

**CANADIAN SUBSCRIPTION AGREEMENT SUPPLEMENT FOR HAMILTON LANE
GLOBAL PRIVATE ASSETS FUND**

By signing below, the subscriber (“**Subscriber**”) acknowledges and agrees that this Canadian Subscription Agreement Supplement is incorporated into and forms part of the subscription agreement for Shares of Hamilton Lane Global Private Assets Fund (the “**Fund**”) entered into between the Fund and the Subscriber (the “**Subscription Agreement**”). Capitalized terms used and not defined in this document have the meanings given to them in the private placement memorandum of the Fund dated March 2021 (the “**PPM**”) or the Subscription Agreement, as the same may be amended, restated and/or supplemented from time to time (collectively, the “**Fund Documents**”).

1. Subscriber hereby represents, warrants, covenants and/or acknowledges to each of the Fund, Hamilton Lane Advisors, L.L.C. (the “**Investment Manager**”), and Hamilton Lane (Canada) LLC (the “**Dealer**”, and collectively, the “**Fund Parties**”), that:

(a) Subscriber is located and resident in, and was offered the Shares in, the province listed in the address of Subscriber set out in the Subscription Agreement, and Subscriber is not subject to the requirements of the securities laws of any other province or territory of Canada, or any other jurisdiction in connection with its purchase of the Shares.

(b) Subscriber is basing its investment decision solely on the Fund Documents which have been provided to Subscriber and not on any other information concerning the Fund or the offering;

(c) Subscriber is purchasing the Shares as principal for its own account or is deemed to be purchasing the Shares as principal for its own account in accordance with applicable securities laws.

(d) The Shares have not been and will not be qualified for sale to the public by prospectus under applicable Canadian securities laws and, accordingly, any sale of the Shares in Canada will only be made on a basis which is exempt from the prospectus requirements of Canadian securities laws. Even if the Fund Documents state that the Shares may be transferred by Subscriber, any such transfer may only be effected pursuant to a prospectus exemption under Canadian securities laws, or in a transaction not subject to the prospectus requirements of Canadian securities laws. In addition, such transfer may only be effected by a person not required to register as a dealer under Canadian securities laws or through a dealer that is appropriately registered or exempt from registration in the jurisdiction of the transfer.

2. **Accredited Investor:** Subscriber hereby represents, warrants and certifies that Subscriber is an “accredited investor” as defined in Section 1.1 of National Instrument 45-106 *Prospectus Exemptions* or Section 73.3 of the *Securities Act* (Ontario), by virtue of the fact that Subscriber is (please check one box):

- (a) Either:
- (i) a Canadian financial institution, which means:
 - (A) 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
 - (B) 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 jurisdiction of Canada to carry on business in Canada or a jurisdiction in Canada;

- (ii) or a Schedule III bank, meaning an authorized foreign bank named in Schedule III of the *Bank Act* (Canada);
- (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 registered solely as 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) *[Intentionally omitted]*;
- (j.1) an individual who beneficially owns financial assets having an aggregate realizable value that before taxes but net of any related liabilities, exceeds Cdn. \$5,000,000;
- (k) *[Intentionally omitted]*;
- (l) *[Intentionally omitted]*;

- (m) a person, other than an individual or investment fund, that has net assets of at least Cdn. \$5,000,000 as shown on its most recently prepared financial statements, but not a person that is created or used solely to purchase or hold securities as an accredited investor;
- (n) 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*] and 2.19 [*Additional investment in investment funds*] of National Instrument 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 National Instrument 45-106;
- (o) an investment fund that distributes or has distributed securities under a prospectus in a jurisdiction of Canada for which the regulator or, in Québec, the securities regulatory authority, has issued a receipt;
- (p) 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;
- (q) 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;
- (r) 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;
- (s) 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;
- (t) 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;
- (u) an investment fund that is advised by a person registered as an adviser or a person that is exempt from registration as an adviser;
- (v) 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

- (w) 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 of the trust 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.

3. **Permitted Client Representation:** Subscriber hereby represents, warrants and certifies that Subscriber is a "permitted client" as defined in Section 1.1 of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*, as modified by Multilateral Instrument 32-102 *Registration Exemptions for Non-Resident Investment Fund Managers*, by virtue of the fact that Subscriber is (please check one box):

- (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 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) *[Intentionally omitted]*
- (n) a registered charity under the *Income Tax Act* (Canada) that obtains advice on the securities to be traded from an eligibility adviser, as defined in section 1.1 of National Instrument 45-106 *Prospectus Exemptions*, or an adviser registered under the securities legislation of the jurisdiction of the registered charity;
- (o) an individual who beneficially owns financial assets, as defined in section 1.1 of National Instrument 45-106 *Prospectus Exemptions*, having an aggregate realizable value that, before taxes but net of any related liabilities, exceeds Cdn. \$5 million;
- (p) a person or company that is entirely owned by an individual or individuals referred to in paragraph (o), 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;
- (q) a person or company, other than an individual or an investment fund, that has net assets of at least Cdn. \$25 million as shown on its most recently prepared financial statements; or
- (r) a person or company that distributes securities of its own issue in Canada only to persons or companies referred to in paragraphs (a) to (q).

4. **Notices:** Subscriber acknowledges receipt of the following notices:

- (a) **Enforcement of Legal Rights.** Each Fund Party and its respective directors and officers, as well as any experts named in the Fund Documents, are or may be located outside of Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Fund Parties or those persons. All or a substantial portion of the assets of the Fund Parties or those persons may be located outside of Canada and, as a result, it may not be possible to satisfy a judgment against the Fund Parties or those persons in Canada or to enforce a judgment obtained in Canadian courts against the Fund Parties or those persons outside of Canada.
- (b) **International Investment Fund Manager.** The Investment Manager is not registered as an investment fund manager in any province or territory of Canada. All or substantially all of the assets of the Investment Manager may be situated outside of Canada and there may be difficulty enforcing legal rights against the Investment Manager for these reasons.

The head office of the Investment Manager is located at One Presidential Boulevard, 4th Floor, Bala Cynwyd Pennsylvania 19004 USA. The agent for service of process of the Investment Manager in Ontario is Osler, Hoskin & Harcourt LLP, 100 King Street West, 1 First Canadian Place, Suite 6200, Toronto, ON M5X 1B8.

- (c) **Rights of Action:** In connection with this distribution of Shares which constitute “eligible foreign securities” as defined in Ontario Securities Commission Rule 45-501 *Ontario Prospectus and Registration Exemptions* and Multilateral Instrument 45-107 *Listing Representations and Statutory Rights of Action Disclosure Exemptions* or other applicable provisions, a Fund Party has delivered to you the PPM which may constitute an offering memorandum under applicable securities laws in Canada. Subscriber may have, depending on the province or territory of Canada in which the trade was made to Subscriber, remedies for rescission or damages if the PPM contains a misrepresentation, provided that the remedies for rescission or damages are exercised by Subscriber within the time limit prescribed by the securities legislation of Subscriber’s province or territory. Subscriber should refer to any applicable provisions of the securities legislation of Subscriber’s province or territory for particulars of these rights or consult with a legal advisor.

- (e) **French Language Waiver.** The parties to this Agreement confirm that it is their wish that this Agreement, as well as all documents relating to this Agreement, have been and shall be drawn up in the English language only. *Les signatures conferment leur volonté que la présente convention, de même que tous documents s’y rattachant, y compris tout avis, à l’annexe et autorisation, soient rédigés en anglais seulement.*

5. **Suppression of Terrorism and Canadian Sanctions:**

- (a) To the best of Subscriber’s knowledge, the funds being used to purchase the Shares: (i) were not obtained or derived, directly or indirectly, as a result of illegal activities; (ii) are not intended to be used, directly or indirectly, in order to carry out a criminal offence, a terrorist activity or for the benefit of a terrorist group, (iii) are not owned or controlled by a terrorist group; and (iv) are not being tendered on behalf of a person or entity who has not been identified to Subscriber.

- (b) Subscriber is not a person or entity identified on a list established under section 83.05 of the *Criminal Code* (Canada) or in any Regulations made under the *United Nations Act* (Canada), the *Freezing Assets of Corrupt Foreign Officials Act* (Canada), the *Justice for Victims of Corrupt Foreign Officials Act (Sergei Magnitsky Law)* (Canada), the *Special Economic Measures Act* (Canada) or any other Canadian statutes or regulations which take legislative measures against terrorist financing and against financial dealings with certain sanctioned individuals and entities (collectively, “**STCS Legislation**”);

- (c) Each Fund Party may in the future be required by law to disclose Subscriber’s name and other information relating to Subscriber, on a confidential basis, pursuant to STCS Legislation and Subscriber is deemed to have agreed to the foregoing;

- (d) Subscriber shall promptly notify the Fund Parties if Subscriber discovers that any such representations cease to be true, and shall provide the Fund Parties with appropriate information in connection therewith.

6. **Indirect Collection of Personal Information:** By purchasing the Shares, Subscriber acknowledges that information such as its name and other specified information, including specific purchase details, will be disclosed to Canadian securities regulatory authorities as part of a Report of Exempt Distribution on Form 45-106F1 (the “**Report**”) and may become available to the public in accordance with the requirements of applicable laws. Subscriber consents to the disclosure of that information.

Subscriber is hereby notified that the following personal information about Subscriber will be disclosed to the Ontario Securities Commission (the “**OSC**”) in the Report: his or her full legal name, residential street address, telephone number, email address (if available), specific purchase details and details of the prospectus exemption relied on. Such information is collected on behalf of and used by the OSC under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation. By purchasing the Shares, Subscriber authorizes this indirect collection of information by the OSC. Questions about the collection and use of this information should be directed to:

Ontario Securities Commission

20 Queen Street West, 22nd Floor

Toronto, Ontario M5H 3S8

Telephone: (416) 593- 8314

Toll free in Canada: 1-877-785-1555

Facsimile: (416) 593-8122

Email: exemptmarketfilings@osc.gov.on.ca

Public official contact regarding indirect collection of information:

Inquiries Officer

7. **CANADIAN TAX CONSIDERATIONS:** THE FUND DOCUMENTS DO NOT ADDRESS THE CANADIAN TAX CONSEQUENCES OF THE ACQUISITION, HOLDING OR DISPOSITION OF THE SHARES. PROSPECTIVE PURCHASERS OF SHARES ARE STRONGLY ADVISED TO CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO THE CANADIAN AND OTHER TAX CONSIDERATIONS APPLICABLE TO THEM.

Dated this ____ day of _____, 20__.

Subscriber Name

Subscriber Signature

Name of Authorized Signatory