

Identification information

Name of client: _____

Address: _____

Telephone: _____ Fax: _____ Website: _____

Type of entity: Corporation Trust Partnership Estate Other _____

Jurisdiction of incorporation or formation: _____

Year of incorporation or formation: _____

Canada Revenue Agency business number: _____

Is the entity a reporting issuer? Yes No If yes, where do the shares trade? _____Purpose of the entity: For profit Not for profitIf not for profit, is the charity registered under the Income Tax Act? Yes No

If yes, please provide registration number _____

Does the entity solicit charitable financial donations from the public? Yes No**Financial information**

Financial institution name: _____

Branch address: _____

Net income for most recent fiscal year: \$ _____

Net assets: Less than \$5,000,000 \$5,000,000 – \$25,000,000 Over \$25,000,000**Authorized representative**

Last name: _____ First name: _____ Initial: _____

Position title: _____

Home address: _____

Telephone: _____ Mobile: _____ Fax: _____

Email: _____

Other authorized individuals

Last name: _____ First name: _____ Initial: _____

Position title: _____

Last name: _____ First name: _____ Initial: _____

Position title: _____

Last name: _____ First name: _____ Initial: _____

Position title: _____

Beneficial ownership information

Provide the following information for each shareholder with a 25% direct or indirect beneficial ownership of the entity.

Shareholder 1: Ownership percentage _____

Last name: _____ First name: _____ Initial: _____

Occupation: _____ Employer: _____

Home address: _____

Shareholder 2: Ownership percentage _____

Last name: _____ First name: _____ Initial: _____

Occupation: _____ Employer: _____

Home address: _____

Shareholder 3: Ownership percentage _____

Last name: _____ First name: _____ Initial: _____

Occupation: _____ Employer: _____

Home address: _____

Shareholder 4: Ownership percentage _____

Last name: _____ First name: _____ Initial: _____

Occupation: _____ Employer: _____

Home address: _____

Directors

Provide the following information for each director of the corporation.

	Name	Occupation	Employer
1.			
2.			
3.			
4.			
5.			
6.			

Does the entity, the authorized representative, any beneficial owner, or their spouses, own or control, directly or indirectly, 10% or more of the voting rights of any publicly traded company?

Yes No If yes, provide details _____

Is the entity, the authorized representative, any beneficial owner, or their spouses, an insider, a director or officer of a publicly-traded company or an affiliate of publicly traded company?

Yes No If yes, provide details _____

What is the purpose of your dealing with White Capital Corporation? Long term investment Short term investment

Other (Specify) _____

What is your investment knowledge? Limited Good High/Expert

Check **Limited** if you have only invested in simple securities such as savings bonds or well known common shares largely based on the advice of others.

Check **Good** if you have traded in or have some knowledge of the basic characteristics of both fixed income securities and common shares, as well as basic understanding of the degree of risk and reward inherent in these types of securities.

Check **High/Expert** if you have a good business background, follow the markets regularly and have traded in and understand most types of investment securities.

Describe the types of investment instruments you have had experience with in the past: _____

Do you understand the concept of risk and return? Yes No

What would you prefer? Low risk/Low return Medium risk/Medium return High risk/High return

Check **Low** risk if you cannot lose any part of your investment. White Capital does not offer low risk investments.

Check **Medium** risk if you can risk losing part of your investment.

Check **High** risk if you can risk losing your total investment and have no immediate liquidity needs.

What is your investment objective? _____

What is the time horizon of your investment objective in years? _____

Do you have investments outside of White Capital Corporation? Yes No

If yes, are they: Low risk Medium risk High risk

What is the value of your investments outside of White Capital Corporation? \$ _____

Client Signature

I agree that White Capital Corporation's liability will be limited to the fees earned in the event White Capital Corporation is found through a legal proceeding to be liable for losses on investments or products purchased through it.

Signature: _____

Print name: _____

Date: _____

For use by White Capital Corporation

Identity verification of authorized representative

Did you meet the authorized representative in person? Yes No.

Document Type: _____ Number: _____ Expiry Date: _____

Did you verify:

- (a) the representative has the power to bind the corporation (usually a resolution of the board of directors)?
- (b) the identity of any other individuals authorized to give instructions on behalf of the firm (maximum of three)?

Verification of the corporation

Any of the documents below must be obtained within 30 days of the client application

- (a) Dated screen print of the corporate registrar's website showing the official registration or membership number and address of the entity
- (b) Certified true copy of the document or dated screen print of a record that has to be filed annually under corporations or securities legislation
- (c) Certified true copy of a recent certificate of corporate status e.g. a certificate of incorporation
- (d) Certified true copy of the document or dated screen print of any other recent record issued by a government agency that ascertains the existence of the corporation or other legal entity

Identity document reviewed by:

Print name: _____ Signature: _____

Date: _____

Referral: Yes No Name of referrer: _____

Investment being purchased (e.g.: what product?): _____

Amount: \$ _____

Exemption used: Accredited Investor Offering Memorandum \$150,000.00 Gov't Incentive

Other: _____

Notes:

Schedule A

Certificate of accredited investor

The Applicant certifies to White Capital Corporation that the Applicant is an accredited investor as defined in National Instrument 45-106 by virtue of being (please check all applicable categories):

- (a) a person, other than an individual or investment fund, that has net assets of at least \$5,000,000 as shown on its most recently prepared financial statements; or
- (b) an investment fund that distributes or has distributed its securities only to:
 - (i) a person that is or was an accredited investor at the time of the distribution,
 - (ii) a person that acquires or acquired securities in the circumstances referred to in sections 2.10 *Minimum amount investment* and 2.19 *Additional investment in investment funds* of NI 45-106, or
 - (iii) a person described in paragraph (i) or (ii) that acquires or acquired securities under section 2.18 *Investment fund reinvestment* of NI 45-106; or
- (c) an investment fund that distributes or has distributed securities under a prospectus in a jurisdiction of Canada for which the regulator or, in Quebec, the securities regulatory authority, has issued a receipt; or
- (d) a person in respect of which all of the owners of interests, direct, indirect or beneficial, except the voting securities required by law to be owned by directors, are persons that are accredited investors; or
- (e) an investment fund that is advised by a person registered as an adviser or a person that is exempt from registration as an adviser; or
- (f) a person that is recognized or designated by the securities regulatory authority or, except in Ontario and Quebec, the regulator as
 - (i) an accredited investor, or
 - (ii) an exempt purchaser in Alberta or British Columbia.

The above representation is true and accurate as of _____, 20_____.

Signature of authorized representative

Signature of White Capital Corporation
representative

Print name of authorized representative

Print name of White Capital Corporation
representative

Schedule B

Certificate of eligible Investor

The Applicant certifies to White Capital Corporation that the Applicant is a permitted client as defined in NI 45-106 by virtue of being (please tick all applicable categories):

- (a) a person of which a majority of the voting securities are beneficially owned by eligible investors or a majority of the directors are eligible investors;
- (b) a general partnership of which all of the partners are eligible investors;
- (c) a limited partnership of which the majority of the general partners are eligible investors,.
- (d) a trust or estate in which all of the beneficiaries or a majority of the trustees or executors are eligible investors,
- (e) a trust or estate in which all of the beneficiaries or a majority of the trustees or executors are eligible investors,

The above representation is true and accurate as of _____, 20_____.

Signature of client

Signature of White Capital Corporation representative

Print name of client

Print name of White Capital Corporation representative

Schedule C

Certificate of permitted client

The Applicant certifies to White Capital Corporation that the Applicant is a permitted client as defined in National Instrument 31-103 by virtue of being (please tick all applicable categories):

- (a) a Canadian financial institution or a Schedule III bank; or
- (b) the Business Development Bank of Canada incorporated under the *Business Development Bank of Canada Act* (Canada); or
- (c) a subsidiary of any person or company referred to in paragraph (a) or (b), if the person or company owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of the subsidiary; or
- (d) a person or company registered under the securities legislation of a jurisdiction of Canada as an adviser or dealer, other than as a scholarship plan dealer or a restricted dealer; or
- (e) a pension fund that is regulated by either the federal Office of the Superintendent of Financial Institutions or a pension commission or similar regulatory authority of a jurisdiction of Canada or a wholly-owned subsidiary of such a pension fund; or
- (f) an entity organized in a foreign jurisdiction that is analogous to any of the entities referred to in paragraphs (a) to (e); or
- (g) the Government of Canada or a jurisdiction of Canada, or any Crown corporation, agency or wholly-owned entity of the Government of Canada or a jurisdiction of Canada; or
- (h) any national, federal, state, provincial, territorial or municipal government of or in any foreign jurisdiction, or any agency of that government; or
- (i) a municipality, public board or commission in Canada and a metropolitan community, school board, the Comité de gestion de la taxe scolaire de l'île de Montréal or an intermunicipal management board in Québec; or
- (j) a trust company or trust corporation registered or authorized to carry on business under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in a jurisdiction of Canada or a foreign jurisdiction, acting on behalf of a managed account managed by the trust company or trust corporation, as the case may be; or
- (k) a person or company acting on behalf of a managed account managed by the person or company, if the person or company is registered or authorized to carry on business as an adviser or the equivalent under the securities legislation of a jurisdiction of Canada or a foreign jurisdiction; or
- (l) an investment fund if one or both of the following apply:
 - (i) the fund is managed by a person or company registered as an investment fund manager under the securities legislation of a jurisdiction of Canada;
 - (ii) the fund is advised by a person or company authorized to act as an adviser under the securities legislation of a jurisdiction of Canada; or

- (m) in respect of a dealer, a registered charity under the *Income Tax Act* (Canada) that obtains advice on the securities to be traded from an eligibility adviser, as defined in section 1.1 of NI 45-106, or an adviser registered under the securities legislation of the jurisdiction of the registered charity; or

- (n) in respect of an adviser, a registered charity under the *Income Tax Act* (Canada) that is advised by an eligibility adviser, as defined in section 1.1 of NI 45-106, or an adviser registered under the securities legislation of the jurisdiction of the registered charity; or

- (o) a person or company that is entirely owned by an individual or individuals who are permitted clients¹, who holds the beneficial ownership interest in the person or company directly or through a trust, the trustee of which is a trust company or trust corporation registered or authorized to carry on business under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in a jurisdiction of Canada or a foreign jurisdiction; or

- (p) a person or company, other than an individual or an investment fund, that has net assets of at least \$25 million as shown on its most recently prepared financial statements; or

- (q) a person or company that distributes securities of its own issue in Canada only to persons or companies referred to in paragraphs (a) to (q).

The above representation is true and accurate as of _____, 20_____.

Signature of authorized representative

Signature of White Capital Corporation representative

Print name of authorized representative

Print name of White Capital Corporation representative

- As a permitted client, I waive my right to receive client disclosure information.

Signature of authorized representative

- As a permitted client, I waive my right to a suitability determination of securities purchased from White Capital Corporation.

Signature of authorized representative

¹ Under NI 31-103 a permitted client includes an individual who beneficially owns financial assets having an aggregate realizable value that, before taxes but net of any related liabilities, exceeds \$5 million. Financial assets are defined in section 1.1 of NI 45-106 as:
(a) cash,
(b) securities, or
(c) a contract of insurance, a deposit or an evidence of a deposit that is not a security for the purposes of securities legislation.

White Capital Corporation (WCC) is an Exempt Market Dealer (EMD) with primary registration with the Ontario Securities. WCC is also registered in other jurisdictions including: British Columbia, Alberta, Saskatchewan and Manitoba.

Abilities under Registration

As an EMD, WCC can trade or underwrite exempt market securities. There are risks associated with exempt market securities:

- (a) Exempt market securities may not be listed on any stock exchange which could restrict your ability to resell them
- (b) There could be a lockup period that applies to the security that restricts you from trading, selling or transferring the security.
- (c) Some securities may include a warrant, which also has a lockup period and an expiry date. It is possible the warrant may be worthless at the expiry date.
- (d) Issuers of exempt market securities generally do not have to file a prospectus. A prospectus describes the investment in detail and gives you some legal protections.
- (e) There is a risk that the issuer will be unable to meet interest and principal payments on its obligations on a timely basis.
- (f) The securities could be from a non-reporting issuer. This type of issuer does not have to publish financial information or notify the public of changes in its business.

Company Focus

WCC's core service is fundraising for private companies. WCC primarily distributes private placements with accredited and eligible investors for companies in Canada, Belize and the United States. WCC also provides a range of advisory services including advising issuers on features that would make their securities attractive and successful in the Canadian marketplace.

Offerings

WCC's investments may not be suitable for all clients. WCC will make a determination to ensure the proposed investment is suitable for you. To assess the suitability of proposed investments, OCF will obtain information relating to your investment objectives, risk tolerance, investment knowledge and financial situation.

WCC's core products can be found on its website: www.whitecapitalcorp.com/products.html.

Relationship with Investors

Private placements are investments conducted on behalf of the issuer. The contractual agreement regarding the investment is between you and the issuer. WCC provides clients with a subscription agreement or other documentation to demonstrate ownership of an investment.

WCC deals with clients on a transactional and often infrequent basis and does not hold or have access to client assets. Similarly, clients do not make payments to WCC but to the issuer or its legal representative.

WCC does not charge a fee to clients, however, it does earn a one-time sales commission which is paid by the issuer for each trade where WCC has acted as agent. The commission from the issuer to OCF is usually 3% to 15% of the subscription price. The commission is disclosed in the offering documents of the issuer.

Using borrowed money to finance the purchase of securities involves greater risk than a purchase using cash resources only. If you borrow money to purchase securities, your responsibility to repay the loan and pay interest as required by its terms remains the same even if the value of the securities purchased declines.

Conflict of Interest

WCC identifies, mitigates and where ever possible avoids conflicts of interest between the firm and the client. The following situations have the potential for conflict of interest

Issuer	Personnel	Interest
Agcapita Farmland Investment	Matthew Johnston, Dealing Representative and Director of Marketing for Western Canada	Matthew is the brother of the Manager, Stephen Johnston
Mayan Lagoon Estates Syndicated Loans	Matthew White, Dealing Representative, Chief Compliance Officer and Ultimately Designated Person	Matthew advises the Corporation on its offering
Petrocapita Income Trust	Matthew Johnston, Dealing Representative and Director of Marketing for Western Canada	Matthew is the brother of the Manager, Stephen Johnston
Placencia Capital Trust	Matthew White, Dealing Representative, Chief Compliance Officer and Ultimately Designated Person	Matthew advises the Trust on its offering
Placencia Capital Trust	Kari Adams, Dealing Representative	Kari is an employee of the Trust
Prestigious Properties (Kings Castle LP)	Scotty Grub, Dealing Representative	Scotty is a director and equity holder of Prestigious Properties and the securities they manufacture.
Prestigious Properties (Kings Castle LP)	Travis Grubb, Dealing Representative and Branch Manager, Vancouver	Travis is the son of the director Scotty Grubb
White Capital SLS I Limited Partnership	Matthew White, Dealing Representative, Chief Compliance Officer and Ultimately Designated Person	Matthew is a director, equity owner of the Partnership

Complaints

Client complaints should be directed to the WCC's Chief Compliance Officer. WCC requests the following types of complaints be submitted in writing, complaints:

- (a) allegations of compliance-related violation or a violation of industry rules, best practices guidelines or securities laws
- (b) involve the Firm's or a registrant's sales practices.

Please email complaints to complaints@whitecapitalcorp.com. Your complaints will be responded to immediately and resolved in a timely manner. Where the complaint cannot be resolved to your satisfaction, WCC offers an third party dispute resolution process at no cost to you.