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USA

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## **NOTICE FOR CANADIAN CLIENTS**

### **Reliance on International Dealer Exemption**

Macquarie Capital (USA) Inc (“MCUSA” or the “Firm”) is a broker-dealer registered with the Securities & Exchange Commission (“SEC”) and Financial Industry Regulatory Authority (“FINRA”). This document is to advise Canadian clients of MCUSA transacting in equity securities of an important regulatory disclosure. This and other important disclosures can be found at: <http://www.macquarie.com/us/about/disclosures/us-disclosures>.

### **National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations***

Pursuant to the above regulation, MCUSA makes the following representations:

- MCUSA relies upon the international dealer exemption from the dealer registration requirement under NI 31-103, and is not registered in any jurisdiction in Canada to make a trade.
- MCUSA represents that its principal place of business is in New York, NY (USA).
- There may be difficulty enforcing legal rights against MCUSA because it resides outside of Canada and all or substantially all of its assets are situated outside of Canada.
- The below list contains MCUSA’s agent for service process for each applicable province in Canada:

<b><u>PROVINCE/TERRITORY</u></b>	<b><u>AGENT FOR SERVICE</u></b>
Alberta	c/o Stikeman Elliot LLP 4300 Bankers Hall West 888- 3rd Street S.W. Calgary, Alberta T2P 5C5
British Columbia	c/o Stikeman Elliott LLP 666 Burrard Street Suite 1700, Park Place Vancouver, BC V6C 2X8
Manitoba	MLT Aikins LLP 30 <sup>th</sup> Floor, Commodity Exchange Tower 360 Main Street Winnipeg, MB R3C 4G1
New Brunswick	Stewart McKelvey Suite 1000, Brunswick House 44 Chipman Hill, P.O. Box 7289, Postal Station A, Saint John, NB E2L 2A9
Ontario	c/o Stikeman Elliot LLP 5300 Commerce Court West 199 Bay Street Toronto, ON M5L 1B9

<u>PROVINCE/TERRITORY</u>	<u>AGENT FOR SERVICE</u>
Quebec	c/o Stikeman Elliott LLP 1155 Rene-Levesque Blvd. West 41 <sup>st</sup> Floor Montreal, QC H3B 3V2
Saskatchewan	McDougall Gauley LLP, 1500 1881 Scarth Street Regina, Saskatchewan S4P 4K9

Other than Macquarie Bank Limited ABN 46 008 583 542 (MBL), any Macquarie Group entity noted on this page is not an authorised deposit-taking institution for the purposes of the Banking Act 1959 (Commonwealth of Australia). That entity's obligations do not represent deposits or other liabilities of MBL. MBL does not guarantee or otherwise provide assurance in respect of the obligations of that entity, unless noted otherwise.