

September 19, 2014

Darin R. Rentin
Stikeman Elliott LLP
5300 Commerce Court West
199 Bay Street
TORONTO ON M5L 1B9

Dear Mr. Rentin:

**Re: Acquisition of an Additional Interest in Hamilton Capital Partners Inc. by
Jennifer L. Mersereau - Notice pursuant to section 11.9 of National Instrument
31-103 *Registration Requirements, Exemptions and Ongoing Registrant
Obligations* (NI 31-103)**

Further to your letter of September 8, 2014 and pursuant to section 11.9 of NI 31-103, we hereby approve the proposed transaction on the same terms and conditions as the Ontario Securities Commission.

Should there be any material change to the transaction, please provide written notice to the Deputy Director, Legal, Securities Division so that the significance of the change may be assessed.

We acknowledge receipt of \$500.00 for the application filing fee.

Sincerely,



Sonne Udemgba
Deputy Director, Legal
Securities Division