

SunTrust Robinson Humphrey, Inc.

Dear Sirs/Mesdames:

Re: Application under the securities legislation (Legislation) of Manitoba, New Brunswick, Newfoundland and Labrador, Nova Scotia, Ontario, Prince Edward Island, Québec and Saskatchewan (the Jurisdictions) with respect to the making of a listing representation in certain circumstances

SunTrust Robinson Humphrey, Inc. (the “**Applicant**”) has applied to the Director, the Executive Director, the Superintendent or the Authority, as the case may be, in the Jurisdictions (the “**Decision Makers**”) for,

- (a) in Saskatchewan, Manitoba, Ontario and Nova Scotia, written permission of the Director;
- (b) in New Brunswick, written permission of the Executive Director;
- (c) in Prince Edward Island and Newfoundland and Labrador, written permission of the Superintendent; and
- (d) in Québec, authorization from the Authority

to include in an offering document or accompanying documentation (an “**Exempt Offering Document**”) delivered by the Applicant named in Schedule A attached hereto, as underwriter, to a permitted client in connection with a Foreign Issuer Private Placement (as defined below), a representation that a security will be listed on an exchange or quoted on a quotation and trade reporting system, or that application has been or will be made to list the security on an exchange or quote the security on a quotation and trade reporting system located in a foreign jurisdiction (a “**Listing Representation**”).

For purposes of this letter,

“**Foreign Issuer Private Placement**” means a distribution of securities in a Jurisdiction that meets all of the following criteria:

- (a) a distribution under an exemption from the prospectus requirement set out in section 2.3 of National Instrument 45-106 *Prospectus and Registration Exemptions* (“**NI 45-106**”) (such exemption, the “**Accredited Investor Prospectus Exemption**”);
- (b) of a security offered primarily in a “foreign jurisdiction”, as defined in National Instrument 14-101 *Definitions* (such jurisdiction, a “**Foreign Jurisdiction**”);
- (c) by the Applicant as an underwriter;

- (d) to Canadian investors, each of which is a “permitted client”, as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (“**NI 31-103**”) (such investor, a “**Permitted Client**”); and
- (e) which security is either:
 - (i) issued by an issuer incorporated, formed or created under the laws of a Foreign Jurisdiction, that is not a reporting issuer in any jurisdiction in Canada, that has its head office or principal executive office outside of Canada (a “**Foreign Issuer**”); or
 - (ii) issued or guaranteed by the government of a Foreign Jurisdiction (a “**Foreign Government**”).

As the Applicant has represented to the Decision Makers that:

1. The Applicant has or will file in each jurisdiction in which it will rely on the international dealer exemption under section 8.18 of NI 31-103 (the “**International Dealer Exemption**”), a Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service of Process* (“**Form 31-103F2**”). Attached hereto as Schedule A is a chart which sets out the jurisdictions in which the Applicant has already filed a Form 31-103F2 in order to qualify for the International Dealer Exemption.
2. The Applicant is registered as a broker-dealer with the U.S. Securities and Exchange Commission and a member of the Financial Industry Regulatory Authority, a self-regulatory organization.
3. The Applicant is actively involved in underwriting public offerings and private placements in the United States and elsewhere by U.S. and other foreign issuers.
4. The Applicant regularly considers extending offerings of Foreign Issuers or Foreign Governments to Canadian investors that are Permitted Clients under the Accredited Investor Prospectus Exemption.
5. If a prospectus or private placement memorandum (a “**Foreign Offering Document**”) is provided to investors outside Canada, it is common practice where these offerings are extended to Canadian investors to provide the Foreign Offering Document to Canadian investors. The Foreign Offering Document when used in the jurisdiction constitutes an Exempt Offering Document.
6. It is common for a Foreign Offering Document to contain a statement to the effect that application has been made to list the securities on a foreign (i.e. non-Canadian) exchange or quotation and trade reporting system that is expected to be the principal trading market.
7. The Legislation of the Jurisdictions prohibits the making of written or oral representations that a security will be listed on an exchange or quoted on a quotation and trade reporting system unless permission is first obtained from the regulator in the case of

Manitoba, or, unless certain conditions are met, permission or authorization is first obtained from the regulator or Authority in the case of the other Jurisdictions.

8. The added complexity, delays and enhanced costs associated with obtaining any required consent of the relevant regulators to the making of the Listing Representation are among the factors that issuers and underwriters take into consideration when deciding whether to include Canadian investor participation in a Foreign Issuer Private Placement and the Jurisdictions in which it will be marketed.
9. Even in those Jurisdictions where express consent is not required if the conditions set out in the Legislation are satisfied, the Applicant may not be able to fulfil those conditions in the circumstances of a particular offering. The conditions may require that either (i) an application to list or quote the relevant securities has been made and that the issuer already has other securities listed on an exchange or quoted on a quotation and trade reporting system, or (ii) the exchange or quotation and trade reporting system has granted approval to the listing or quoting of the securities, conditional or otherwise, or has consented to, or indicated that it does not object to, the making of the Listing Representation.
10. Many foreign exchanges, quotation and trade reporting systems and related foreign securities laws do not prohibit such Listing Representations, provided they are factually correct. As a result, at the time when a preliminary solicitation may take place, the relevant foreign exchange or quotation and trade reporting system may not yet have granted approval to that listing or quotation, conditional or otherwise. They also do not generally provide any express written consent to making factually correct representations about the status of the listing or quotation application process or an issuer's intention to apply for listing or quotation.


Having considered the representations above, and pursuant to the applicable statutory provisions set out in Schedule B attached hereto, in respect of each Jurisdiction, this letter evidences,

- (a) in Saskatchewan, Manitoba, Ontario and Nova Scotia, written permission of the Director;
- (b) in New Brunswick, written permission of the Executive Director;
- (c) in Prince Edward Island and Newfoundland and Labrador, written permission of the Superintendent; and
- (d) in Québec, authorization from the Authority

to include a Listing Representation in an Exempt Offering Document in connection with a Foreign Issuer Private Placement provided that, at the time it is made, the Listing Representation is factually correct and is made in compliance with the laws and rules of the exchange or quotation and trade reporting system referred to in the Listing Representation.

This letter shall cease to be effective in a particular Jurisdiction on the earlier of: (i) three years after the date of this letter; and (ii) the date that amendments to the Legislation become effective in the Jurisdiction that provide for substantially the same relief as is provided for in this letter.

Dated this 17th day of March, 2015.



JoAnne Matear
Manager, Corporate Finance
Ontario Securities Commission

SCHEDULE A

Jurisdictions in which the Applicant has Filed Form 31-103F2 in Order to Qualify for the International Dealer Exemption

Applicant	Registration Status	Exempt International Dealer	Exempt Market Dealer	Restricted Dealer	Investment Dealer
<u>SunTrust</u>					
SunTrust Robinson Humphrey, Inc.	Relying on the International Dealer Exemption	(AB, BC, QC, ON)			

SCHEDULE B

STATUTORY PROVISIONS

Province	Statutory Provision
Saskatchewan	Subsection 44(3) of the <i>Securities Act</i> (Saskatchewan)
Manitoba	Subsection 69(3) of the <i>Securities Act</i> (Manitoba)
Ontario	Subsection 38(3) of the <i>Securities Act</i> (Ontario)
Québec	Subsection 199(4) of the <i>Securities Act</i> (Québec)
Nova Scotia	Subsection 44(3) of the <i>Securities Act</i> (Nova Scotia)
New Brunswick	Paragraph 58(3)(c) of the <i>Securities Act</i> (New Brunswick)
Prince Edward Island	Paragraph 147(1)(c) of the <i>Securities Act</i> (Prince Edward Island)
Newfoundland and Labrador	Subsection 39(3) of the <i>Securities Act</i> (Newfoundland and Labrador)