

## **CCMX Permitted Client Notice for Canadian Investors**

You are receiving this Permitted Client Notice in anticipation of your entering into an agreement to purchase securities (Securities) with, or intermediated by, Carta Capital Markets, LLC (CCMX). CCMX is not registered as a securities dealer in any province or territory of Canada and is relying on an exemption from registration as a securities dealer in Alberta, British Columbia, Manitoba, New Brunswick, Nova Scotia, Ontario, Quebec and Saskatchewan (each, a Canadian Jurisdiction). All or substantially all of the assets of CCMX may be situated outside of Canada and there may be difficulty enforcing legal rights against CCMX for these reasons.

**1. Permitted Client Representation.** By trading in Securities with CCMX, you are deemed to represent to CCMX that you are: (a) resident in a Canadian Jurisdiction; and (b) a “permitted client” as that term is defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations (NI 31-103). For your reference, the definition of permitted client in NI 31-103 can be found in 'Part 1 - Definitions' (pp 6-8) [here](#).

**2. Head Office and Local Agents for Service.** The head office of CCMX is located at 1 World Trade Center, 81<sup>st</sup> Floor, New York, New York 10007. The agent for service of process of CCMX in Ontario is Osler, Hoskin & Harcourt LLP, 100 King Street West, 1 First Canadian Place, Suite 6200, Toronto, ON M5X 1B8. The agent for service of process of CCMX in Québec is Osler, Hoskin & Harcourt LLP, 1000 de la Gauchetière Street West, Suite 2100, Montréal, QC H3B 4W5. The agent for service of process of CCMX in Alberta is Osler, Hoskin & Harcourt LLP, Suite 2700, Brookfield Place, 225 – 6th Avenue S.W., Calgary, Alberta T2P 1N2. The agent for service of process of CCMX in British Columbia is Osler, Hoskin & Harcourt LLP, 1055 West Hastings Street, Suite 1700, The Guinness Tower, Vancouver, British Columbia V6E 2E9. The agent for service of process of CCMX in Nova Scotia is Stewart McKelvey, Queen's Marque, 600-1741 Lower Water Street, Halifax, Nova Scotia B3J. The agent for service of process of CCMX in New Brunswick is Stewart McKelvey, Suite 1000, Brunswick House, 44 Chipman Hill, Saint John, New Brunswick E2L 2A9. The agent for service of process of CCMX in Saskatchewan is MLT Aikins LLP, 1500 Hill Center I, 1874 Scarth Street, Regina, Saskatchewan S4P 4E9. The agent for service of process of CCMX in Manitoba is MLT Aikins LLP, 360 Main St, 30th Floor, Winnipeg, MB R3C 4G1.

**3. Restrictions on Transfer and Resale.** You acknowledge that the Securities may be subject to restrictions on transfer and resale in Canada, and that an exemption from the prospectus requirement of Canadian securities laws may be required for you to sell or otherwise transfer the Securities. In addition, such transfer may only be carried out by CCMX or another dealer that is appropriately registered or exempt from registration in the jurisdiction of the transfer or by a person not required to register as a dealer under Canadian securities laws. Prospectus exemptions are available for first trades in Securities (or underlying securities received on the exercise of Securities) on a market outside of Canada or to a person outside of Canada, provided that connections to Canada are limited, e.g. Canadians own 10% or less of the issued and outstanding securities of the class, 10% or less of the securityholders are Canadian, the head office is outside of Canada and a majority of the executive officers are not Canadian. If a prospectus exemption is available, CCMX should be able to sell the Securities (or underlying securities received on the exercise of Securities) on your behalf on a market outside of Canada.

**4. Anti-Money Laundering.** By trading in the Securities with CCMX, you are deemed to represent that, to the best of your knowledge, the funds being used to purchase the Securities: (i) were not obtained or derived, directly or indirectly, as a result of illegal activities; (ii) are not intended to be used, directly or indirectly, in order to carry out a criminal offence or a terrorist activity or for the benefit of a terrorist group, (iii) are not owned or controlled by a terrorist group; and (iv) are not being tendered on behalf of a person or entity who has not been identified to you. You are not a person or entity identified on a list established under section 83.05 of the Criminal Code (Canada) or in any Regulations made under the United Nations Act (Canada), the Freezing Assets of Corrupt Foreign Officials Act (Canada), the Justice for Victims of Corrupt Foreign Officials Act (Canada), the Special Economic Measures Act (Canada) or any other federal legislation or regulation which takes legislative measures against terrorists, terrorist groups and other listed and sanctioned individuals and entities (collectively, AML Legislation). CCMX may in the future be required by law to disclose the name and other information relating to you on a confidential basis, pursuant to AML Legislation and you are deemed to have agreed to the foregoing.