



# marrelli

## Support Services Inc.

With systems tailored to meet the needs of small to mid-sized reporting issuers, Marrelli Support Services Inc. ("MSSI") is the preferred choice from the back office to the boardroom.



Financial Accounting & Reporting



Scalable Chief  
Financial Officer Services



Cash Management Services



Escrow



Bookkeeping Services



IPO, RTO, Pro-forms &  
other specialized support





MSSI applies the Canadian Standard on Quality Control and engage an independent third-party to perform annual CSAE 3416 audit, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements. Further, MSSI is fully committed in its compliance with the anti-money laundering (AML) and counterterrorist financing (CTF) requirements as laid out by Financial Transactions and Reports Analysis Centre of Canada (FINTRAC).

All service providers that handle cash payments are required to be registered with FINTRAC and are subject to penalties and sanctions for non-compliance. Non-compliance by the service provider may also have an impact on your Company. Refer to [Public notice of administrative monetary penalties](#) published by FINTRAC.

### **Outsourced Chief Financial Officer - (CFO Function):**

- Depending on the reporting issuer's size and scope of the CFO mandate, management may choose to outsource their CFO role to a MSSI team member on a fractional basis.
- On a select basis, we offer the appointment of one of our senior team members to the position of Chief Financial Officer for a reporting issuer.
- Our CFO team consists of a select number of senior members of the firm with strong financial reporting and compliance backgrounds. Each opportunity is carefully matched to the appropriate MSSI team candidate.

## **MSSI offers:**

### **Financial Reporting Services**

- The Company shall prepare management unaudited quarterly financial statements in accordance with International Financial Reporting Standards (IFRS® Accounting Standards) as adopted by the International Accounting Standards Board (IASB), or any successor entity, as amended from time to time.
- Interim reporting conducted by dedicated financial reporting analysts, examining the issuer's books and records for the period
- Thorough on established processes; comprehensive preparation of financial statements, including detailed notes for client review and comments upon acceptance
- Collaborative execution of the annual statutory audit in conjunction with the reporting issuer's auditors
- Filing of quarterly or annual documents with DSA Filing Services, seamlessly integrating the preparation, client review, and public filing process of a reporting issuer's documents on SEDAR+

### **Bookkeeping, including Payroll Services**

An assigned bookkeeper will ensure day-to-day transactions are recorded correctly and in a timely manner in accordance with your instructions.

#### **Core Bookkeeping Services include:**

- Recording of journal entries
- Periodic disbursements (i.e., scheduled payment runs)
- Administration of funds transfers (i.e., wire payments)
- Processing of expense reports
- Processing scheduled periodic payroll: recording of payroll entries and salary payments for members of Board of Directors, committees, management, and employees
- Maintenance of aged accounts-payable and accounts-receivable listings
- Maintenance of general ledger and sub-ledgers
- Preparation of trial balances
- Preparation and submission of Harmonized Sales Tax (HST) and Quebec Sales Tax (QST) returns on a timely basis
- The production of reports using specialized accounting software based on the client's identified needs

## Specialized Needs

- Administration of the issuer's participation in the Canadian Flow-Through Share program, including preparation of flow-through tax filings, submission to governmental regulatory bodies (Canada Revenue Agency and Revenu Québec), and preparation of comprehensive supporting back-up files. Flow-through submissions are targets for compliance audits, making compliance crucial
- Assistance with accounting and reporting for business combinations and acquisitions, such as a reverse takeover, acquisition of a third-party company, or an asset spin-out
- Assistance in preparing the necessary disclosure and reporting documents, including pro-forma financial statements



## Contact

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For more information on Marrelli Support Services Inc.,  
please visit [www.marrellisupport.ca](http://www.marrellisupport.ca).





Hage Escrow Services Limited ("Hage") provides a comprehensive suite of escrow services that can be tailored to meet specific client requirements. We work closely with clients to provide the best escrow solutions, in a quick and cost efficient manner.



Securities/Shares



Performance Escrow



Indemnification  
Escrow



Funds Held in Trust  
for Financing



Hage offers the following suite of escrow services for the safekeeping of funds and/or securities/shares:

### **Securities/Shares Escrow**

Shares are held in escrow in a fully transferable form until the terms of the escrow are satisfied as outlined in the transaction details.

### **Performance Escrow**

Funds are held in escrow until the achievement of a performance milestone, or a conditional incentive on achievement of a performance goal, possibly under a merger or acquisition agreement or for payment due upon the successful delivery of goods and services.

### **Indemnification Escrow**

Funds and/or securities are held in escrow to provide protection for unforeseen expenses or damages that may result as part of a merger or acquisition agreement, and which are released upon pre-determined terms.

### **Funds Held in Trust for Financings**

Funds held in escrow in connection with public offering or private placements of subscription receipts, until pre-determined escrow release conditions are met.



## Contact

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Can't find what you're looking for? Give us a shout.  
please visit [www.marrellisupport.ca](http://www.marrellisupport.ca).





Marrelli Trust Company Limited ("Marrelli Trust") is a non-deposit-taking trust company authorized under the laws of the Provinces of British Columbia and Manitoba.



Collateral Trustee and  
Subscription Receipt Agent



Shareholder Communication  
Services



Escrow Services



Voting Trust Services



Registrar and Stock Transfer Services



Warrant and Right Services





Marrelli Trust is a full-service transfer agent and corporate trustee for cost-conscious small-cap issuers and private companies, committed to providing fast and professional customer service. Unlike the large impersonal financial institutions and transfer agencies, we are available to you whenever you need.

Marrelli Trust is a non-deposit-taking trust company regulated under the laws of the Provinces of British Columbia and Manitoba. We are authorized by the British Columbia Financial Services Authority (BCFSA) under the Financial Institutions Act and by the Manitoba Financial Services Agency (MFSA). Marrelli Trust is also recognized by CDS Clearing and Depository Services Inc. as a trust company, transfer agent, and registrar.

Headquartered in Vancouver, British Columbia, we maintain administrative offices in Toronto, Ontario, and operate with a designated co-agent in the United States to support cross-border trust and transfer agency services.

Marrelli Trust applies the Canadian Standard on Quality Control and engage an independent third-party to perform annual CSAE 3416 audits, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements. Further, Marrelli Trust is fully committed in its compliance with the anti-money laundering (AML) and counter-terrorist financing (CTF) requirements as laid out by Financial Transactions and Reports Analysis Centre of Canada (FINTRAC).

## Registrar and Stock Transfer Services

Marrelli Trust's staff are highly trained professionals, courteous, and efficient. We provide comprehensive transfer services as well as a variety of reports, including shareholder reports and stock activity tracking. In addition to transfer and reporting services, we also facilitate mailings to shareholders and provide a range of annual meetings and other related services.

Our experienced professional team supports a comprehensive range of security transfer and registrar services. We provide a customized approach offering personalized services and efficiency.

Our core suite of services is as follows:

- Open accounts for newly registered shareholders
- New securities issuances, control, and compliance
- Validation and ownership transfer of securities
- Providing Direct Registration System (DRS) services (including DRS statements)
- Maintenance of accounts for registered shareholders
- Consolidation of duplicate accounts
- Maintenance of non-certificated CDS position, reconciliation with CDS daily, and receive daily updates of underlying CDS participant balances
- Add and remove stop-transfer notations
- Process lost certificate replacements
- Maintenance of share registries and shareholder record updates
- Stock splits and stock dividends
- Dividend disbursements (preparing shareholder lists on the record date with relevant information, calculating stock dividends, ordering and printing certificates, mailing certificates, and replacing lost certificates)
- Regulatory processing
- Initial Public Offering Services

## Corporate Trust Services

### Collateral Trustee & Subscription Receipt Agent

Marrelli Trust holds securities in trust under collateral and security arrangements as well as acting as an agent for subscription receipts and making any interim payments and distributions as required. Our corporate trust professionals provide expert advice while safeguarding funds, assets, and securities entrusted to us.

We are an efficient and cost-effective trustee for our clients involved in corporate trust transactions. While acting as corporate trustees, we take fiduciary responsibility, which is required for regulatory and legal purposes. Utilizing our services ensures continuity and security.

While acting as registrar for subscription receipts, we process exchanges, process exercises and make interim payments. We also issue security certificates from treasury to holders of subscription receipts and attend closings while assisting our clients in the closing process.

### Debt Services

Marrelli Trust offers debt corporate trust services for long, medium and short-term debt, for secured and unsecured, convertible, senior and subordinated debt.

### Depository and Exchange Services

Marrelli Trust services both private and public companies as a depository for plans of arrangements and corporate takeovers for securities.

### Escrow Services

Our Escrow Services provide comprehensive escrow services that can be tailored to meet the needs of each client's transaction and escrow requirements. We work closely with clients to provide the best escrow solution. We offer the following services for the safekeeping of funds and/or securities:

- **Funds Held in Trust for Financing**

Hold funds in escrow in connection with the private placement of subscription receipts and special warrants, until predetermined escrow conditions are satisfied.

- **Securities/Shares**

Hold fully transferable shares in escrow until the terms of the escrow are satisfied as outlined in transaction agreements.

- **Indemnification Escrow**

Hold funds and/or securities in escrow to provide protection for unforeseen expenses or damages that may result as a part of a merger or acquisition agreement and are released upon predetermined terms.

- **Performance Escrow**

Hold funds in escrow until the achievement of performance milestones, a conditional incentive on achievement of a performance goal, or for payment due on the successful delivery of goods and services

## **Voting Trust Services**

Marrelli Trust offers voting trust services to its clients and acts as an agent for clients in need of voting trust services. Our voting trust services offer minority shareholders the ability to vote on their common shares through a voting trust arrangement. We will act on their behalf for a time period contingent upon certain conditions and events or until the termination of the voting trust agreement.

We provide voting trust services including, holding in trust certificates underlying voting shares in an insured and physically secure location, mailing notices to beneficial shareholders, disbursement of dividends, if required, and exercising the voting rights of beneficial shareholders pursuant to the voting trust agreement.

## **Warrant & Right Services**

MTCL acts for companies that offer public or private placement warrants and rights issues. Our role as Warrant or Rights Agent is taken seriously, and we exercise a degree of care, diligence, and skill required to fulfill this role.

We maintain the register of holders and facilitate exercises over the life of the warrants or rights, including:

- Registration
- Signing
- Authentication
- Replacement of lost warrant or right
- Cancellations
- Transfers

Our process ensures that when funds are received, securities are issued, and funds are disbursed to the client promptly.

## Registrar & Transfer Services

### CUSIP & ISIN Services

We facilitate the process of obtaining new CUSIP and ISIN security designation numbers for our clients.

### Reporting Services

Our stock transfer processing system, Transtar, gives us the ability to run over 200 detailed, customizable reports through our website with advanced search and filtering capabilities. Transtar offers us the opportunity to improve service for our customers through one-screen access to account data and internet access options for shareholders and clients.

Below is a list of some of the reports we can process for our clients.

- Issued and outstanding shares
- Omnibus breakdowns
- Proxy voting lists
- Proxy tabulation results
- Shareholder lists
- Auditor's Confirmation Letters
- Certified Shareholders List
- Letter of Confirmation for Exchange
- Transfer Agent Verification Form
- Formal confirmation of Issued and Outstanding Shares
- Actions: CDS Holders of Records Report
- Providing DTC Attestation Form
- Geographical breakdown or specialized reporting
- Audit Confirmations
- Issued & Outstanding Reporting
- Top Holder's Lists
- CDS Participant Reports Subscription (NCI Issues)
- Transfer Activity Reports – monthly, weekly or daily reporting

## Shareholder Communications Services

We administer your requirements to communicate with both registered and non-registered shareholders and can provide you with the ability to complete National Instrument 54-101 – Proxy Solicitation requirements.

Our full range of services includes:

- Assisting clients with the preparation of the meeting planner in accordance with National Instrument 54-101 and other applicable legislation or regulations
- Providing our clients with a Confirmation of Mailing and filing on SEDAR+ on their behalf, if requested
- Preparing and distributing the intermediary search request and tabulating responses
- Distributing the proxy materials and annual financial statements by mail or e-mail to registered shareholders
- Providing our clients with the required Affidavit of Mailing
- Receiving, authenticating, and tabulating proxies from registered shareholders, NOBOs, and intermediaries
- Providing our clients with unlimited 24/7 secure online access to proxy data and reports
- Preparing the preliminary report on the attendance at the meeting and if required, distributing and tabulating ballots, as well as providing the report(s) on ballots

## Facilitation of the Supplemental Mailing List and Financial Statement Mailings involves:

- Receiving requests for annual and/or interim financial statements, from shareholders, and posting to the supplemental mailing list
- Maintaining the annual and/or interim financial statement supplemental mailing list
- Providing our clients with the material quantities and delivery instructions prior to each scheduled mailing
- Distributing the annual and/or interim financial statements by mail or e-mail to shareholders on the supplemental mailing list
- Providing our clients with a Confirmation of Mailing and filing it on SEDAR+ on their behalf, if requested



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## Trust Company Limited

### Contact

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For more information on Marrelli Trust Company Limited,  
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Head Office: 620 -1111 Melville St. Vancouver, BC V6E 3V6  
Toronto Location: 82 Richmond Street E., Toronto, ON M5C 1P1 \*  
\* Operated through DSA Corporate Services Limited Partnership



# Corporate Services

DSA Corporate Services Inc. (DSA) offers outsourced corporate secretarial services tailored to meet the needs of small and midsized private companies and public reporting issuers.



Corporate Secretary & Recording Secretary



Minute Book Custody



Continuous Disclosure & Regulatory Filings



Stock Exchange Compliance



Annual & Special Shareholder Meetings



Whistleblower Integrity Hotline Service





These services range from providing recording secretaries for Board & Committee meetings to the appointment of one of our senior team members as the full outsourced officer (Corporate Secretary) of the company. DSA Corporate Services also specializes in continuous disclosure regulatory reporting, stock exchange compliance, stock option, and warrant administration, annual meeting organization, minute book custody, news release dissemination through a range of domestic and global networks, and other specialty services.

### **DSA Corporate Services offers\*:**

#### **Corporate Secretarial Services**

##### **Recording Secretary**

- Creating Board and Shareholder meeting Notices
- Drafting meeting Agendas
- Circulating meeting materials to the Board
- Attendance at Board of Directors & Committee meetings
- Preparation of meeting minutes and consent resolutions

##### **Outsourced Corporate Secretary Service**

- Appointment of a DSA senior team member to issuer's Corporate Secretary position, performing expanded Recording Secretary role. Each opportunity is carefully matched with the appropriate DSA team member

## Continuous Disclosure Regulatory and Insider Filings

- Monitoring of regulatory filing deadlines based on issuer's year-end and stock exchange regulations; includes a DSA customized annual Disclosure Filing Calendar
- Preparation of applicable Chief Executive Officer (CEO) and Chief Financial Officer (CFO) annual and interim certifications
- Preparation of basic Material Change Reports
- Calculation, reporting and payment of annual filing fees for SEDAR+
- Preparation and filing provincial and federal regulatory filings

**Our group company, DSA Filing Services, can also be engaged in conjunction with these services to provide:**

- Completion of annual, interim and other filings via SEDAR+, EDGAR, OTC, or UK RIS
- Insider regulatory filings for SEDI – Canadian Insider Reporting via [www.sedi.ca](http://www.sedi.ca)

## Stock Exchange Compliance

- Compliance with Toronto Stock Exchange (TSX); TSX Venture Exchange (TSX-V); Canadian Stock Exchange (CSE); Over-the-Counter (OTC, OTCQB, OTCQX), and other US and UK stock exchange policies
- Filings under National Instrument 71-102 of the Canadian Securities Administrators for foreign designated issuers
- Creation and submission of monthly TSX SecureFile reports and TSX-V Exchange forms such as Form 4G-Grant of Stock Options, Form 3C-Hiring of an Investor Relations Consultant, and CSE forms

## Stock Option and Warrant Administration

- Maintenance of stock option and warrant registers
- Preparation of treasury directions for the exercise of options/warrants
- Submission of executed treasury direction to issuer's transfer agent
- Creation of stock option agreements for optionees

## Minute Book Custody

- Maintenance of client minute books ensuring that all executed copies of minutes/resolutions including constating documents are inserted into respective client's minute books, for which current editions are maintained in DSA's library
- Facilities for auditors to review minute books for audit
- Creation of scanned electronic versions of meeting minutes and resolutions for ease of reference and for due diligence purposes

## Shareholder Meeting Services

- Liaising with client's legal counsel and transfer agent to set meeting and record dates for annual and/or special shareholder meetings
- Compliance with corporate and securities laws relating to registered and beneficial shareholders
- Review of documents to be sent to shareholders
- Arranging for the printing and mailing of shareholder materials
- Booking of meeting venue as well as making catering arrangements
- Review of proxy tabulation data prior to the meeting
- Drafting of Chairman's script for the meeting
- Attendance at the meeting to record minutes
- Preparation of the shareholder meeting minutes

## Whistleblower Integrity Hotline Service

- Cost-effective, easy to set up and allowing for the confidential and anonymous reporting of infractions to the Audit Committee Chair

## Registered Office/Address and Facilities

- Registered office/address
- Mail collection and forwarding, telephone answering
- Meeting rooms with internet wi-fi access

## Corporate Governance Package

- Turn-key set of Board and Committee template mandates, policies and work plans, for use by directors and management to assist in the creation of client's own governance structure

## Financial Printing

- Organizing the printing of financial documents such as Prospectuses, Annual Information Forms, Annual Financials and MD&A, Annual Meeting Materials, Interims, etc.

## Specialty Services

- Specialty escrow services are available through Hage Escrow Services or Marrelli Trust, depending on the specific requirements.

## News Release Dissemination

- Arranging of fast and efficient dissemination of client news releases via DSA's preferred partner newswire service providers
- An extensive selection of news dissemination networks around the world, including social media options and trade publications
- Pre-clearance of news releases with the stock exchange market surveillance agencies, such as the Canadian Investment Regulatory Organization (CIRO) in Canada
- Exclusive to DSA clients discounted newswire rate and a number of other complimentary services

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\* Neither DSA Corporate Services Limited Partnership nor any member of the Marrelli Group of Companies provide legal advice or legal services and none of the services described above should be interpreted as providing legal advice, legal services or a legal opinion.



## Contact

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For more information on DSA Corporate Services Limited Partnership  
please visit [www.dsacorp.ca](http://www.dsacorp.ca).





# marrelli

## The Canadian Venture Building

Welcome to The Canadian Venture Building. If you're an entrepreneur or a professional looking for an outsourced office space and facilities that are as polished as you are, The Canadian Venture Building is where you want to be.



Physical Workplace  
in Canada



Hybrid Co-Working  
in Canada



Virtual Office  
in Canada



Meeting Rooms



Located in the heart of one of the world's leading financial cores in downtown Toronto, these newly appointed and completely outfitted office spaces are the perfect flexible rental solution for daily, weekly, monthly or long-term occupancy.

Located conveniently close to TTC streetcar, the Queen Street and King Street Subway stops and Toronto's main transit hub Union Station with easy access to GO Transit and VIA Rail, The Canadian Venture Building is the ideal location and space from which to do business in style.

#### Workspace Includes:

- A virtual business address
- Physical private offices
- Hybrid co-working space(s)
- Executive office furniture
- Business lounge with beverages
- Screens
- White boards

#### Services Include:

- Wi-Fi
- Mail handling
- Access to administrative support
- Video conferencing
- Drop-off/Pick-up services
- Mail and package services
- On request catered food

#### Facilities Include:

- 24/7 secure access
- Receptionist at the building's entrance
- Kitchenette in lounge
- Office cleaning
- Security
- All utilities
- Parking (subject to availability)

#### Mailbox Address Includes:

- True street address, not a PO box
- Package acceptance from all couriers
- Package & mail receipt notifications from our front desk
- Mail holding for pickup or courier to directed address
- Call-In mail check service
- Scanning of mail and forwarding by email

## Document Shredding Services Include:

When it comes time to destroy confidential information, you need to turn to someone you can trust. Get rid of your unwanted personal and business documents with shredding services available at The Canadian Venture Building.

- It's easy! Simply bring us your documents
- It's safe! More secure than shredding at home
- It's recycled! Secure recycling of shredded materials
- It's convenient! We are located in the Toronto Downtown core, no appointment necessary!

## Pricing & Details:

- **Hybrid co-working desks from \$250/month**  
You will feel at home with your own permanent desk while sharing the space with other entrepreneurs
- **Standard private office from \$950/month**  
Unlimited access to amenities in a distraction-free environment
- **Meeting Room rentals available on request**
- **Hourly usage of physical private offices and hybrid co-working desks is also available**

## Meeting Rooms Include:

- Group meeting rooms
- Interview rooms
- Training rooms
- Professional boardrooms
- Event space



## Contact

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Can't find what you're looking for? Give us a shout.  
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