISTENCE
SETTLORS, TRUSTEES AND BENEFICIARIES

Please list all (a) settlors, (b) trustees and (c) beneficiaries of the Trust.

Appendix D.4

CERTIFICATE OF LIMITED PARTNERSHIP EXISTENCE

[Insert Name of Limited Partnership]

(the "**Partnership**")

TO: **HYMAS INVESTMENT MANAGEMENT INC.** ("**HIMI**")

As of **[Insert Date]**, the undersigned, an officer of the general partner of the Partnership under the limited partnership agreement dated **[Insert Date]** (the "**Partnership Agreement**"), in such capacity and not in my personal capacity, certifies as follows:

1. I have made, or caused to be made, such examinations or investigations as are, in my opinion, necessary to make the statements contained in this certificate and I have furnished this certificate with the intent that it may relied on by HIMI in connection with the provision of financial products and/or services to the Partnership.

2. Attached to this certificate is a true, complete and accurate copy of:

    a. The Partnership Agreement; and

    b. an organizational chart of the Partnership setting out the ownership, control and structure of the Partnership (the "**Organizational Chart**").

3. The Organizational Chart sets out the true, complete and current information on the ownership, control and structure of the Corporation.

4. Exhibit A to this certificate lists the names and addresses of all individuals who own or control, directly or indirectly, 25% or more of the Partnership.

5. The most senior managing officer of the general partner of the Partnership is:

6. I agree to notify HIMI immediately in the event that there is any significant change in the ownership structure of the Partnership.

IN WITNESS WHEREOF the undersigned has executed this certificate as of the date first written above.

By:
Name:
Title:

EXHIBIT A TO CERTIFICATE OF LIMITED PARTNERSHIP EXISTENCE
BENEFICIAL OWNERS

Please list the names and addresses of all individuals owning or controlling, directly or indirectly, 25% or more of the Partnership.