

PERMITTED CLIENT WAIVER

TO: Foremost Capital Corp. (“**Foremost Capital**”)

RE: Permitted Client Waiver – National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (“**NI 31-103**”)

Suitability Requirements

Pursuant to NI 31-103, unless a client is a registered firm, a Canadian financial institution or a Schedule III bank, as defined in NI 31-103:

1. Registered representatives of Foremost Capital (“**Registered Representatives**”) must take reasonable steps to ensure that, before they make a recommendation to or accept an instruction from a client to buy or sell a security, or make a purchase or sale of a security for a client’s managed account, the purchase or sale is suitable for the client; and
2. If a client instructs a Registered Representative to buy, sell or hold a security and in the Registered Representative’s reasonable opinion following the instruction would not be suitable for the client, the Registered Representative must inform the client of the Registered Representative’s opinion and must not buy or sell the security unless the client instructs the Registered Representative to proceed nonetheless

(collectively, the “**Suitability Requirements**”).

In addition, pursuant to NI 31-103, unless a client is a registered firm, a Canadian financial institution or a Schedule III bank, as defined in NI 31-103, Registered Representatives must take reasonable steps to ensure that they have sufficient information regarding a client’s investment needs and objectives, financial circumstances and risk tolerance to enable them to meet the Suitability Requirements or, if applicable, the suitability requirement imposed by a self-regulatory organization, a self-regulatory body or an exchange (the “**Know Your Client Requirements**”).

Pursuant to NI 31-103, the Suitability Requirements and Know Your Client Requirements do not apply to a Registered Representative in respect of a permitted client, as defined in NI 31-103 (a “**Permitted Client**”), if the Permitted Client has waived, in writing, the Suitability Requirements and the Registered Representative does not act as an adviser in respect of a managed account of the Permitted Client.

Disclosure Requirements

Pursuant to NI 31-103, unless a client is a registered firm, a Canadian financial institution or a Schedule III bank, as defined in NI 31-103, Foremost Capital must deliver to a client, before Foremost Capital first purchases or sells a security for the client or advises the client to purchase, sell or hold a security, all information that a reasonable investor would consider important about the client’s relationship with Foremost Capital, including the following:

1. A description of the nature or type of the client’s account (or file).
2. A discussion that identifies the products or services Foremost Capital offers to a client.
3. A description of the types of risks that a client should consider when making an investment decision.
4. A description of the risks to a client of using borrowed money to finance a purchase of a security.
5. A description of the conflicts of interest that Foremost Capital is required to disclose to a client under securities legislation.
6. Disclosure of all costs to a client for the operation of an account (or in connection with a client’s file).

7. A description of the costs a client will pay in making, holding and selling investments.
8. A description of the compensation paid to Foremost Capital in relation to the different types of products that a client may purchase through Foremost Capital.
9. A description of the content and frequency of reporting for each account or portfolio of a client (or for each client file).
10. Disclosure that independent dispute resolution or mediation services are available at Foremost Capital's expense, to resolve any dispute that might arise between the client and Foremost Capital about any trading or advising activity of Foremost Capital or one of its Registered Representatives.
11. A statement that Foremost Capital has an obligation to assess whether a purchase or sale of a security is suitable for a client prior to executing the transaction or at any other time.
12. The information Foremost Capital must collect about the client under Know Your Client obligations.

(collectively, the "**Disclosure Requirements**").

Pursuant to NI 31-103, the Disclosure Requirements do not apply to Foremost Capital in respect of a Permitted Client if the Permitted Client has waived, in writing, the Disclosure Requirements and Foremost Capital does not act as an adviser in respect of a managed account of the Permitted Client.

Permitted Client Waiver

The undersigned hereby certifies that:

1. The undersigned is a "permitted client" within the meaning of NI 31-103, has initialled on Schedule A, *Certificate of Permitted Client Status*, the applicable categories in respect of which the undersigned qualifies as a "permitted client" and has included herewith reasonable evidence of such qualification (i.e.: tax returns, audited balance sheet, etc.); and
2. The undersigned hereby waives (*please initial all that apply*):

_____ the Suitability Requirements.
 _____ the Disclosure Requirements.

You agree to notify Foremost Capital immediately if your status as a "permitted client" changes. You may withdraw your waiver at any time in writing to Foremost Capital.

DATED the ____ day of _____, 20____.

If a Company, Partnership or Other Entity:

If an Individual:

Name of Entity

Signature

Type of Entity

Print or Type Name

Signature of Person Signing

Print or Type Name and Title of Person Signing

SCHEDULE A

CERTIFICATE OF PERMITTED CLIENT STATUS

The undersigned represents and warrants that it, he or she is [initial each applicable item and include reasonable evidence in support thereof]:

- _____ (a) a Canadian financial institution or a Schedule III bank;
- _____ (b) the Business Development Bank of Canada incorporated under the *Business Development Bank of Canada Act* (Canada);
- _____ (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;
- _____ (d) a person or company registered under the securities legislation of a jurisdiction of Canada as an adviser, investment dealer, mutual fund dealer or exempt market dealer;
- _____ (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;
- _____ (f) an entity organized in a foreign jurisdiction that is analogous to any of the entities referred to in paragraphs (a) to (e);
- _____ (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;
- _____ (h) any national, federal, state, provincial, territorial or municipal government of or in any foreign jurisdiction, or any agency of that government;
- _____ (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;
- _____ (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;
- _____ (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;

- _____ (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;
- _____ (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;
- _____ (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;
- _____ (o) an individual who beneficially owns financial assets, as defined in section 1.1 of NI 45-106, having an aggregate realizable value that, before taxes but net of any related liabilities, exceeds \$5 million;
- _____ (p) a person or company that is entirely owned by an individual or individuals referred to in paragraph (o), 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;
- _____ (q) 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;
- _____ (r) 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).

As used in this Certificate, the following terms have the following meanings:

“**financial assets**” means:

- (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.

A “**person**” includes:

- (a) an individual,
- (b) a corporation,
- (c) a partnership, trust, fund and an association, syndicate, organization or other organized group of persons, whether incorporated or not, and
- (d) an individual or other person in that person’s capacity as a trustee, executor, administrator or personal or other legal representative.

“**related liabilities**” means:

- (a) liabilities incurred or assumed for the purpose of financing the acquisition or ownership of financial assets, or
- (b) liabilities that are secured by financial assets.

“**subsidiary**” occurs when a person or corporation is controlled by another person or corporation.

“\$” means Canadian dollars.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the _____ day of _____, 20__.

If a Company, Partnership or Other Entity:

If an Individual:

Name of Entity

Signature

Type of Entity

Print or Type Name

Signature of Person Signing

Print or Type Name and Title of Person Signing