

**Notice to Canadian Clients**

**Reliance on International Dealer Exemption pursuant to subsection 8.18(2) and the International Adviser Exemption pursuant to subsection 8.26(3) (the “Exemptions”) of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (“NI 31-103”) and Notification to Permitted Clients of the prescribed information under subsection 8.18(4)(b) and 8.26(4)(e) of NI 31-103**

This disclosure is in connection with your account(s) and transactions with, and relevant services and products offered by or through Rockefeller Financial LLC., a broker-dealer and registered investment adviser registered with the US Securities Exchange Commission, Member FINRA, SIPC.

Please note that as a client domiciled in Canada, when Rockefeller Financial LLC trades with you or provides advice it does so in reliance upon the Exemptions from the dealer registration requirement and adviser registration requirements under NI 31-103 (as such Exemptions may be amended and restated from time to time). Pursuant to the Exemptions, Rockefeller Financial LLC is subject to trading and advising restrictions, including, among other things, that it is only permitted to trade in or provide advice on “foreign securities” with “permitted clients” (as defined in NI 31-103) resident in Canada. A foreign security is a security issued by an issuer incorporated, formed or created under the laws of a foreign (i.e., non-Canadian) jurisdiction or a security issued by a government of a foreign jurisdiction.

This serves to put you on notice that you should only place orders with Rockefeller Financial LLC for foreign securities in accordance with the Exemptions.

Please also note that:

- Rockefeller Financial is not registered as a dealer or adviser in any Canadian province or territory;
- The head office and principal place of business for Rockefeller Financial and that of its affiliates is in New York, New York;
- All of Rockefeller Financial LLC’s assets are held outside of Canada;
- There may be difficulty enforcing legal rights against Rockefeller and its affiliates because of these factors; and
- The name and address of the agent for service of process in each local Canadian jurisdiction is provided below.

<p><b>Alberta</b> 152928 Canada Inc. c/o Stikeman Elliott LLP 4300 Bankers Hall, 888-3rd Street S.W. Calgary, Alberta T2P 5C5 Canada</p>	<p><b>Nova Scotia</b> Stewart McKelvey Queen’s Marque 600 – 1741 Lower Water Street Halifax Nova Scotia B3J 0J2 Canada</p>
<p><b>British Columbia</b> 152928 Canada Inc. c/o Stikeman Elliott LLP 666 Burrard Street, Suite 1700, Park Place Vancouver, British Columbia V6C 2X8 Canada</p>	<p><b>Ontario</b> 152928 Canada Inc. c/o Stikeman Elliott LLP 5300 Commerce Court West 199 Bay Street Toronto, Ontario M5L 1B9 Canada</p>

<p><b>Manitoba</b> MLT Aikins LLP 30th Floor - 360 Main Street Winnipeg, Manitoba, R3C 4G1 Canada</p>	<p><b>Prince Edward Island</b> Stewart McKelvey 65 Grafton Street P.O. Box 2140 Charlottetown, Prince Edward Island, C1A 8B9 Canada</p>
<p><b>New Brunswick</b> Stewart McKelvey Suite 1000, Brunswick House, 44 Chipman Hill, Saint John, New Brunswick E2L 4S62A9 Canada</p>	<p><b>Quebec</b> 152928 Canada Inc. c/o Stikeman Elliott LLP 1155 Rene-Levesque Blvd., 41<sup>st</sup> Floor Montreal, Quebec H3B 3V2 Canada</p>
<p><b>Newfoundland &amp; Labrador</b> Stewart McKelvey Suite 1100, Cabot Place 100 New Gower Street, P.O. Box 5038 St. John's, Newfoundland and Labrador A1C 5V3 Canada</p>	<p><b>Saskatchewan</b> McDougall Gauley LLP 1500 – 1881 Scarth Street Regina, Saskatchewan S4P 4K9 Canada</p>