

Actual, potential and perceived conflicts of interest are not uncommon. Our relationship with you is no different. Wellington-Altus Private Wealth Inc. (WAPW, we, our, or us) provides a broad range of services in investment management and retail client services and products. We recognize that by definition some of these activities are more susceptible to conflicts of interest than many other commercial activities, since in rare circumstances, we could represent both sides of a transaction; namely, the buyer and seller. As an Introducing Broker, we will generally have fewer cases of such conflicts of interest in comparison to a fully integrated firm. Nonetheless, conflicts of interest could still arise.

The general types of conflicts of interest which can arise are:

- Conflicts of interest between you and us;
- Conflicts of interest between you and other clients;
- Conflicts of interest between us and our related and associated companies forming part of the Wellington-Altus Group of Companies (see below);
- Conflicts of interest arising as a result of the fact that your Advisor (and, potentially, some other WAPW employees) are shareholders of the parent company of the Wellington-Altus Group of Companies and could indirectly benefit from the financial success of such related and associated companies; and
- Conflicts of interests in which the issuer and ourselves are controlled by the same person, company or "professional group" (including our employees, officers and directors).

Canada has comprehensive and extensive securities rules and regulations, many of which are designed to protect client and investor interests, many of which address dealing with conflicts of interest. We suggest that you refer to the websites and publications of the provincial securities commissions and CIRO for more information about how Canadian securities regulations address conflicts of interest in order to safeguard the investing public.

### Management of Conflicts of Interest

In general, we deal with and manage relevant conflicts using broad principles, described as follows:

**Avoidance:** This includes avoiding conflicts that are prohibited by law as well as conflicts that either cannot effectively be addressed or are difficult to address in practice without the expenditure of substantial human and capital resources. Examples of avoided conflicts are tied selling, proprietary trading and the provision of proprietary research.

**Control:** We manage acceptable conflicts through several means, depending on the particular conflict. Management tools may include: (i) internal audit processes to ensure that specific disclosure of conflicts as described in this document, or supplemental disclosure forms, are actually provided to the client, either at the time of account opening or prior to the entry of a transaction order, as applicable; (ii) where available and within the context of WAPW supervision Policies and Procedures, use of electronic and manual surveillance to monitor the application of conflict control measures, and (iii) physically separating different business functions and restricting the internal exchange of information.

**Disclosure:** The disclosure method of conflict management is to provide you with the necessary disclosure and information about potential or existing conflicts. This enables you to assess independently their significance when evaluating our recommendations and determining your course of action.

Specific discussions on an issue-by-issue basis about management of conflicts follow. The information is intended to assist you in understanding and assessing material, potential and actual conflicts of interest, including how we address them in a way that protects your interests and places them ahead of ours. Included in the discussion of each conflict is detail regarding the potential negative consequences of each conflict or potential conflict of interest which is intended to aid you in understanding the specific risks of such conflict or potential conflict. Where conflicts of interest arise during our relationship, WAPW will address such conflicts in your best interest. Should we identify any new conflicts or potential conflicts of interests in the future, we will keep you informed as soon as possible. If you have any questions or concerns, whether they involve conflicts of interest or any other matter, do not hesitate to ask your Advisor for an explanation and more information. If you are not satisfied with the response, you should contact our Chief Compliance Officer through [complianceinquiries@wellington-altus.ca](mailto:complianceinquiries@wellington-altus.ca).

### Relationship with Wellington-Altus Group of Companies

WAPW is a subsidiary of Wellington-Altus Financial Inc. (WAFI) and is a member of the Wellington-Altus Group of Companies, which operate a diversified financial services business. The Wellington-Altus Group of Companies includes WAPW and WAPW's affiliated entities listed below:

1. WAFI, the parent company;
2. Wellington-Altus Private Counsel Inc (WAPC);
3. Wellington-Altus USA Inc. (WA USA);
4. Wellington-Altus Insurance Inc. (WAI);
5. Wellington-Altus Group Solutions Inc. (WAGS);
6. Independent Advisor Solutions Inc. (IAS); and
7. Wellington-Altus Shared Services Inc. (WASSI).

All WAPW Advisors (and other members of the professional group) own an interest in WAFI, the parent company of the Wellington Altus Group of Companies. In the course of our relationship with you, we may recommend that you enter into transactions or arrangements with other Wellington-Altus Group of Companies.

Specifically:

- You may receive a recommendation to purchase (or, alternatively, your Advisor may include in your managed portfolios,) products that are portfolio managed by a portfolio manager who is an employee and advisor of WAPW or WAPC, and this same individual (advisor) may also be a shareholder in WAFI, the parent company of WAPW;
- You may receive an opportunity to open an account in the United States via WA USA;
- You may receive an opportunity to purchase insurance products from WAI;
- You may receive an opportunity to purchase group insurance or group retirement/benefits from WAGS;
- You may receive an opportunity to purchase (or, alternatively, your Advisor may include in your managed portfolios) the Platinum Private Portfolios (PPP) Unified Managed Accounts (UMA) and/or proprietary offering memorandum funds, some of which are manufactured and investment fund managed by iAS and portfolio managed by iAS WAPW or WAPC (for more information, see "Related and Connected Issuer List" located at: [www.wellington-altus.ca/legal](http://www.wellington-altus.ca/legal)); and/or
- Certain corporate or administrative services may be delivered through WASSI, which could jointly and simultaneously support more than one of the Wellington-Altus Group of Companies.

WAUSA is a wholly-owned subsidiary of WAFI that services both clients that are residents in the USA or client's resident in Canada with USA tax advantaged accounts. WAUSA is a registered Portfolio Manager in Canada and the Ontario Securities Commission is its primary regulator. WAUSA is also a registered Investment Adviser firm in the USA by the

SEC. Accordingly, advisors registered with WAUSA are also dually registered with WAPW. If an advisor is providing you advice on a WAUSA account, they are acting for WAUSA, if the advisor is advising you on a WAPW account, they are acting for WAPW.

As a result of an ownership stake in WAFI, your Advisor (and other members of the professional group) would indirectly benefit from the financial success of such companies arising from such recommendations and/or decisions.

WAPW may receive services from, or provide services to, other members of the Wellington-Altus Group of Companies, including sub-advisory services, particularly in the case of iAS and WAPC. WAPW or its professional group may receive compensation for providing services or products to you from other members of the Wellington-Altus Group of Companies. In such circumstances, there may be a perception that WAPW will put the interests of the Wellington-Altus Group of Companies ahead of the interests of its clients and will recommend unsuitable products and services to benefit the Wellington-Altus Group of Companies.

An employee of WAPW provides independent agency services to issuers of structured notes. WAPW receives commissions from the issuers for distributing these structured note products and such products occasionally may become available to be recommended to you or purchased on your behalf by your advisor.

Your Advisor is required to recommend products and services to you based on your needs, not to meet business targets, and must comply with WAPW's policies, including making suitable recommendations and putting your interest first. The Wellington-Altus Group of Companies are separate legal entities with entity-specific compliance procedures and requirements. WAPW will only enter into arrangements or transactions with other members of the Wellington-Altus Group of Companies where permitted under securities laws and where any material conflicts are fully disclosed to you and we have taken appropriate steps to mitigate those conflicts.

### Proprietary Products

WAPW advisors may recommend proprietary products such as PPP, proprietary offering memorandum, mutual funds, insurance products, group insurance, group retirement/benefits, or other sub-advisory services offered or created by members of the Wellington-Altus Group of Companies. WAPW may have accounts that invest only in Wellington-Altus Group of Companies' products either by virtue of: (i) participation in a certain platform such as PPP or proprietary offering memorandum funds; or (ii) the recommendation or discretion of your Advisor. WAPW requires that any product, proprietary or otherwise be subject to the review of the Product Shelf Committee and/or Managed Accounts Committee to ensure it meets the necessary criteria to be included on the WAPW product shelf and to be made available to clients of WAPW. WAPW's Product Shelf Committee and/or Managed Accounts Committee conducts extensive due diligence on all products offered to clients and extensively documents its decision-making process. All such products are assessed on numerous criteria including, without limitation, performance, fees, risk, liquidity, reputation of service providers, strategy and comparable existing products. WAPW determines which products to make available to clients independent and without influence from its affiliated entities. Whether proprietary or otherwise, your Advisor is required to select securities which are suitable for you and which align with your investor profile. Recommending or investing in Wellington-Altus Group of Companies proprietary products instead of third-party products may be perceived as putting the interests of WAPW or its affiliates before yours. Including proprietary products in your account may create the perception that we are choosing products based on the benefit to the Wellington-Altus Group of Companies regardless of the suitability of the product.

For more information about related and connected securities of WAPW, please see the "Related and Connected Issuer List" at: [www.wellington-altus.ca/legal](http://www.wellington-altus.ca/legal).

WAPW Advisors are required to recommend and invest in products and services that meet your needs and fit your investor profile, not to meet business targets or provide benefits to WAFI, the holding company for all of the other Wellington-Altus Group of Companies. WAPW offers both third-party products and Wellington-Altus Group of Companies proprietary products. WAPW does not compensate its Advisors more, or offer incentives to Advisors, if they recommend Wellington-Altus Group of Companies' products other than (a) commissions paid in respect of WAII and WAGS products, (b) standard grid payment in respect of accounts in WA USA, (c) indirect benefits realized from the economic success of WAFI from the performance of the Wellington-Altus Group of Companies, and (d) differentiated Advisor payout structures in respect of PPP, which at the same client fee rate, results in lower payout to Advisors in terms of actual dollars compared with non-PPP client fees. All Wellington-Altus Group of Companies' proprietary products are subjected to the same review, selection criteria and ongoing evaluation as third-party products. WAPW conducts market analysis to ensure the terms of Wellington-Altus Group of Companies' proprietary products are competitive and comparable to those products offered by third parties. All Wellington-Altus proprietary products in your account must align with your investment objectives, restrictions and know your client (KYC) Information in your WAPW Client Account Application and as updated periodically. Regardless of whether the product is third-party or proprietary, our policies and procedures require that recommendations are suitable and put your interest first.

### Compensation

We earn compensation by providing you products and services. Different products and services may have differing levels of compensation, and different account types may have differing fees. For fee-based accounts, our compensation may be based on the valuation of your account and/or assets under management. For commission-based accounts, our compensation may be based on sales volume. The compensation we receive may impact the valuation of your account. Commissions and fees for similar services may vary within our established fee schedule depending on your agreement with your Advisor. We may receive compensation from securities issuers and other third parties based on their products we sell to you, such as "trailer fees" on mutual funds and commissions and "trailer fees" on segregated funds and insurance policies. We may be perceived to be financially motivated to recommend products, services or account types based on factors other than your best interest.

We offer a wide variety of products and pricing options to choose from, and our compensation will be disclosed to you in your WAPW Client Account Agreement. The alternatives we offer are intended to address any conflicts associated with commission-based pricing. We offer other products such as no-load mutual funds, which have pricing structures designed to reduce commissions paid by you. We are required by industry regulations and WAPW policy to put your interests first and make only suitable investment recommendations that are consistent with your KYC Information. We regularly review whether a fee-based account is appropriate, given your KYC information. Further, to avoid duplicate fees being charged in fee-based accounts, products with up-front or trailing commissions will be excluded from your assets for the purpose of calculating fees. We may choose not to offer a complex product that carries a high commission. We offer competing commission options that may not necessarily be tied to sales volumes and that may be more advantageous to certain clients under certain circumstances.

### Issuer Compensation

We receive compensation for services provided to issuers of securities. We are paid by issuers of securities when we participate in syndicates and sell newly issued securities to you. WAPW may participate in "bought deal" syndicates where we are obligated to buy a share of syndicated new issue and then resell the securities that we own to our clients (or, if we do not, we assume potential financial risks or liability). When the offering is a non-brokered private placement for sale to accredited investors, we receive a commission paid by the issuer. The commissions and fees earned on some products that we distribute on behalf of issuers do not appear in your client statements, where such commissions and fees are paid to us acting in our capacity as an agent or underwriter, as such commissions and fees are paid directly by the issuer for such services. Typically, all commissions and fees earned by your Advisor will be reflected in your account statements and/or annual report. We may be perceived as favoring our financial interest when newly issued securities or securities of issuers we have provided services for are recommended to you. We may also receive compensation where we act as a "Principal Distributor" for certain funds. This fee is paid by the issuer to WAPW and is disclosed in the funds' prospectus and on our website at [www.wellington-altus.ca/legal](http://www.wellington-altus.ca/legal). Your Advisor is required to recommend products and services to you based on your needs, not to meet business targets, and must comply with WAPW's policies, including making suitable recommendations and putting your interest first. We will disclose to you any fees or commissions received from an issuer, the situations and types of third-party compensation we may receive, and the relationships we may have with an issuer. Disclosure may be provided through offering documents such as the applicable prospectus or the offering memorandum and/or your WAPW Client Account Agreement. Our policies and procedures require WAPW and its employees to understand the structures, features and risks of each security recommended to a client. WAPW has a product review committee responsible for reviewing, authorizing and approving new product proposals as well as establishing requisite guidelines regarding the sale of existing products.

### Internal and External Products or Services

We may recommend that you use more of our internal services and buy more of our internal products, or more products and services from external organizations. We may be perceived to have incentive to recommend products and services to you, that align with our financial interest, rather than your best interest.

We do not engage in “tied selling” which is prohibited by regulation and WAPW policy. We have policies and procedures prohibiting recommendations solely for the purpose of generating revenue for us without any actual or potential benefit to you. WAPW has compliance programs to identify and monitor that Advisors are complying with securities laws and are not recommending products or services that are not suitable or are not in the best interests of clients. We have referral arrangement policies and procedures to ensure that any referral arrangements we may enter into are formalized in writing and to ensure clients receive disclosure of the arrangement where they are a referred client.

## Related and Connected Issuers

We have discretion or control over transactions in your account if it is a managed account. There may be a perception that we may exercise our discretion to our personal benefit, rather than your best interest. Regulations require that we disclose and obtain your specific approval to purchase securities of related and connected entities, or securities from issuers for whom we are offering securities as a syndicate agent, when we have discretionary power to do so. We are required by industry regulations and WAPW policy to put your interests first and make only suitable investment recommendations that are consistent with your KYC Information. The trade confirmation delivered to you will indicate securities that are for related or connected issuers. All products, including related and connected issuers, are subjected to the same review, selection criteria and ongoing evaluation as third-party products as described above. A list of related and connected issuers is maintained on [www.wellington-altus.ca/legal](http://www.wellington-altus.ca/legal).

## Referral Arrangements

We may refer you to a third-party and receive a referral fee or pay a referral fee to a third-party if you are referred to us. The purpose of these referrals is to introduce you to qualified persons who are best suited to provide products or services requested. There may be a perception that, when you are referred, the referral is in our financial or business interest and not in your best interests. All referral arrangements are formalized in writing. We have policies and procedures to satisfy ourselves that when you are referred to a third-party, the party receiving the referral has the appropriate qualifications to provide the specific services to you. If you are a referred client, you will receive disclosure of the arrangement, including the method of calculating the referral fee. You do not pay any additional charges or fees in connection with referrals and are not obligated to purchase any product or service in connection with a referral.

## Proxy Voting

If you hold a security of a public issuer that is involved in a takeover bid, corporate reorganization, solicitation of proxies or other corporate actions, we may receive requests from issuers or others, to solicit your proxy and/or vote on your behalf. When casting proxy votes, we may be perceived as voting to our personal benefit, rather than your best interest. Securities regulations require specific disclosure by the issuer for these types of arrangements. We do not accept payment for proxy solicitations and will not dictate your vote choice on the proxy request. Our policies and procedures require that proxy voting must always be done in the best interest of clients. This means voting with a view to enhance the value of the shares or securities held by you. Your financial interest is the primary consideration in determining how proxies will be voted. WAPW will generally vote with management; however, each matter will be reviewed on a case-by-case basis to make the appropriate determination.

## Interest Spreads

We earn revenue from interest spreads on money that is loaned to you on a margin account and uninvested cash deposits with us. We may be perceived as favoring our financial interests when we recommend that you borrow to invest, or keep funds uninvested with us.

We review our client accounts for suitability on a regular basis, and our review takes into account, among other things, the use of borrowed funds. Leveraged accounts are specifically identified for regular review. Your Advisor is required to recommend products, accounts and services to you based on your needs, not to meet business targets, and must comply with WAPW's policies. We have an obligation to make recommendations based on suitability, not generation of fees and charges. WAPW and its Advisors have an obligation to ensure that suitable account types, products and services are recommended to clients. The amount of other compensation we may receive will vary depending on the disclosed charges you pay for the products and services provided to you. Please see our Service Charges and Fees schedule, which is available on our website at <http://www.wellington-altus.ca> for further details on what fees and charged may be applicable.

## Expiring Options

We may benefit by exercising certain securities as they approach expiry if you have elected not to do so yourself. This is generally accomplished by exercising rights for securities aggregated from multiple accounts that other clients have also declined to exercise because the fees related to these transactions for each account would make them uneconomic. The exercise of options may create the perception that we are not acting in your best interests to the extent WAPW or your Advisor may benefit from the exercise.

As expiry dates approach for certain types of securities, we attempt to contact investors to determine if they want to exercise their rights before securities expire. WAPW and its Advisors put your interests first when determining whether or not to exercise expiring options and will only do so where the outcome of exercising creates a better outcome than the option expiring.

## Allocation of Securities

We may need to select which clients will be offered certain securities if availability is limited. We may need to select the order in which clients' trades are executed. In cases of limited availability of securities, not all clients who express an interest may receive those securities or the quantity requested. In determining the allocation of securities, we may be perceived as favoring one client over another. We have a “fair allocation” policy for managed accounts, which is outlined in our RDD. For non-discretionary accounts or corporate finance deals, trade allocation will be determined by us in accordance with internal procedures. WAPW will look at various factors as described more particularly in the “fair allocation” policy included in the RDD. We have policies and procedures in place to monitor trade execution and ensure market integrity as is highlighted in the section of the RDD titled “Best Execution and Handling of Orders” which is in alignment with industry regulations and standard. We are subject to regulatory requirements to ensure best execution and market integrity. WAPW policy is that clients will receive priority over Advisor or ‘PRO’ accounts when allocating securities.

## Gifts and Entertainment

We may receive or provide gifts and entertainment to or from clients, third-parties or other employees. This may create the perception that gifts and entertainment may inappropriately influence our decision making, or the decision making of third parties.

We prohibit Advisors and staff from accepting or providing gifts and entertainment that could influence decision-making, or that are frequent, recurring, excessive, or extravagant. We are required by industry regulations and WAPW policy to put your interests first and make only suitable investment recommendations that are consistent with your KYC Information.

## Product Research

We distribute investment research that is produced by third parties. The distribution of research can at times create the perception of a conflict of interest where a dealer acts in an advisory, underwriting or agency capacity for certain issuers or are sub-advisors in respect of such products. There may be cases where entities discussed in the third-party research that is distributed are issuers with which the Wellington-Altus Group of Companies have a relationship, which may create the perception of a conflict of interest. We may be perceived to distribute investment research favouring issuers with which the Wellington-Altus Group of Companies have an economic relationship, including a sub-advisory relationship. To negate this perception of conflict, WAPW only distributes third party research. We do not produce our own research on securities. Industry regulations govern the distribution of third-party research. We have policies and procedures to address the requirements related to third-party research.

## Outside Activity

At times, members of our professional group may participate in outside activities, which may include serving on a board of directors or being an officer of another entity, providing services to an affiliate within the Wellington-Altus Group of Companies, participating in community events or having a private investment in a company. In certain circumstances, members of our professional group may hold a passive minority interest in a registered sub-advisor of a financial product within the Wellington-Altus Group of Companies. In those cases, the sub- advisor may be deemed to be related to WAPW.

Before engaging in any outside activity, members of our professional group are required to disclose the activity to us. Any outside activity must be pre-approved by us. On an annual basis, members of our professional group are required to confirm their outside activities, if any. Any outside activity which presents a material conflict of interest

that cannot be addressed in your best interest will be avoided. Outside activities are subject to regulatory requirements that impose restrictions on dealings between related registered firms and/or individuals that are dually registered with a related registered firm. We are required to report to regulators all advisors who are licensed with multiple entities. Our Advisors will provide you notification in writing if they are dually registered. The relationship between WAPW and our related entities, and any material conflicts of interests we identify, will be disclosed to you in your WAPW Client Account Agreement, RDD and/or in this Conflicts of Interest Disclosure.

## Personal Trading

We may have access to commercially sensitive or inside information, and information pertaining to trades and securities in your account. Individuals who are registered or employed with us may participate in non-brokered private placements in advance of the shares being available on public markets. There may be a perception that information we have access to could be potentially used for the personal benefit of us or our employees.

Employees who learn of material non-public information are prohibited from utilizing or passing that information. We have established policies and procedures for responding to conflicts of interest that involve inside information and for complying with insider trading provisions. We place securities on a "restricted list" to avoid trading when we have non-public information. We review on a regular basis securities transactions made in personal securities accounts of our Advisors and certain other employees. We review and pre-approve all transactions in non-brokered private placements. We may decline to provide a service to avoid insider trading provisions in securities legislation.

## Related Entities

Wellington-Altus Private Wealth Inc. is a part of the Wellington-Altus Group of Companies.

Pursuant to securities law, which requires disclosure of relevant relationships with issuers of securities, please be advised:

1. Members of our professional group may be directors and/or officers of public and private corporations, which may be deemed to be connected issuers to WAPW.
2. WAPW or entities related to WAPW may, from time to time, act as an advisor, dealer or underwriter for the above entities which may be deemed to be connected issuers. We may also act as agent for clients who buy or sell shares, units or other forms of securities for issuers deemed to be connected to WAPW or entities related to WAPW.

These types of potential conflicts and any other existing or potential conflicts of interest, where not avoided, are monitored and supervised by WAPW on an internal basis and, where appropriate, will be disclosed to clients as they arise.

For current and comprehensive information relating to the material conflicts of interest that may exist between you and WAPW please visit our website at [www.wellington-altus.ca](http://www.wellington-altus.ca) or contact our Chief Compliance Officer at [complianceinquiries@wellington-altus.ca](mailto:complianceinquiries@wellington-altus.ca). Any future material conflicts of interest situations, where not avoided, will be disclosed as they arise.

## Wellington-Altus Funds

WAPW and/or its affiliates may, from time to time, act as a fund manager, portfolio manager, sub-advisor or in other capacities with respect to certain investment products or funds (the "WA Funds"). The WA Funds may not be transferable and may need to be sold in the event that you cease your relationship with Wellington-Altus and transfer to another financial institution. Should this occur, you may incur losses or have to pay tax on capital gains that would otherwise not be incurred. The WA Funds are listed in the "Related and Connected Issuer List" located at: [www.wellington-altus.ca/legal](http://www.wellington-altus.ca/legal).

Further information is maintained on [www.wellington-altus.ca](http://www.wellington-altus.ca).