



Transparency Register for B.C. Private Companies: Significant Individual Questionnaire

As part of the B.C. government’s commitment to end hidden ownership of companies in B.C. and to help crack down on illegal activities, effective October 1, 2020, B.C. private companies will be required to create and maintain a Transparency Register listing their significant individuals. You are receiving this questionnaire because you are listed as a shareholder on the Central Securities Register of a B.C. private company and/or a B.C. private company has another reason to believe that you may be a significant individual of the company. This information is required to determine whether or not you are a significant individual, and if so, will be listed on the Transparency Register of the company.

You **must** fill out all of the required information below and submit your completed questionnaire to the company’s records office **by August 1, 2020**, via email to tr@btmlawyers.com or by filling out the form online at www.btmlawyers.com/tr.

1. Company Information:

Name of Company¹ _____

2. Significant Individual Information:

First and Middle Names _____

Last Name _____

Date of Birth _____

Street Address² _____

City/Province _____

Postal Code _____ Country _____

Telephone Number _____ Email _____

Country of Citizenship/
Permanent Residency³ _____

Resident of Canada for
Income Tax Act Purposes? Yes No

Date you became a
significant individual⁴ _____ Date (if any) you ceased to
be a significant individual _____

¹ Please specify the company in respect of which you are submitting this questionnaire. If you are a shareholder or significant individual in respect of multiple companies for whom BTM Lawyers LLP is the records office, you will need to submit a separate questionnaire for each company.

² **Note:** This must be the same address as is listed in the Central Securities Register. It can be your business address as long as it is one where you can be reached when required.

³ **Note:** List all countries. If you are unsure, check the Canadian Income Tax Return you last filed. If it states “Income Tax and Benefit Return”, then you are a resident of Canada. If it says, “Income Tax and Benefit Return for Non-residents and Deemed Residents of Canada”, then check which box 177 is checked. If that doesn’t answer your question, then consult the CRA’s 5013-G guide, “Income Tax and Benefit Guide for Non-Residents and Deemed Residents of Canada – 2018.”

⁴ **Note:** List the date you acquired the interest even if it occurred prior to October 1, 2020. In most cases, this will be the date you first became a shareholder as set out in the Central Securities Register (unless you were not initially a significant individual but gradually acquired more shares, interests, rights, or abilities over time, which caused you to become a significant individual at a later date).

3. I am a Significant Individual of the Company because: *[you are only required to select one reason]*

- I am the registered owner⁵ of shares that carry 25% or more of the voting rights **OR** 25% or more of the total issued shares (voting plus non-voting) of this company (percentage _____ % and check either: votes or shares)
- I am the beneficial owner⁶ of shares that carry 25% or more of the voting rights **OR** 25% or more of the total issued shares (voting plus non-voting) of this company (percentage _____ % and check either: votes or shares)
- I have the right to elect, appoint, or remove the majority of the directors of this company
- I have indirect control of this company because I control an intermediary⁷ which is the registered owner of shares that carry 25% or more of the voting rights **OR** 25% or more of the total issued shares (voting plus non-voting) of this company **OR** which has the right to elect, appoint, or remove the majority of the directors of this company:
 - The intermediary is a corporation in which I have the right to elect or appoint a majority of the directors⁸
 - The intermediary is a partnership in which I am a partner (including limited and limited liability partners)
 - The intermediary is an agent of whom I am the principal⁹
 - The intermediary is a trustee whom I control¹⁰
 - The intermediary is a personal or other legal representative¹¹ whom I control
 - The intermediary is the last of a chain of intermediaries and I control the first intermediary in that chain
- I have a combination of interests, rights, or abilities that (when added together):
 - Amount to 25% or more of the voting rights **OR** 25% or more of the total issued shares (voting plus non-voting) of this company (provide percentage _____ % and check either: votes or shares)¹²
 - Entitle me to elect, appoint, or remove the majority of the directors of this company¹³Please specify what those combined interests, rights, or abilities are: *[please be as specific as possible]*

⁵ **Note:** You are a registered owner if your name is listed as a shareholder in the Central Securities Register of the company.

⁶ **Note:** You are a beneficial owner if another registered owner holds shares in trust for your benefit (e.g. if you are a beneficiary of a trust and are legally entitled to the shareholder rights associated with the shares, even though the legal title of the shares is registered in the name of a trustee).
Note: Beneficiaries whose beneficial interests are conditional on the death of another individual are exempt.

⁷ **Note:** An intermediary is a corporation, partnership, agent, trustee, or personal or other legal representative. Depending on how complex your company's ownership structure is, there may be a chain of intermediaries between the company and the natural person(s) who control(s) it.

⁸ **For example:** if you own over 50% of the voting shares of the intermediary corporation or have special rights of election/appointment under the articles or a shareholders' agreement).

⁹ **For example:** if you direct or have the right to direct how the agent exercises the rights attached to the shares.

¹⁰ **For example:** if you are a beneficiary or the settlor of the trust and have, under the terms of trust instrument, the power to direct how the trustee's rights or control over another intermediary are exercised.

¹¹ **For example:** an attorney acting under a power of attorney.

¹² **For example:** if you are the registered owner of 10% of the shares, have a beneficial interest in another 10% of the shares, and indirectly control another 10 % of the shares.

¹³ **For example:** if your company has 3 equal shareholders (you personally, a holding company in which you own 100% of shares, and an independent third party shareholder), and the company's articles or the terms of a shareholders' agreement entitle each shareholder to appoint 1 director, then the combination of your direct and indirect rights means that you can elect, appoint, or remove a majority (2 out of 3) of the directors.

- I have direct and significant influence¹⁴ over an individual that has the right to elect, appoint, or remove the majority of the directors of this company

Please specify how and over whom you have direct and significant influence: *[please be as specific as possible]*

- I have interests, rights, or abilities that, when combined with those of my spouse, parents, children, relatives who share the same home, or one or more other persons with whom I am acting in concert¹⁵:

- Amount to 25% or more of the voting rights **OR** 25% or more of the total issued shares (voting plus non-voting) of this company (provide percentage _____ % and check either: votes or shares)

- Entitle me to elect, appoint, or remove the majority of the directors of this company

Please specify how and with whom you are acting in concert: *[please be as specific as possible]*

- Other: *[please be as specific as possible]*
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4. I believe that I am NOT a Significant Individual of the Company because:

- None of the statements listed in section 3 apply to me

- Other: *[please be as specific as possible]*
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5. Please confirm the following statements are true:

- I do **not** hold shares in trust, as agent, or as personal or other legal representative, for another person

- No other person can direct my decision making or influence my decision making

If you cannot confirm either of the above statements, please explain why: *[please be as specific as possible]*

THIS INFORMATION IS TRUE TO THE BEST OF MY KNOWLEDGE. I UNDERSTAND THAT PROVIDING FALSE OR MISLEADING INFORMATION OR OMITTING MATERIAL FACTS MAY CONSTITUTE OFFENCES UNDER CORPORATE LEGISLATION.

Name *[Print]*

Signature

Date

¹⁴ **For example:** even if you hold no voting shares or special rights or abilities, you may be able to influence, in a very direct way, another person's decision-making when that person is exercising their right or ability to elect, appoint, or remove a majority of the board of directors (e.g. if you are required to consent in writing to major company decisions, including composition of the board). This influence must come from a legally binding or enforceable agreement or arrangement, not simply persuasion or influence due to moral authority, family relationship, or economic dependence.

¹⁵ **Note:** Groups of individuals who act in concert (e.g. shareholders who have agreed to combine their votes on critical company decisions) must add their interests together, and every member of the group is listed on the transparency register. Spouses, parents and children, and other relatives who share the same home address are deemed to act in concert. Otherwise, a legally binding or enforceable agreement or arrangement is required.