

**FORM 13-502F1**  
**CLASS 1 AND CLASS 3B REPORTING ISSUERS – PARTICIPATION FEE**

**MANAGEMENT CERTIFICATION**

I, C. Verner Christensen, an officer of the reporting issuer noted below have examined this Form 13-502F1 (the **Form**) being submitted hereunder to the Ontario Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

(s) [signed "C. Verner Christensen"] \_\_\_\_\_ March 13, 2018  
Name: \_\_\_\_\_ Date: \_\_\_\_\_  
Title: Senior Vice-President and Secretary

**Reporting Issuer Name:** Guardian Capital Group Limited

**End date of previous financial year:** December 31, 2017

**Type of Reporting Issuer:**  **Class 1 reporting issuer**  **Class 3B reporting issuer**

**Highest Trading Marketplace:** TSX  
(refer to the definition of "highest trading marketplace" under OSC Rule 13-502 Fees)

**Market value of listed or quoted equity securities:**  
(in Canadian Dollars - refer to section 7.1 of OSC Rule 13-502 Fees)

**Equity Symbol**

**1<sup>st</sup> Specified Trading Period** (dd/mm/yy) GCG + GCG.A  
(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees) Jan 1, 2017 to Mar 31, 2017

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$ See Schedule "A" (i)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period See Schedule "A" (ii)

Market value of class or series (i) x (ii) \$ See Schedule "A" (A)

**2<sup>nd</sup> Specified Trading Period** (dd/mm/yy) \_\_\_\_\_  
(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees) Apr 1, 2017 to Jun 30, 2017

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$ See Schedule "A" (iii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

See Schedule "A" (iv)

Market value of class or series

(iii) x (iv) \$ See Schedule "A" (B)

**3<sup>rd</sup> Specified Trading Period (dd/mm/yy)**

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

Jul 1, 2017 to Sep 30, 2017

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$ See Schedule "A" (v)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

See Schedule "A" (vi)

Market value of class or series

(v) x (vi) \$ See Schedule "A" (C)

**4<sup>th</sup> Specified Trading Period (dd/mm/yy)**

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

Oct 1, 2017 to Dec 31, 2017

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

See Schedule "A" (vii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

See Schedule "A" (viii)

Market value of class or series

(vii) x (viii) \$ See Schedule "A" (D)

**5<sup>th</sup> Specified Trading Period (dd/mm/yy)**

(if applicable - refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

\_\_\_\_\_ to \_\_\_\_\_

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$ \_\_\_\_\_ (ix)

Number of securities in the class or series of such

\_\_\_\_\_ (x)

security outstanding at the end of the last trading day of the specified trading period

Market value of class or series (ix) x (x) \$ \_\_\_\_\_ (E)

**Average Market Value of Class or Series**

(Calculate the simple average of the market value of the class or series of security for each applicable specified trading period (i.e. A through E above))

\$ 768,998,810.66 (1)

(Repeat the above calculation for each other class or series of equity securities of the reporting issuer (and a subsidiary pursuant to paragraph 2.8(1)(c) of OSC Rule 13-502 Fees, if applicable) that was listed or quoted on a marketplace at the end of the previous financial year)

**Fair value of outstanding debt securities:**

(See paragraph 2.8(1)(b), and if applicable, paragraph 2.8(1)(c) of OSC Rule 13-502 Fees)

\$ N/A (2)

(Provide details of how value was determined)

**Capitalization for the previous financial year** (1) + (2) \$ 768,998,810.66

**Participation Fee**

(For Class 1 reporting issuers, from Appendix A of OSC Rule 13-502 Fees, select the participation fee)

\$ 40,950.00

(For Class 3B reporting issuers, from Appendix A.1 of OSC Rule 13-502 Fees, select the participation fee)

**Late Fee, if applicable**

(As determined under section 2.7 of OSC Rule 13-502 Fees)

\$ 0

**Total Fee Payable**

(Participation Fee plus Late Fee)

\$ 40,950.00

**FORM 13-502F1  
SCHEDULE "A"**

**GUARDIAN CAPITAL GROUP LIMITED**

**Equity Symbol GCG**

<b>1st Specified Trading Period (dd/mm/yy)</b> (refer to the definition of "specified trading period" under OSC Rule 13-502Fee)	<u>01/01/17</u> to <u>31/03/17</u>
Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace	\$ 25.59
Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period	3,468,748
Market value of class or series	\$88,765,261.32
<b>2nd Specified Trading Period (dd/mm/yy)</b> (refer to the definition of "specified trading period" under OSC Rule 13-502Fee)	<u>01/04/17</u> to <u>30/06/17</u>
Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace	\$ 26.79
Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period	3,468,748
Market value of class or series	\$92,916,196.43
<b>3rd Specified Trading Period (dd/mm/yy)</b> (refer to the definition of "specified trading period" under OSC Rule 13-502Fee)	<u>01/07/17</u> to <u>30/09/17</u>
Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace	\$ 25.39
Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period	3,468,748
Market value of class or series	\$88,059,949.23
<b>4th Specified Trading Period (dd/mm/yy)</b> (refer to the definition of "specified trading period" under OSC Rule 13-502Fee)	<u>01/10/17</u> to <u>31/12/17</u>
Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace	\$ 25.15

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period	3,218,919
Market value of class or series	\$80,966,542.58
<b>Average Market Value of Class or Series</b>	\$87,676,987.39 (1)
<b>Fair value of outstanding debt securities:</b> (see paragraph 2.8(1)(b), and if applicable, paragraph 2.8(1)(c) of OSC Rule 13-502 Fees)	\$ -- (2)
<b>Capitalization for the previous financial year</b>	<b>\$87,676,987.39 (1)+(2)</b>

### Equity Symbol GCG.A

<b>1st Specified Trading Period (dd/mm/yy)</b> (refer to the definition of "specified trading period" under OSC Rule 13-502Fee)	<u>01/01/17</u> to <u>31/03/17</u>
Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace	\$ 25.15
Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period	26,554,632
Market value of class or series	\$667,937,510.24
<b>2nd Specified Trading Period (dd/mm/yy)</b> (refer to the definition of "specified trading period" under OSC Rule 13-502Fee)	<u>01/04/17</u> to <u>30/06/17</u>
Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace	\$ 27.05
Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period	26,554,632
Market value of class or series	\$718,214,280.16
<b>3rd Specified Trading Period (dd/mm/yy)</b> (refer to the definition of "specified trading period" under OSC Rule 13-502Fee)	<u>01/07/17</u> to <u>30/09/17</u>
Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace	\$ 25.48
Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period	26,554,632

Market value of class or series	\$676,612,023.36
<b>4th Specified Trading Period (dd/mm/yy)</b> (refer to the definition of "specified trading period" under OSC Rule 13-502Fee)	<u>01/10/17</u> to <u>31/12/17</u>
Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace	\$ 25.19
Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period	26,304,532
Market value of class or series	\$662,523,479.31
<b>Average Market Value of Class or Series</b>	\$681,321,823.27 (1)
<b>Fair value of outstanding debt securities:</b> (see paragraph 2.8(1)(b), and if applicable, paragraph 2.8(1)(c) of OSC Rule 13-502 Fees)	\$ -- (2)
<b>Capitalization for the previous financial year</b>	<b>\$681,321,823.27 (1)+(2)</b>
<b>Total Capitalization for the previous financial year (GCG + GCG.A)</b>	\$87,676,987.39 + \$681,321,823.27 <b>= \$768,998,810.66</b>
<b>Participation Fee</b>	<b>\$40,950.00</b>