

ADDENDUM TO APPLICATION FORM

MAPLE-BROWN ABBOTT FUNDS PLC

CANADIAN INVESTOR CERTIFICATE

(To Be Completed By Canadian Subscribers)

Words and expressions defined in the Application Form shall, unless the context otherwise requires, have the same meaning when used in this Addendum.

1. In connection with the purchase of Shares of Maple-Brown Abbott Asia – ex Japan Fund, Maple-Brown Abbott Asia Pacific – ex Japan Fund and/or Maple-Brown Abbott Global Infrastructure Fund (together, the “**Funds**”), each a sub-fund of the Company, by the undersigned subscriber or, if applicable, the disclosed principal on whose behalf the undersigned is purchasing as agent (the “**Subscriber**” for the purposes of this Addendum), the Subscriber hereby represents, warrants, covenants and certifies to the Company, Maple-Brown Abbott Ltd (the “**Investment Manager**”), the investment manager and distributor of the Funds, and any other dealer with whom the subscription is being placed, that:
 - (a) if this subscription is accepted, the Shares will be distributed to the Subscriber pursuant to a regulatory exemption from statutory requirements that would otherwise require the Company to deliver to the Subscriber a prospectus that complies with statutory requirements;
 - (b) the Subscriber is resident in or subject to the laws of the Province of (check one):

<input type="checkbox"/> Ontario	<input type="checkbox"/> Alberta
<input type="checkbox"/> British Columbia	<input type="checkbox"/> Québec
<input type="checkbox"/> Saskatchewan	
 - (c) the Subscriber:
 - (i) is purchasing the Shares as principal and is an “accredited investor” (as defined in National Instrument 45-106 *Prospectus Exemptions* (“**NI 45-106**”) or Section 73.3 of the *Securities Act* (Ontario)) by virtue of satisfying the indicated criterion on Exhibit “1” hereto and is not a person that was created or used solely to purchase or hold securities as an accredited investor as described in paragraph (m) of the definition of “accredited investor” in section 1.1 of NI 45-106; or
 - (ii) if the Subscriber is purchasing the Shares and is acting as agent for one or more disclosed principals, each of such principals is purchasing as principal for its own account, not for the benefit of any other person, for investment only and not with a view to the resale or distribution of the Shares and each of such principals complies with subsection (i) above;
 - (d) the Subscriber is a “permitted client”, as defined in Multilateral Instrument 32-102 *Registration Exemptions for Non-Resident Investment Fund Managers* (“**MI 32-102**”) and

National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (“**NI 31-103**”), by virtue of satisfying the indicated criterion on Exhibit “2” hereto;

- (e) the Subscriber acknowledges and agrees that the distribution of the Shares in Canada is being made on a private placement basis. The Company is not a reporting issuer in any province or territory in Canada, the Shares are not listed on any stock exchange in Canada, and the Company does not intend to become a reporting issuer or to list the Shares on any stock exchange in Canada. As there is no market for the Shares, it may be difficult or even impossible for a Subscriber to sell them. Any resale of the Shares must be made in accordance with the Company’s disclosure and constating documents, and applicable securities laws, which may require resales to be made:
 - (i) in accordance with exemptions from prospectus requirements, including those pertaining to resales outside Canada;
 - (ii) pursuant to a prior written order or ruling of the relevant Canadian securities regulatory authority; or
 - (iii) pursuant to a prospectus for which a final receipt is issued by the relevant Canadian securities regulatory authority. Each Subscriber is advised to seek legal advice prior to any resale of the Shares. Such restrictions on resale should not prohibit the Subscriber from redeeming the Shares in accordance with their terms;
- (f) the Subscriber acknowledges being notified by the Investment Manager and the Company that:
 - (i) the Company is not registered in Ontario or Québec to act as an investment fund manager and is relying on an exemption from investment fund manager registration contained in MI 32-102 in such provinces;
 - (ii) the Investment Manager is not registered in Ontario, Alberta, British Columbia, Québec or Saskatchewan as a dealer and is relying on the “international dealer” exemption from dealer registration contained in section 8.18 of NI 31-103 in such provinces;
 - (iii) the Investment Manager’s head office and principal place of business is located in Sydney, Australia;
 - (iv) the Company’s head office and principal place of business is located in Dublin, Ireland;
 - (v) there may be difficulty enforcing legal rights against the Investment Manager or the Company because they are resident outside of Canada and all or substantially all of their assets may be situated outside of Canada; and
 - (i) the names and addresses of the agents for service of process of (A) each of the Investment Manager and the Company in the Provinces of Ontario and Québec and (B) the Investment Manager in the Provinces of Ontario, Alberta, British Columbia, Québec and Saskatchewan are:

- (1) Ontario: Borden Ladner Gervais LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Toronto, ON M5H 4E3 (Attention: Sarah Gardiner);
 - (2) Alberta: Borden Ladner Gervais LLP, Centennial Place, East Tower, 1900, 520 - 3rd Avenue SW, Calgary, AB T2P 0R3 (Attention: Jonathan Doll)
 - (3) British Columbia: Borden Ladner Gervais LLP, 200 Burrard Street, P.O. Box 48600, Vancouver, BC V7X 1T2 (Attention: Jason Brooks)
 - (4) Québec: Borden Ladner Gervais LLP, 1000 de La Gauchetiere Street West, Suite 900, Montreal, QC H3B 5H4 (Attention: Christian Faribault); and
 - (5) Saskatchewan: MLT Aikins LLP, 1500-1874 Scarth Street, Regina, Saskatchewan S4P 4E9 (Attention: Stathy Markatos)
- (g) the Subscriber certifies that none of the funds being used to purchase the Shares are, to the Subscriber's knowledge, proceeds obtained or derived, directly or indirectly, as a result of illegal activities and that:
- (i) the funds being used to purchase the Shares and advanced by or on behalf of the Subscriber to the Fund or its agents do not represent proceeds of crime or an illegal dealing with money or other property in violation of the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada) (the "**PCMLTFA**") or any similar anti-money laundering statute;
 - (ii) the Subscriber is not a person or entity that is, or is owned or controlled by persons that are (i) the target of any sanctions administered or enforced by the Government of Canada ("**Trade Sanctions**"), or (ii) located, organized or resident in a country or territory that is, or whose government is, the subject of Trade Sanctions, including, without limitation, Crimea, Iran, North Korea, Sudan, and Syria;
 - (iii) acknowledges that the Investment Manager and the Company or their agents may in the future be required by law to disclose the Subscriber's name and other information relating to the Subscriber and any purchase of the Shares, on a confidential basis, pursuant to the PCMLTFA, the *Criminal Code* (Canada) and the Trade Sanctions or as otherwise may be required by applicable laws, regulations or rules, and by accepting delivery of this Addendum, the Subscriber will be deemed to have agreed to the foregoing;
 - (iv) it shall promptly notify the Investment Manager and the Company or their agents if the Subscriber discovers that any such representations cease to be true, and shall provide the Manager, the Fund and the Dealer or their agents with appropriate information in connection therewith; and
 - (v) where required by applicable securities laws, regulations or rules, the Subscriber will execute, deliver and file such reports, undertakings and other documents relating to the purchase of the Shares by the Subscriber as may be required by such laws, regulations and rules, or assist the Investment Manager and the Company or their agents, as applicable, in obtaining and filing such reports undertakings and other documents;

- (h) the Subscriber acknowledges being notified by the Investment Manager and the Company that, in connection with the current or any future purchase of Shares:

A Share is an “eligible foreign security”, as defined in Multilateral Instrument 45-107 *Listing Representation and Statutory Rights of Action Disclosure Exemptions* and Ontario Securities Commission Rule 45-501 *Ontario Prospectus and Registration Exemptions*. If, in connection with a distribution of Shares, the Investment Manager or any other dealer delivers to the Subscriber an offering document that constitutes an “offering memorandum” under applicable securities laws in Canada, the Subscriber may have, depending on the province or territory of Canada in which the trade was made to the Subscriber, remedies for rescission or damages if the offering memorandum (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the Subscriber within the time limit prescribed by the securities legislation of the applicable province or territory. The Subscriber should refer to any applicable provisions of the securities legislation of their province or territory for the particulars of these rights or consult with a legal advisor;

- (i) it is the express wish of the Subscriber that the Subscription Agreement, this Canadian Investor Certificate and any related documentation be drawn up in English. *Il est de la volonté expresse du souscripteur que la convention de souscription ainsi que tout document connexe soient rédigés en langue anglaise*; and
- (j) upon execution of this Addendum by or on behalf of the Subscriber, this Addendum shall be incorporated into and form a part of the Application Form to which this Addendum is attached.

Dated at _____ this ____ day of _____, 20____.

Name of Subscriber (Please Print)

By: _____

(Signature)

Office or Title (Please Print)

IMPORTANT: PLEASE INITIAL EXHIBITS “1” AND “2” IN ACCORDANCE WITH THE INSTRUCTIONS SET FORTH THEREIN.

EXHIBIT “1”
(to the Addendum to Application Form)

Canadian Accredited Investor Certificate

The Subscriber hereby certifies that the Subscriber is: **[Please initial beside the applicable portion of the definition.]**

- _____ (a) a Canadian financial institution, or a Schedule III bank,
- _____ (b) the Business Development Bank of Canada incorporated under the *Business Development Bank of Canada Act* (Canada),
- _____ (c) a subsidiary of any person referred to in paragraphs (a) or (b), if the person owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of that subsidiary,
- _____ (d) a person registered under the securities legislation of a jurisdiction of Canada as an adviser or dealer,
- _____ (e) an individual registered under the securities legislation of a jurisdiction of Canada as a representative of a person referred to in paragraph (d),
- _____ (e.1) an individual formerly registered under the securities legislation of a jurisdiction of Canada, other than an individual formerly registered solely as a representative of a limited market dealer under one or both of the *Securities Act* (Ontario) or the *Securities Act* (Newfoundland and Labrador),
- _____ (f) the Government of Canada or a jurisdiction of Canada, or any crown corporation, agency or wholly-owned entity of the Government of Canada or a jurisdiction of Canada,
- _____ (g) a municipality, public board or commission in Canada and a metropolitan community, school board, the Comité de gestion de la taxe scolaire de l'île de Montréal or an intermunicipal management board in Québec,
- _____ (h) any national, federal, state, provincial, territorial or municipal government of or in any foreign jurisdiction, or any agency of that government,
- _____ (i) a pension fund that is regulated by the Office of the Superintendent of Financial Institutions (Canada), a pension commission or similar regulatory authority of a jurisdiction of Canada,
- _____ (j) an individual who beneficially owns financial assets having an aggregate realizable value that, before taxes but net of any related liabilities, exceeds \$5,000,000,
- _____ (k) a person, other than an individual or investment fund, that has net assets of at least \$5,000,000 as shown on its most recently prepared financial statements,

- _____ (l) an investment fund that distributes or has distributed its securities only to: (i) a person that is or was an accredited investor at the time of the distribution, (ii) a person that acquires or acquired securities in the circumstances referred to in sections 2.10 [*Minimum amount investment*] of NI 45-106, or 2.19 [*Additional investment in investment funds*] of NI 45-106, or (iii) a person described in paragraph (i) or (ii) that acquires or acquired securities under section 2.18 [*Investment fund reinvestment*] of NI 45-106,
- _____ (m) an investment fund that distributes or has distributed its securities under a prospectus in a jurisdiction of Canada for which a regulator or, in Québec, the securities regulatory authority, has issued a receipt,
- _____ (n) a trust company or trust corporation registered or authorized to carry on business under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in a jurisdiction of Canada or a foreign jurisdiction, acting on behalf of a fully managed account managed by the trust company or trust corporation, as the case may be,
- _____ (o) a person acting on behalf of a fully managed account managed by that person, if that person is registered or authorized to carry on business as an adviser or the equivalent under the securities legislation of a jurisdiction of Canada or a foreign jurisdiction,
- _____ (p) a registered charity under the *Income Tax Act* (Canada) that, in regard to the trade, has obtained advice from an eligibility adviser or an adviser registered under the securities legislation of the jurisdiction of the registered charity to give advice on the securities being traded,
- _____ (q) an entity organized in a foreign jurisdiction that is analogous to any of the entities referred to in paragraphs (a) to (d) or paragraph (i) in form and function,
- _____ (r) a person in respect of which all of the owners of interests, direct, indirect or beneficial, except the voting securities required by law to be owned by directors, are persons that are accredited investors. ***If you checked (r), please indicate the name and category of accredited investor (by reference to the applicable letter above) of each owner:***

Name of owner of interests:

Category:

[attach sheet if more than 3 owners]

- _____ (s) an investment fund that is advised by a person registered as an adviser or a person that is exempt from registration as an adviser,

_____ (t) a person that is recognized or designated by the securities regulatory authority or, except in Ontario and Québec, the regulator as an accredited investor, or

_____ (u) a trust established by an accredited investor for the benefit of the accredited investor's family members of which a majority of the trustees are accredited investors and all of the beneficiaries are the accredited investor's spouse, a former spouse of the accredited investor or a parent, grandparent, brother, sister, child or grandchild of that accredited investor, of that accredited investor's spouse or of that accredited investor's former spouse. ***If you checked (u), please indicate the name and category of accredited investor (by reference to the applicable letter above) of each of:***

Accredited Investor:

Name:

Category:

Individual who established trust:

Trustee:

Trustee:

Trustee:

[attach sheet if more than 3 trustees]

All monetary references in this Exhibit "1" are in Canadian Dollars.

Defined Terms:

Certain terms used above are specifically defined by applicable securities legislation, regulation or rules, as follows:

"Canadian financial institution" means:

- (i) an association governed by the *Cooperative Credit Associations Act* (Canada) or a central cooperative credit society for which an order has been made under section 473(1) of that Act, or
- (ii) a bank, loan corporation, trust company, trust corporation, insurance company, treasury branch, credit union, caisse populaire, financial services cooperative, or league that, in each case, is authorized by an enactment of Canada or a province or territory of Canada to carry on business in Canada or a province or territory of Canada;

"company" means any corporation, incorporated association, incorporated syndicate or other incorporated organization;

"director" means:

- (i) a member of the board of directors of a company or an individual who performs similar functions for a company, and
- (ii) with respect to a person that is not a company, an individual who performs functions similar to those of a director of a company;

“eligibility adviser” means:

- (i) a person that is registered as an investment dealer and authorized to give advice with respect to the type of security being distributed, and
- (ii) in Saskatchewan or Manitoba, also means a lawyer who is a practicing member in good standing with a law society of a province or territory of Canada or a public accountant who is a member in good standing of an institute or association of chartered accountants, certified general accountants or certified management accountants in a province or territory of Canada provided that the lawyer or public accountant must not
 - (A) have a professional, business or personal relationship with the issuer, or any of its directors, executive officers, founders, or control persons, and
 - (B) have acted for or been retained personally or otherwise as an employee, executive officer, director, associate or partner of a person that has acted for or been retained by the issuer or any of its directors, executive officers, founders or control persons within the previous 12 months;

“executive officer” means:

- (i) a chair, vice-chair or president;
- (ii) vice-president in charge of a principal business unit, division or function including sales, finance or production; or
- (iii) performing a policy-making function in respect of the issuer;

“financial assets” means:

- (i) cash;
- (ii) securities; or
- (iii) a contract of insurance, a deposit or an evidence of a deposit that is not a security for the purposes of securities legislation;

“foreign jurisdiction” means a country other than Canada or a political subdivision of a country other than Canada;

“fully managed account” means an account of a client for which a person makes the investment decisions if that person has full discretion to trade in securities for the account without requiring the client’s express consent to a transaction;

“individual” means a natural person, but does not include a partnership, unincorporated association, unincorporated organization, trust or a natural person in his or her capacity as trustee, executor, administrator or other legal personal representative;

“net assets” means all of the investor’s assets minus all of the investor’s liabilities;

“person” includes:

- (i) an individual,
- (ii) a corporation,
- (iii) a partnership, trust, fund and an association, syndicate, organization or other organized group of persons, whether incorporated or not, and

- (iv) an individual or other person in that person's capacity as a trustee, executor, administrator or personal or other legal representative;

“related liabilities” means:

- (i) liabilities incurred or assumed for the purpose of financing the acquisition or ownership of financial assets, or
- (ii) liabilities that are secured by financial assets;

“Schedule III bank” means an authorized foreign bank named in Schedule III of the Bank Act (Canada);

“spouse” means, an individual who,

- (i) is married to another individual and is not living separate and apart within the meaning of the Divorce Act (Canada), from the other individual,
- (ii) is living with another individual in a marriage-like relationship, including a marriage-like relationship between individuals of the same gender, or
- (iii) in Alberta, is an individual referred to in paragraph (i) or (ii), or is an adult interdependent partner within the meaning of the *Adult Interdependent Relationships Act* (Alberta);

“subsidiary” means an issuer that is **controlled** directly or indirectly by another issuer and includes a subsidiary of that subsidiary;

Control

A person (first person) is considered to control another person (second person) if

- (i) the first person beneficially owns or directly or indirectly exercises control or direction over securities of the second person carrying votes which, if exercised, would entitle the first person to elect a majority of the directors of the second person, unless that first person holds the voting securities only to secure an obligation,
- (ii) the second person is a partnership, other than a limited partnership, and the first person holds more than 50% of the interests of the partnership, or
- (iii) the second person is a limited partnership and the general partner of the limited partnership is the first person.

EXHIBIT “2”
(to the Addendum to Application Form)
Canadian Permitted Client Certificate

In connection with the purchase of Shares by the Subscriber, the Subscriber (or the signatory on behalf of the Subscriber) certifies for the benefit of the Investment Manager that the Subscriber is a permitted client within the meaning of NI 31-103.

The Subscriber hereby certifies that the Subscriber is: **[Please initial beside the applicable portion of the definition.]**

- _____ (a) a Canadian financial institution or a Schedule III bank,
- _____ (b) the Business Development Bank of Canada incorporated under the *Business Development Bank of Canada Act* (Canada),
- _____ (c) a subsidiary of any person or company referred to in paragraph (a) or (b), if the person or company owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of the subsidiary,
- _____ (d) a person or company registered under the securities legislation of a jurisdiction of Canada as an adviser, investment dealer, mutual fund dealer or exempt market dealer,
- _____ (e) a pension fund that is regulated by either the federal Office of the Superintendent of Financial Institutions or a pension commission or similar regulatory authority of a jurisdiction of Canada or a wholly-owned subsidiary of such a pension fund,
- _____ (f) an entity organized in a foreign jurisdiction that is analogous to any of the entities referred to in paragraphs (a) to (e),
- _____ (g) the Government of Canada or a jurisdiction of Canada, or any Crown corporation, agency or wholly-owned entity of the Government of Canada or a jurisdiction of Canada,
- _____ (h) any national, federal, state, provincial, territorial or municipal government of or in any foreign jurisdiction, or any agency of that government,
- _____ (i) a municipality, public board or commission in Canada and a metropolitan community, school board, the Comité de gestion de la taxe scolaire de l'île de Montréal or an intermunicipal management board in Québec,
- _____ (j) a trust company or trust corporation registered or authorized to carry on business under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in a jurisdiction of Canada or a foreign jurisdiction, acting on behalf of a managed account managed by the trust company or trust corporation, as the case may be,
- _____ (k) a person or company acting on behalf of a managed account managed by the person or company, if the person or company is registered or authorized to carry

on business as an adviser or the equivalent under the securities legislation of a jurisdiction of Canada or a foreign jurisdiction,

- _____ (l) an investment fund if one or both of the following apply: (i) the fund is managed by a person or company registered as an investment fund manager under the securities legislation of a jurisdiction of Canada; (ii) the fund is advised by a person or company authorized to act as an adviser under the securities legislation of a jurisdiction of Canada,
- _____ (m) a registered charity under the *Income Tax Act* (Canada) that obtains advice on the securities to be traded from an eligibility adviser or an adviser registered under the securities legislation of the jurisdiction of the registered charity,
- _____ (n) an individual who beneficially owns financial assets having an aggregate realizable value that, before taxes but net of any related liabilities, exceeds \$5,000,000,
- _____ (o) a person or company that is entirely owned by an individual or individuals referred to in paragraph (n), who holds the beneficial ownership interest in the person or company directly or through a trust, the trustee of which is a trust company or trust corporation registered or authorized to carry on business under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in a jurisdiction of Canada or a foreign jurisdiction,
- _____ (p) a person or company, other than an individual or an investment fund, that has net assets of at least \$25,000,000 as shown on its most recently prepared financial statements, or
- _____ (q) a person or company that distributes securities of its own issue in Canada only to persons or companies referred to in paragraphs (a) to (p).

All monetary references in this Exhibit “2” are in Canadian Dollars.

Defined Terms:

Certain terms used above are specifically defined by applicable securities legislation, regulation or rules, as follows:

“Canadian financial institution”, “eligibility adviser”, “financial assets”, “foreign jurisdiction”, “individual”, “Schedule III bank” and “subsidiary” have the same meanings as in Exhibit “1”; and

managed account” means an account of a client for which a person or company makes the investment decisions if that person or company has discretion to trade in securities for the account without requiring the client’s express consent to a transaction.