

Quadrant Private Wealth Conflicts of Interest Disclosure Statement

Introduction and Background

Canadian securities laws require us to take reasonable steps to identify and respond to existing and reasonably foreseeable relevant conflicts of interest in our clients' best interests and inform clients about them, including how the conflicts might impact clients and how we plan to address them in the best interests of our clients. As a registered portfolio manager, Quadrant Private Wealth ("Quadrant") has a fiduciary duty to act with care, honesty, good faith, and always in the best interests of each client.

This is our legal responsibility and our moral duty. It is also our sincere passion. Our commitment to meeting the needs of our clients – by understanding a client's complete circumstances – is deeply embedded in our culture. This Conflicts of Interest Disclosure Statement describes the potential relevant conflicts of interest that arise or may arise in our capacity as your portfolio manager.

How We Manage Conflicts of Interest

In general, we deal with and manage relevant conflicts as follows:

- **Avoidance:** This includes avoiding conflicts that are prohibited by law as well as conflicts that cannot effectively be addressed.
- **Control:** We manage acceptable conflicts through means such as policies and procedures.
- **Disclosure:** By providing you with information about conflicts, you are able to assess their significance when evaluating our services.

Our goal is to address conflicts with care, honesty, good faith, and always in the best interests of each client. We will try to avoid conflict(s) where possible, and in all other cases either disclose the conflict, or manage it through our policies and procedures. Conflicts deemed too significant to be addressed through controls or disclosures will be avoided. Disclosures will be made in a timely and meaningful manner.

The following information is intended to assist you in understanding and assessing relevant potential and actual conflicts of interest, including how we address them. The below table is a summary of potential conflicts of interest and how we address them by primarily avoiding those potential conflicts, and then for those conflicts that do apply, how we manage them. If you have any questions regarding these potential conflicts of interest or how we avoid or manage them, please feel free to contact us.

Potential Conflict of Interest	Addressed By	How Quadrant Manages the Potential Conflict of Interest
Conflicts Arising from Proprietary Products Quadrant has developed a unique series of pooled trusts that provide access to the investment expertise of institutional	Control and Disclosure	Quadrant manages this conflict as the use of the pools is disclosed in our Investment Counsel Agreement ('ICA') and our clients consent to the purchase of the pools within their ICA. Quadrant further manages this conflict by paying for all

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managers. These pooled trusts, known as QAM Tracking Pools™, allow us to offer you a cost-effective, balanced portfolio.		operational, administrative and trading costs associated with the pools.
Conflicts arising from Related Offerings Quadrant, through its overall Quadrant Wealth Planning platform, provides access to philanthropic planning and the GiftPact Foundation Inc. ('GiftPact') and to insurance solutions through Quadrant Estate and Insurance Services ('QEIS'),	Control and Disclosure	Quadrant manages this conflict by having these offerings available to clients, though in no way are clients obliged to use these offerings. Quadrant provides disclosure to clients of the nature of the relationship between Quadrant, GiftPact and QEIS, and obtains client consent prior to the sharing of information between the three entities.
Conflicts arising from third-party compensation Quadrant may receive trailing commissions from third party mutual fund companies.	Control and Disclosure	Quadrant manages this conflict by not charging clients management fees on third party mutual funds where Quadrant receives ongoing trailing commission. Clients are provided disclosure of this practice in the ICA in schedule A (mutual fund trailers).
Conflicts in fee-based accounts Quadrant offers only fee-based accounts for its portfolio and wealth management clients.	Control and Disclosure	Quadrant discloses all fees and charges in the ICA at time of account opening. Quadrant also provides an annual fees and operating charges paid each calendar year report. Quadrant manages this conflict by making responsible investment decisions on your behalf based on a customized Investment Policy Statement (IPS) that we develop with you. The IPS accounts for your personal financial circumstances, your goals and your tolerance for risk. We review your IPS with you regularly (at least annually) and change your portfolio as required.
Addressing conflicts between clients (fair allocation of investment opportunities and cross trading)	Avoidance, Control and Disclosure	Quadrant avoids this conflict as cross trading of securities between client accounts is prohibited and manages this conflict by implementing a fair allocation of investment opportunities policy which is disclosed to clients.
Conflicts related to referral arrangements Quadrant has a limited number of referral arrangements wherein it receives referred clients and pays ongoing referral fees to referral parties who have written agreements with Quadrant. Quadrant also has referral agreements involving flow-through share transactions wherein Quadrant receives a one-time fee related to each referral for each transaction.	Control and Disclosure	Quadrant manages this conflict as it has policies and procedures related to entering into referral arrangements with third parties and providing referral specific disclosure to clients. Clients receive disclosure at the time of account opening which outlines the nature of the relationship and the amount of referral fee paid or received.
Full control or authority over the financial affairs of a client In exceptional circumstances, individual registrants of Quadrant may be named as trustees or executors for clients or their estates.	Avoidance, Control and Disclosure	Quadrant avoids this conflict in most instances by declining the appointment. In exceptional circumstances, a registrant of Quadrant may be named as a trustee or executor (typically along with co-executor(s) or co-trustee(s) independent of Quadrant) and Quadrant manages this conflict by, as a matter of policy, waiving executor fees. Should executor fees be charged, Quadrant would obtain the client's consent. Quadrant provides the client with disclosure of all conflict related to the respective appointment.
Individuals who have outside business activities and serve on the board of public companies	Avoidance and Control	Quadrant avoids this conflict as no Quadrant personnel sit on any boards of public companies. Quadrant manages this conflict as all outside business-related roles or relationships, such as directorships or trusteeships of any kind, or paid or unpaid roles with charitable organizations, must be approved, in advance, by Quadrant.

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Trade Execution – best execution and use of client brokerage commissions – soft dollar arrangements	Avoidance	Quadrant avoids any best execution conflicts it trades exclusively through its custodian. In all but exceptional cases, Quadrant pays for all execution costs for its clients, thereby satisfying its best execution obligations. Quadrant avoids any soft dollar conflicts as it does not enter into any soft dollar arrangements.
Trading and Pricing Errors	Control	Quadrant manages this by having its policy that in the event that there is a material trading or pricing error, the error will be corrected for the benefit of our client.
Personal Trading, Inside Information and Gifts and Entertainment	Avoidance and Control	Quadrant avoids the use of inside information conflict as its Code of Ethics prohibits the use of material non-public information for personal gain. Quadrant manages the personal trading conflict as its Code of Ethics requires pre-approval of all personal trades. Quadrant manages the gifts and entertainment conflict as its gifts and entertainment policy sets limits on the value of gifts and entertainment received by Quadrant personnel.