

SUBSCRIPTION INSTRUCTIONS FOR NON-ACCREDITED INVESTORS: CORPORATIONS

Included in this Subscription Instructions package are the following documents:

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Please \underline{fax} the required forms and supporting documents (or scan and email, with read receipt received) within $\underline{2}$ business days of trade date to:

Formula Growth Limited Fax: 514-844-4561

Email: info@formulagrowth.com

After taking a copy for your own records, please $\underline{\text{mail}}$ the original required forms and a copy of supporting documents to:

Formula Growth Limited 1010 Sherbrooke Street West, Ste. 2300 Montréal, Québec H3A 2R7

If you require <u>further information</u>, please contact:

Formula Growth Limited Telephone: (514) 288-5136 Email: info@formulagrowth.com Website: www.formulagrowth.com

INSTRUCTIONS FOR COMPLETION

Schedule	Details
Please fax the required forms and supporting documents within 2 business days of trade date to:	(i) Schedule A (ii) Schedule B - and supporting documents, not required for subscriptions made through a registered advisor/broker
Formula Growth Limited Fax: 514-844-4561	 (iii) Schedule C - if you are in a described relationship with the fund (iv) Schedule D - if you are an <u>Ontario resident</u> and in a described relationship with the fund
Please mail the original required forms and a copy of the supporting documents to:	 (v) Schedule E – not required for subscriptions made through a registered advisor/broker (vi) Schedule F – if you agree to electronic delivery of documents
Formula Growth Limited 1010 Sherbrooke Street West, Ste. 2300 Montréal, Québec H3A 2R7	
(Retain copies for your own records)	
Schedule A – Subscription Application for Non-Accredited Corporations	Subscriber Information – Provide all information indicated. Dealer Information – Provide this information if subscribing through an advisor/broker. Investor Certificate – Must check one box for each certification. Subscription Information – Insert the amount of the purchase(s) beside and select the appropriate fund(s). Signature – Sign where indicated, with a witness as indicated.
Schedule B – Corporate Certificate	Print the corporate name at the top of the Schedule and provide all the indicated information. Attach copies of the articles of incorporation, bylaws or other constating documents. Not required for subscriptions made through a registered advisor/broker. This information is required under the <i>Proceeds of Crime (Money Laundering) and Terrorist Financing Act</i> .
Schedule C – Family, Friends and Business Associates Certificate	If you are a relationship with the Fund that enables you to purchase under a prospectus exemption, you are required to complete Schedule C.
Schedule D – Family, Friends and Business Associates Certificate for Ontario Residents Only	If you are an Ontario resident and are in a relationship with the Fund that enables you to purchase under a prospectus exemption, you are required to complete Schedule D.
Schedule E – Know-Your-Client Information Form	Provide all information indicated and sign where applicable. Attach photocopies of pieces of identification of the current board of directors and authorized signatories. Not required for subscriptions made through a registered advisor/broker.
Schedule F – Consent to Electronic Delivery of Documents	Provide your email address and sign & date the Schedule if you are willing to receive information electronically as outlined.
Schedule G – Payment Instructions	Provide payment by: (i) cheque, or (ii) funds transfer via FundSERV from your brokerage account at a securities dealer, or (iii) wire transfer per instructions provided to you in writing by the Manager.

SCHEDULE A - SUBSCRIPTION APPLICATION FOR NON-ACCREDITED CORPORATIONS

SUBSCRIBER INFORMATION				
Full Legal Name of Corporation				
Street Address	City	Province	Postal Code	
Business Telephone	Fax Number	Canada Rev	enue Agency Tax Account Number (Mandatory)	
Country of Residence for Tax Purposes				
DEALER INFORMATION – De it has completed all applicable anti-money	aler confirms it has fulfilled all knov laundering and FATCA requiremen			
Dealer Name	Telephone	Em	ail Address	
	/			
Representative Name (please print)	Dealer No. Rep No.	Account Number	Dealer Authorized Signature	
	SUBSCRIPTION INFO	ORMATION		
Fund			Classes	
Formula Growth Fund		\$	General Class ☐ Institutional Class ☐ ☐ C\$ ☐ US\$	
	INVESTOR CER	ГІГІСАТЕ		
IRS Form W-8 certifying its status as a non-U.S. Pe	ninimum investment of C\$150,000, amily, Friends and Business Associate S. federal income tax purposes (whice rson. ederal income tax purposes (which in	ss" (must complete Other Exemptions		
REGISTRATION INST	RUCTIONS (If left blank, the Units v	vill be registered in the name of the So	ubscriber as above)	
Name		Account Reference		
Address If the Subscriber is signing as agent for a disclosed principal (where perm	Address If the Subscriber is signing as agent for a disclosed principal (where permitted), Subscriber confirms the information related to the disclosed principal set out below.			
Name of Principal		Address		
Business/Occupation of Principal		Relationship between Principal	and Subscriber	
Incorporation Number and Jurisdiction of Incorporation of Principal (if ap	plicable)			
SIGNATURE OF SUBSCRIBER The Subscriber has read the terms of the Subscription Terms and Conditions and Power of Attorney which forms part of this Subscription Application and hereby offers to purchase Units at the aggregate principal amount set out above (the "Subscription Price") on the foregoing terms and conditions as of thisday of				
By:		Name and Title of Authorized	Officer (please print)	
The foregoing offer is confirmed and accepted by Formula Growth Limite	ed on behalf of the Fund(s) specified al By:	pove on the day of		

SCHEDULE B

[INSERT NAME OF CORPORATION OR OTHER ENTITY ABOVE]

CORPORATE CERTIFICATE

	I.	[Name],	[Title],
of			
do her	eby certify for and o	on behalf of the Corporation, but without personal liability,	
	(i)	I am the Corporation, and as such have knowledge of the matte	[Title] of the
	(ii)	the Corporation has not taken any steps to terminate any other jurisdiction or to change its [corporate] exbeen commenced or threatened, or actions taken or Corporation ceasing to exist;	istence in any way and no proceedings have
	(iii)	the Corporation is not insolvent and no acts or pro- Corporation or are pending in connection with the Course of, and has not received any notice or other con- amalgamation, dissolution, liquidation, insolvency, Corporation, or for the appointment of a receiver, adr- similar officer with respect to all or any of its assets of [certificate of incorporation] or to otherwise termin unless remedied, would result in such cancellation or to	orporation, and the Corporation is not in the mmunications, in each case, in respect of, any bankruptcy or reorganization involving the ministrator, administrative receiver, trustee or revenues or of any proceedings to cancel its ate its existence or of any situation which,
	(iv)	the Corporation has not failed to file such returns, constitute grounds for the cancellation or forfeiture of	
	(v)	attached to this certificate are true copies of the a constating documents of the Corporation; and	articles of incorporation, bylaws and other
	(vi)	the current directors of the Corporation are listed l	below: [Insert Names or Attach a List]
	TNESS WHEREOF	FI have hereunto signed my name at	[Insert City] this day of
		[NAME]	
		[TITLE]	

SCHEDULE C

Family, Friends and Business Associates Status Certificate [NOT AVAILABLE TO ONTARIO RESIDENTS]

TO: Formula Growth Limited (the "Manager"), as manager of Formula Growth Fund

In connection with the purchase by the undersigned Subscriber of the Units, the Subscriber, on its own behalf or on behalf of each beneficial purchaser for whom the Subscriber is acting (the "Subscriber") hereby represents, warrants, covenants and certifies to the Manager (and acknowledges that the Manager is relying thereon) that:

- (a) the Subscriber is purchasing the Units as principal for its own account and not for the benefit of any other person;
- (b) the Subscriber is relying on the prospectus exemption provided under Section 2.5 of NI 45-106 on the basis that the undersigned fits within the category of "family, friends and business associates" reproduced below beside which the undersigned has indicated the undersigned belongs to such category; and
- upon execution of this Schedule "J" by the Subscriber, this Schedule "J" shall be incorporated into and form a part of the Subscription Application.

(PLEASE INITIAL THE BOX OF THE APPLICABLE CATEGORY)

(a)	a director, executive officer or control person of the Fund, or of an affiliate of the Fund;
(b)	a spouse, parent, grandparent, brother, sister, child or grandchild of a director, executive officer or control person of the Fund, or of an affiliate of the Fund;
(c)	a parent, grandparent, brother, sister, child or grandchild of the spouse of a director, executive officer or control person of the Fund or of an affiliate of the Fund;
(d)	a close personal friend of a director, executive officer or control person of the Fund, or of an affiliate of the Fund;
(e)	a close business associate of a director, executive officer or control person of the Fund, or of an affiliate of the Fund;
(f)	a founder of the Fund or a spouse, parent, grandparent, brother, sister, child, grandchild, close personal friend or close business associate of a founder of the Fund;
(g)	a parent, grandparent, brother, sister, child or grandchild of a spouse of a founder of the Fund;
(h)	a person of which a majority of the voting securities are beneficially owned by, or a majority of the directors are, persons described in paragraphs (a) to (g), or
(i)	a trust or estate of which all of the beneficiaries or a majority of the trustees or executors are persons described in paragraphs (a) to (g).

If the Subscriber is resident in or otherwise subject to securities laws of the Province of Saskatchewan and is acquiring the Units under the "Family, Friends and Business Associates" exemption under NI 45-106, the Subscriber must duly complete and execute a risk acknowledgement form (in the form available from the Manager to be attached hereto) where:

- (a) the Subscriber is acquiring the Units under one of the categories identified in (d) or (e) above;
- (b) where the Subscriber is a close personal friend or close business associate of a founder of the Fund; or

(c) the Subscriber is a person described in (h) or (i) above, if the trade is based in whole or in part on a close personal friendship or close business association.

For the purposes hereof, the following definitions are included for convenience

- "control person" has the same meaning as in securities legislation except in Manitoba, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Nunavut, Ontario, Prince Edward Island and Québec where control person means any person that holds or is one of a combination of persons that holds (i) a sufficient number of any of the securities of an issuer so as to affect materially the control of the issuer, or (ii) more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holding of those securities does not affect materially the control of the issuer;
- "director" means (i) a member of the board of directors of a Fund or an individual who performs similar functions for a Fund, and (ii) with respect to a person that is not a Fund, an individual who performs functions similar to those of a director of a Fund:
- "executive officer" means, for an issuer, an individual who is (i) a chair, vice-chair or president, (ii) a vice-president in charge of a principal business unit, division or function including sales, finance or production, (iii) an officer of the issuer or any of its subsidiaries and who performs a policy-making function in respect of the issuer, or (iv) performing a policy-making function in respect of the issuer;
- "founder" means, in respect of an issuer, a person who, (i) acting alone, in conjunction, or in concert with one or more persons, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of the issuer, and (ii) at the time of the trade is actively involved in the business of the issuer; and
- "spouse" means an individual who (i) is married to another individual and is not living separate and apart within the meaning of the *Divorce Act* (Canada), from the other individual, (ii) is living with another individual in a marriage-like relationship, including a marriage-like relationship between individuals of the same gender, or (iii) in Alberta, is an individual referred to in paragraph (i) or (ii), or is an adult interdependent partner within the meaning of the *Adult Interdependent Relationships Act* (Alberta).

In NI 45-106 a person or company is an affiliate of another person or company if one of them is a subsidiary of the other, or if each of them is controlled by the same person.

Dated:	Signed:	
Witness (If Subscriber is an Individual)	Print the name of Subscriber	
Print Name of Witness	If Subscriber is a corporation, print name and title of Authorized Signing Officer	

SCHEDULE D

Family, Friends and Business Associates Status Certificate [AVAILABLE TO ONTARIO RESIDENTS ONLY]

TO: Formula Growth Limited (the "Manager"), as manager of Formula Growth Fund

In connection with the purchase by the undersigned Subscriber of the Units, the Subscriber, on its own behalf or on behalf of each beneficial purchaser for whom the Subscriber is acting (the "Subscriber") hereby represents, warrants, covenants and certifies to the Manager (and acknowledges that the Manager is relying thereon) that:

- (a) the Subscriber is resident in the Province of Ontario;
- (b) the Subscriber is purchasing the Units as principal for its own account and not for the benefit of any other person;
- (c) the Subscriber is relying on the registration and prospectus exemptions provided under Section 2.7 of NI 45-106 on the basis that the undersigned fits within the category of "founder, control person and family" reproduced below beside which the undersigned has indicated the undersigned belongs to such category; and
- (d) upon execution of this Schedule "J" by the Subscriber, this Schedule "J" shall be incorporated into and form a part of the Subscription Application.

(PLEASE INITIAL THE BOX OF THE APPLICABLE CATEGORY)

(a)	a founder of the Fund;
(b)	an affiliate of a founder of the Fund;
(c)	a spouse, parent, brother, sister, grandparent, grandchild or child of an executive officer, director or founder of the Fund; or
(d)	a person that is a control person of the Fund.

For the purposes hereof, the following definitions are included for convenience

"control person" means any person that holds or is one of a combination of persons that holds (i) a sufficient number of any of the securities of an issuer so as to affect materially the control of the issuer, or (ii) more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holding of those securities does not affect materially the control of the issuer;

"director" means (i) a member of the board of directors of a company or an individual who performs similar functions for a company, and (ii) with respect to a person that is not a company, an individual who performs functions similar to those of a director of a company;

"executive officer" means, for an issuer, an individual who is (i) a chair, vice-chair or president, (ii) a vice-president in charge of a principal business unit, division or function including sales, finance or production, (iii) an officer of the issuer or any of its subsidiaries and who performs a policy-making function in respect of the issuer, or (iv) performing a policy-making function in respect of the issuer; "founder" means, in respect of an issuer, a person who, (i) acting alone, in conjunction, or in concert with one or more persons, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of the issuer, and (ii) at the time of the trade is actively involved in the business of the issuer; and

"spouse" means an individual who (i) is married to another individual and is not living separate and apart within the meaning of the *Divorce Act* (Canada), from the other individual, (ii) is living with another individual in a marriage-like relationship, including a marriage-like relationship between individuals of the same gender, or (iii) in Alberta, is an individual referred to in paragraph (i) or (ii), or is an adult interdependent partner within the meaning of the *Adult Interdependent Relationships Act* (Alberta).

5-106 a person or company is an affiliate of ano controlled by the same person.	ther person or company if one of them is a subsidiary of the other, or
Dated	Signed
Witness (if Subscriber is an Individual)	Print the name of Subscriber
Print Name of Witness	If Subscriber is a corporation, print name and title of Authorized Signing Officer

$\ \, \textbf{SCHEDULE} \,\, \textbf{E} - \textbf{KNOW-YOUR-CLIENT INFORMATION} \\$

SUBSCRIBER INFORMATION				
Corporation Country of Citizenship				
To which address should information be sen	t:		□ Business	
Financial Entity Name	Branch Address		Primary Source of Income	
	EXPERIENCE AN	D OBJECTIVES		
INVESTMENT KNOWLEDGE	PAST EXPRIENCE		TIME HORIZON	
☐ Sophisticated ☐ Average ☐ Limited ☐ None	☐ Stocks ☐ Bonds ☐ Options ☐ Other		☐ 1 – 3 years ☐ 4 – 5 years ☐ 6 – 9 years ☐ > 10 years	
ANNUAL INCOME	NET FINANCIAL ASSETS (EXCLUDING REAL ESTATE ASS	SETS)	NET ASSETS	
☐ Under \$250,000 ☐ \$250,000-\$500,000 ☐ \$500,000-\$1,000,000 ☐ Over \$1,000,000	☐ Under \$250,000 ☐ \$250,000-\$500,000 ☐ \$500,000-\$1,000,000 ☐ \$1,000,000-\$5,000,000 ☐ Over \$5,000,000	,	☐ Under \$250,000 ☐ \$250,000-\$500,000 ☐ \$500,000-\$1,000,000 ☐ \$1,000,000-\$5,000,000 ☐ Over \$5,000,000	
"financial assets" means cash, securities or a contract of insurance, a deposit or evidence of deposit that is not a security for the purposes of securities legislation. These financial assets are generally liquid or relatively easy to liquidate. The value of a purchaser's personal residence would not be included in a calculation of financial assets. "related liabilities" means: (i) liabilities incurred or assumed for the purpose of financing the acquisition or ownership of financial assets; or (ii) liabilities that are secured by financial assets. "net assets" means all of the purchaser's total assets minus all of the purchaser's total liabilities. Accordingly, for the purposes of the net asset test, the calculation of total assets would include the value of a purchaser's personal residence and the calculation of total liabilities would include the amount of any liability (such as a mortgage) in respect of the purchaser's personal residence. To calculate a purchaser's net assets, subtract the purchaser's total liabilities from the purchaser's total assets (including real estate). The value attributed to assets should reasonably reflect their estimated fair value. Income tax should be considered a liability if the obligation to pay it is outstanding at the time of the distribution of the security.				
	RISK LEVEL AND INVES	STMENT OBJEC	TIVES	
YOUR VIEW OF THE RISK LEVEL OF THIS INVESTMENT INVESTMENT OBJECTIVES FOR THIS INVESTMENT Growth				
□ Medium □ Income □ Low □ Balanced □ None □ Aggressive growth				
What is the approximate value of your investments outside of Formula Growth? \$				
Will you be using borrowed funds to purchase the	nis investment? □ Yes □ No			
Do you have any other illiquid assets? If so, what	t percentage of your assets do they represent?			
Will you need immediate access to your funds?	□ Yes □ No			
What is the purpose of the investment?				
Do you understand the riskiness of this investme				
Can you withstand the complete loss of this inve	stment? Yes No			
	THIRD PA	ARTIES		
Will any other person or persons:				
a) Have trading authorization over this account? Yes No (If Yes, provide Particulars:)				
(Trading Authorization held by a third party for the client's account must be documented)				
b) Have a financial interest in this account? Yes No (If Yes, provide Particulars:)				
INCIDED BEGLADATION				
INSIDER DECLARATION Is the subscriber, or any person(s) having trading authorization over this account, an insider of a reporting issuer whose securities are publicly traded (as such terms are defined under applicable securities laws):				
Yes				
	No			
If Yes, provide name(s) of issuer(s) and where li	sted:			

POLITICALLY EXPOSED FOREIGN PERSON DETERMINATION				
A "politically exposed foreign person" means a person who holds or has held one of the follow	ing offices or positions in or on behalf of a foreign state:			
or half-sister (that is, any other child of the person's mother or father) I certify that \Box I am or \Box I am not a Politically Exposed foreign Person (PEP) as defined above.				
If Yes, please indicate why, and source of funds for this subscription:				
SIGNATURE OF SUBSCRIBER The Subscriber has read the terms of the Subscription Terms and Conditions and Power of Attorney which forms part of this Subscription Application and hereby offers to purchase Units at the aggregate principal amount set out above (the "Subscription Price") on the foregoing terms and conditions as of this				
day of , 20				
Signature of Witness	Signature of Subscriber			
Name of Witness	Signature of Co-Subscriber (for Joint Accounts only); ¹			
The foregoing offer is confirmed and accepted by Formula Growth Limited on behalf of the Fu	nd(s) specified above on the day of, 20			
Ву:				
If purchasing as an accredited investor, each joint holder must complete Schedule B - Accredited Portfolio Managers. If not purchasing as an accredited investor, each joint holder must have an Accredited Individuals or Corporations.	ted Investor Questionnaire in Subscription Documents for Accredites Investors, Corporations or available prospectus exemption and must complete Subscription Documents for Non-			

Attach photocopies of pieces of identification of the current board of directors and authorized signatories.

SCHEDULE F CONSENT TO ELECTRONIC DELIVERY OF DOCUMENTS

TO: Formula Growth Limited ("Formula Growth") as manager of Formula Growth Fund

I have read and understand this "Consent to Electronic Delivery of Documents" and consent to the electronic delivery of all future documents of the Funds to which I am entitled as a Unitholder that Formula Growth elects to deliver to me electronically, all in accordance with my instructions below.

- The types of documents which may be covered by this consent to electronic delivery are:
 - (a) syndicate agreement and amendments or supplements thereto;
 - (b) subscription agreements;
 - (c) financial statements;
 - (d) notices of meetings and related meeting materials (including proxies or assent forms);
 - (e) trade confirmations of purchases/redemptions of Units;
 - (f) notices of amendments to the Declaration of Trust(s); and
 - (g) other Unitholder communications.
- I acknowledge that the documents covered by this consent to electronic delivery will be e-mailed to the address provided below, and that a separate notice regarding availability of the documents will not be provided.
- 3. I acknowledge that access to Internet E-mail is required in order to access documents electronically and I confirm I have such access.
- 4. I acknowledge that documents distributed electronically will be distributed in Adobe's Portable Document Format (PDF) or other commercially available software. The Adobe Acrobat Reader software required to view documents is available free of charge from Adobe's website at www.adobe.com.
- 5. I acknowledge that I may receive from Formula Growth a paper copy of any documents delivered electronically at no cost if I contact Formula Growth by telephone (514) 288-5136, regular mail (1010 Sherbrooke Street West, Suite 2300, Montreal, Quebec H3A 2R7) or electronic mail at sales@formulagrowth.com.
- I acknowledge that documents may not be available for viewing and downloading on Formula Growth's website as they will be emailed as described above.
- 7. I understand that I will be provided with a paper copy of any documents intended to be delivered electronically if electronic delivery fails. I also agree that at any time and without giving me advance notice, Formula Growth may elect not to send me a document electronically, in which case a paper copy of the document will be mailed to me.
- I understand that where appropriate, documents will be password protected with notification of the password provided by mail, phone
 or fax.
- 9. I understand that my consent may be revoked or changed, including any change in the electronic mail address to which documents are delivered at any time by notifying Formula Growth of such revised or revoked consent by telephone (514) 288-5136, regular mail (1010 Sherbrooke Street West, Suite 2300, Montreal, Quebec H3A 2R7) or electronic mail at sales@formulagrowth.com. I understand that if I change my e-mail address or evoke or modify my consent, I must notify Formula Growth. Such change, revocation or modification must actually be received and acknowledged by Formula Growth in order for it to be effective.
- 10. I understand that I am not required to consent to electronic delivery.

E-mail Address of Unitholder	Mailing Address of Unitholder		
Name of Unitholder	Signature of Unitholder	Date	

SCHEDULE G

PAYMENT INSTRUCTIONS

The Subscriber must pay the Subscription Price, in full, at the time of delivery of the completed and executed Subscription Application Schedule and any additional relevant schedules as outlined in the Subscription Instructions.

Payment can be made by:

- a) A certified cheque or bank draft payable to "Formula Growth Limited, in trust" in an amount equal to the Subscription Price.
 - Sent to: Formula Growth Limited, 1010 Sherbrooke Street West, Ste. 2300, Montréal, Québec H3A 2R7; or
- b) Funds transfer via FUNDSERV from an existing brokerage account at a securities dealer; or
- c) Wire transfer through a financial institution utilizing the instructions provided to you in writing by the Manager.