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KAVAMATKOT APIKHOIYIT
DEPARTMENT OF JUSTICE
MINISTÈRE DE LA JUSTICE

Securities Registry

Re: Registration of Corporate Brokers
Securities Act of Nunavut

This document includes the following:

1. Application for registration of a corporation or partnership as a dealer or advisor and
2. Surety bond form.

Applications for registration must include an address for service within the Nunavut and affidavits sworn outside the Nunavut must be sworn before a notary public under seal. Applications must be accompanied by the most recent audited financial statement of the applicant, a surety bond at a minimum amount of \$35,000.00 and the application fee of \$650.00, payable to the Government of Nunavut. A Financial Institution Bond or Brokers Blanket Bond satisfactory to the Registrar may be accepted in lieu of a surety bond. Corporate applicants must also be registered as an extra-territorial company in Nunavut. A minimum of two individuals are required to be registered to trade securities on NRD after approval on behalf of the firm.

Notice of any change in the address for service of the registrant shall be filed within 5 days of the change. There is no filing fee for this service. Audited financial statements, for which again there is no filing fee, must be filed within 90 days of the fiscal year end.

All registrations expire on December 31st of each year and application for renewal must be made prior to December 1st of each year. In this regard, we will forward applications for renewal to the address for service within Nunavut during November.

Kindly forward all applications to:

Tammy Heffernan
Deputy Superintendent of Securities & Corporate Registries
Department of Justice
Government of Nunavut
Box 1000, Station 570
1st Floor Brown Building
Iqaluit NU X0A 0H0

SECURITIES ACT

APPLICATION FOR REGISTRATION AS A DEALER OR ADVISOR

Application is made for registration under the *Securities Act* in the category of

.....
(State registration desired; "investment dealer", "mutual fund dealer" "advisor", "investment counsel/portfolio manager")

Note: Should any space be insufficient for your answers, a statement may be attached and marked as an exhibit. Each statement must cross-reference the item to which it pertains and must be initialled by the applicant and the Commissioner or Notary Public taking the affidavit.

1. (a) Name of Applicant

.....

(b) Head Office Business Address

.....
.....

Telephone No. Postal Code

(c) Address for service **in Nunavut**

.....
.....
.....

Telephone No. Postal Code

2. The applicant maintains accounts at the following bank(s):

(State bank and branches through which business is transacted)

.....
.....
.....
.....

3. Will the applicant be maintaining a branch office in Nunavut?

If so, state addresses:

.....
.....

Instruction: Answer "Yes" or "No" to the following questions. If "Yes" give particulars.

4. Has the applicant, or to the best of the applicant's information and belief, has any affiliate of the applicant,

(a) been registered in any capacity under the *Securities Act* of Nunavut?

.....

- (b) applied for registration, in any capacity, under the *Securities Act* of Nunavut ?

.....
.....

5. Is the applicant, or to the best of the applicant's information and belief, is any affiliate of the applicant, now, or has any such person or company been,

- (a) registered or licensed in any capacity in any other province, territory, state or country which requires registration or licensing to deal or trade in securities?

.....
.....

- (b) registered or licensed in any other capacity in Nunavut or any other province, territory, state or country under any legislation which requires registration or licensing to deal with the public in any capacity? (e.g. as an insurance agent, real estate agent, used car dealer, mortgage broker, etc.)

.....
.....

- (c) refused registration or a licence mentioned in 5(a) or (b) above or has any registration or licence been suspended or cancelled in any category mentioned in 5(a) or (b) above?

.....
.....

- (d) denied the benefit of any exemption from registration provided by securities acts or regulations of any other province, territory, state or country?

.....
.....

6. Is the applicant, or to the best of the applicant's information and belief is any affiliate of the applicant, now, or has any such person or company been,

- (a) a member of any Stock Exchange, Association of Investment Dealers, Investment Bankers, Brokers, Broker-Dealers, or similar organization, in any province, territory, state or country?

.....
.....

- (b) refused membership in any Stock Exchange, Association of Investment Dealers, Investment Bankers, Brokers, Broker-Dealers, or similar organization, in any province, territory, state or country?

.....
.....

- (c) suspended as a member of any Stock Exchange, Association of Investment Dealers, Investment Bankers, Brokers, Broker-Dealers, or similar organization, in any province, territory, state or country?

.....

7. Has the applicant, or to the best of the applicant's information and belief, has any affiliate of the applicant, operated under, or carried on business under any name other than the name shown in this application?

.....

8. Has the applicant, or to the best of the applicant's information and belief, has any affiliate of the applicant,

- (a) ever been convicted under the law of any province, territory, state or country, excepting minor traffic violations? Is there currently an outstanding charge or indictment against the applicant or affiliate?

.....

Instruction: Question 8(a) refers to all laws, e.g. Criminal, Immigration, Customs, Liquor, etc. of any province, territory, state or country in any part of the world.

- (b) ever been the defendant or respondent in any proceedings in any civil court in any jurisdiction in any part of the world wherein fraud was alleged?

.....

- (c) at any time declared bankruptcy, or made a voluntary assignment in bankruptcy?
 (If "Yes", give particulars and attach a certified copy of discharge.)

.....

- (d) ever been refused a surety bond?

.....

9. Set out in the space provided, the name and position of each individual, whether officer, director, partner or employee of the applicant, who is applying for registration.

Name of persons who will act (full given names)	Office Held	Name of persons who will act (full given names)	Office Held
1.		6.	
2.		7.	
3.		8.	
4.		9.	
5.		10.	

10. Attach and mark as an exhibit:

- (a) a completed application form for each individual who is an officer, director, partner or employee referred to in item 9, unless the information required by the application has previously been filed by such individual and remains unchanged;
- (b) a completed application form, excluding questions 4, 7 and 10, for each officer, director, partner or employee of the applicant who is a resident of Nunavut but who is not referred to in clause (a) (unless the information required by the application has previously been filed by such individual and remains unchanged);
- (c) a completed application form, excluding questions 4, 7 and 10, for each officer, director or partner of the applicant who is not registered or approved under the securities act of another province or territory of Canada and who is not referred to in clause (a) (unless the information required by the application has previously been filed by such individual and remains unchanged); and
- (d) a list setting out the name, position and address of each officer, director or partner of the applicant who is not referred to in clauses (a), (b) and (c) and the jurisdictions in which the individual is registered or approved.

11. A - Capitalization of a Company:

Other than a Security Issuer, complete below or attach marked as an exhibit to the application, a statement containing the information called for below with respect to the financial structure and control of the applicant company.

(a) The authorized and issued capital of the company, stating:

	Preferred Shares (State number of shares and dollar value)	Common Shares (State number of shares and dollar value)
	Shares \$	Shares \$
(1) authorized capital		
(2) issued		
(3) total dollar value of other securities:		
(i) Bonds		
(ii) Debentures		
(iii) Any other loans, state source and maturity dates		
TOTALS	\$	

- (b) The names, addresses and usual place of residence of the registered and beneficial owners of each class of security or obligation issued, and, if a trust is the beneficial owner, the names, addresses and usual place of residence of each person or company having a beneficial interest in the trust, and the nature and extent of the holdings and percentage of interest attributable to each securityholder, lender or *cestui que* trust (beneficiary).

.....
.....
.....

- (c) State name and address of every depository holding any of the assets of the company:

.....
.....

Instruction: Answer "Yes" or "No" to the following questions. If "Yes" give particulars.

- (d) Has any person or company undertaken to act as a guarantor in relation to the financial or other undertakings of the applicant?

.....
.....

- (e) Has a subordination agreement been executed by the creditor(s) in relation to loans owing by the applicant?

.....
.....

- (f) Is there any person or company whose name is not disclosed in the statement called for by (b) above who has any direct or indirect interest in the applicant, either beneficially or otherwise?

.....
.....
.....

B - Capitalization of a Partnership or Proprietorship:

Attach, marked as an exhibit to the application, a statement containing the information called for below with respect to the assets of the partnership or proprietorship, and indicate the degree of control (voting power) of each of the participants in the applicant.

- (a) Amount of paid-in capital:

.....
.....
.....

- (b) Description of the assets:

.....
.....
.....

(c) State name and address of every depository holding any of the assets:
.....
.....
.....

(d) Source, amount and maturity date of any obligations owing by the partnership, if any:
(Where applicable, give names and addresses of creditors).
.....
.....

Instruction: Answer "Yes" or "No" to the following questions. If "Yes" give particulars.

(e) Has any person or company undertaken to act as guarantor in relation to the financial or other undertakings of applicant?
.....
.....

(f) Has a subordination agreement been executed by the creditor(s) in relation to loans owing by the applicant?
.....
.....

(g) Is there any person or company whose name is not disclosed above who has any interest in the applicant, either beneficially or otherwise?
.....
.....

12. (a) The applicant hereby undertakes to employ **an independent accountant satisfactory to the Registrar** to audit in each year the assets and liabilities and to prepare a balance sheet showing the position of the business and affairs of the applicant as of the fiscal year end of

(b) The applicant currently employs the accounting firm of
.....
.....
to audit the accounts of the applicant.

DATED at.....thisof....., 20.....

.....
(Signature of applicant, partner or director)

.....
(Print Name and Official Capacity)

AFFIDAVIT

(By an officer, director or partner of the applicant, as the case may be)

CANADA)	
)	
NUNAVUT)	IN THE MATTER OF THE <i>SECURITIES ACT</i>
)	
TO WIT:)	

I,....., of in the

.....make oath and say:

1. I am a director, officer or partner of the applicant in this application for registration and I signed the application.
2. The statements of fact in the application for registration are true.

SWORN before me at.....)	
)	
in the)	
)	
this..... day of....., 20....)
)	Signature of deponent
)	

.....
Commissioner of Oaths for **Nunavut**,
Notary Public, etc.

NOTE: This affidavit may **not** be sworn before a commissioner of oaths appointed in any jurisdiction other than Nunavut.

SECURITIES ACT

FORM 5

SURETY BOND

KNOW ALL PERSONS BY THESE PRESENTS THAT
.....
having its head office in Nunavut at
(to be referred to as the "Company"), is held and firmly bound to the Commissioner of Nunavut in the
penal sum of.....
to be paid to the Commissioner, his or her successors and assigns, for which payment well and truly to be
made, the Company binds itself and its successors firmly by these presents.

Sealed with the Common Seal of the Company and dated on....., 20 . . .

SINCE
of.....
in Nunavut (has made application for registration) (is registered) as a (broker) (salesperson) under the
Securities Act and has been required pursuant to the *Securities Act* and the regulations to deliver a bond
by a surety company in the sum of \$ for the purposes referred to in the *Securities Act* in
respect of the conduct of

AND SINCE by the above-written obligation the Company has at the request of.....
.....entered into a bond accordingly;

NOW THE CONDITION of the above-written obligation, so entered into in respect of the
conduct of.....
..... is such that if the obligation does not by reason of any act,
matter or thing at a time hereafter become or be forfeit under a provision of the *Securities Act*, then the
obligation shall be void, but otherwise shall be and remain in full force and virtue, and shall be subject to
forfeiture as provided by the *Securities Act*.

PROVIDED that if the Company at any time gives one calendar month's notice in writing to the
Registrar of Securities for Nunavut for the time being of its intention to terminate the obligation
undertaken, then this obligation and all liability on the part of the Company shall cease and determine in
respect only of an act, matter or thing taking place, arising or done subsequent to the date named in the
notice of the termination of the obligation undertaken, but shall remain in full force and effect in respect
of all acts, matters and things taking place, arising or done from the date of this Surety Bond to the date of
termination.

The Common Seal of
.....
was affixed in the presence of
.....
.....
.....

SECURITIES ACT

FORM 6

APPROVED BOND

KNOW ALL PERSONS BY THESE PRESENTS THAT I/WE
.....
of.....
(to be referred to as "the Obligor") am (in the case of a partnership, are jointly and severally) (are)
held and firmly bound to the Commissioner of Nunavut (to be referred to as "the Obligee"), in the
penal sum of \$ to be paid to the Obligee, his or her successors and assigns, for
which payment well and truly to be made, I, the Obligor, bind myself, my heirs, executors and
administrators (in case of a partnership, we, the Obligor, bind ourselves, our and each of our
heirs, executors and administrators) (in the case of a company, the Obligor binds itself and its
successors), firmly by these presents.

Sealed with my/our seal(s) and dated on....., 20 . . .

(In case of a company, sealed with the Common Seal of the Obligor, and dated on....., 20 . . .)

SINCE the Obligor has made application for registration as a broker under the *Securities Act* and is required by the *Securities Act* and the regulations to deliver a bond in the sum of \$
. for the purposes referred to in the *Securities Act*, in respect of the conduct of the
Obligor;

AND SINCE by the above-written obligation the Obligor has entered into a bond
accordingly;

NOW, THE CONDITION of the above-written obligation, so entered into in respect of
the conduct of the Obligor, is such that if the obligation does not by reason of an act, matter or
thing at a time hereinafter become or be forfeited under a provision of the *Securities Act* or the
regulations, then the obligation shall be void, but otherwise shall be and remain in full force, and
shall be subject to forfeiture as provided by the *Securities Act* or the regulations.

SIGNED, SEALED AND DELIVERED BY

.....
.....
(in the case of a company, the Common Seal of the Company was affixed) in the presence of: