

April 29, 2015

Clinton Giustra Enterprise Partnership (Canada)
Suite 3123 – 595 Burrard Street
Three Bentall Centre, P.O. Box 49139
Vancouver, BC V7X 1J1

Attention: Board of Directors

Dear Sirs:

Re: Clinton Giustra Enterprise Partnership (Canada) (the “Charity”)

You have asked for our legal opinion whether, under Canadian laws, the Charity is permitted to disclose “private donor lists” to the public or to a foreign charity, which will in turn make the list public. By “private donor lists”, we take this to mean financial donor information, including donor names, donation amounts and donation dates, where the donors have not previously consented to the disclosure of this information.

We confirm our strong advice to you that under Canadian laws, and under Canadian charitable best practices, charitable donors have an expectation and right of privacy which must be respected by the Charity with respect to the donor’s financial information, unless public disclosure is consented to by the charitable donor or disclosure is mandated by law (for example, disclosure to a Canadian government agency). This right stems from the fact that when a donor makes a charitable donation, under Canadian law a fiduciary relationship is established between the Charity and the donor.

In its simplest terms, a fiduciary relationship is a legal and ethical relationship characterized by the highest degree of trust and confidence and that duty of trust and confidence would extend to each and every donor concerning the use of his or her information that the donor has provided. To be clear, under Canadian law and under Canadian charitable best practices, in order to maintain the fiduciary relationship between Canadian donors and the Charity with regard to the donor and the disclosure of donor information, **prior consent must be provided by each and every donor** to the Charity agreeing to the public disclosure of their donor information to any

other firm, person or entity (unless disclosure is mandated by law, such as disclosure to a Canadian government agency) **and we repeat our advice that the Charity is not permitted under Canadian law to publicly disclose such information without prior donor consent.**

In addition to our view that the establishment of a fiduciary relationship is determinative of how donor information must be dealt with by the Charity so as to comply with Canadian law and Canadian charitable best practices, we also note that the Charity is headquartered and operates within the Province of British Columbia, Canada, which has some of the strictest privacy legislation in place in Canada in the form of the *Personal Information Protection Act* ("PIPA"), and which legislation would apply to the Charity's operations. We note that unlike the Canadian federal *Personal Information Protection and Electronic Documents Act* ("PIPEDA"), British Columbia's PIPA applies to all charitable activities and does not require the trigger of engaging in a "commercial activity" for the legislation to apply to the Charity. Finally, we draw your attention to the fact that PIPEDA expressly prohibits the "bartering" of charitable donor lists (including between charitable organizations), without the consent of the donors.

We trust the foregoing is clear and is satisfactory for your purposes. We confirm that you may publicly refer to this opinion.

Yours truly,

A handwritten signature in black ink that reads "WeirFoulds LLP". The signature is written in a cursive, flowing style.

WeirFoulds LLP