



RELATIONSHIP DISCLOSURE INFORMATION

Securities legislation in Canada requires that Nalmont Capital Inc. (hereinafter referred to as **Nalmont**, the **Firm**, **we** or **us**) make certain disclosures to each of its clients (hereinafter referred to as either the **Client** or **you**). These disclosures must describe the nature of Nalmont's activities which could have an impact on your relationship with us, including the products and services offered by Nalmont, and inform you of conflicts of interest that may arise between you and Nalmont. We are obligated to make certain disclosures so that you may understand the nature of your relationship with us and our affiliates. We are also required to make certain disclosures under provincial and federal laws such as privacy legislation so that you are aware of our policies.

This Relationship Disclosure Information document (**RDI**) will be provided to you at the time of account opening and it will also be accessible on our web page. The requirement to provide you with this document does not apply if you are a "Permitted Client", as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligation (NI 31-103)*, and if you are not an individual.

Please read this document carefully, retain it for future reference and let us know if you have questions. As required by securities laws, we will provide you with an amended version of this RDI in a timely manner if any significant change occurs.

Who are we?

Nalmont, whose head office is located in Montreal, Québec is registered as an Adviser in the specific categories of a portfolio manager in the provinces of Québec, Alberta and Ontario (each a **Jurisdiction**) as a derivatives portfolio manager in Québec and as a commodity trading manager in Ontario.

Nalmont is a wholly owned subsidiary by LFIS Capital SAS (**LFIS Capital**), a Paris-based firm founded in 2012. LFIS Capital is boutique investment management firm, registered with the Autorité des marchés financiers (France) with a quantitative DNA and a derivative expertise focused on alternative asset classes and structured solutions.

The initial investment strategies that will be managed exclusively out of Nalmont will be equity overlays that will be managed as managed accounts and sub-advised products and solutions. Although the operational responsibility will ultimately lay with the Client, Nalmont will work closely with such Clients to advise and facilitate opening of broker accounts and issues around collateral management. The strategies are systematic and rely on proprietary algorithms. These models are regularly updated and tested to ensure they are adapting to evolving market and technological conditions.

LFIS Capital draws on the unique experience of a diverse team of highly knowledgeable and technically proficient investment professionals to build sophisticated, client-focused investment solutions. LFIS Capital has developed a disciplined, robust and systematic investment process that leverages data and technology and that is deeply rooted in the financial and behavioral theory. Combined with the firm's extensive capital market experience, the result is an innovative, reliable and transparent process that clients can understand and trust. State-of-the-art capital markets infrastructure (investment platform, modelling, trading)



provides the ability to identify, price, implement, and risk-manage opportunities across markets, assets and instruments. The group's unique and profound expertise in trading and managing complex derivative instruments allows not only for robust and capital-efficient portfolio construction but also for the opportunity to profit from structural and behavioral market dislocations.

LFIS Capital is currently relying on the following exemptions in certain Canadian jurisdictions, pursuant to NI 31-103 which allows it to market its existing funds to "Permitted Clients" and "Accredited Investors" in Canada under the following regulatory exemptions:

- International Dealer Exemption in Québec, Ontario, Alberta, British Columbia and Nova Scotia
- International Investment Fund Manager Exemption in Québec and Ontario

LFIS Capital presently manages close to \$3B in alternative strategies (i.e., multi-strategy and thematic strategies) and structured solutions.

In efforts to accelerate growth and return to pre-pandemic AUM levels, LFIS Capital:

- Established a partnership with Walter Global Asset Management Inc. (**WGAM**) in December 2020;
- Is looking to develop and expand into the North American market via Nalmont.

WGAM acts as the manager for the WGAM Strategic Partnership Fund L.P. (the **WGAM Fund**). The WGAM Fund is an investment vehicle which has taken ownership positions in a diversified portfolio of organizations in the asset management industry (each a **Portfolio Partner**). WGAM is member of the Walter Group Inc. (the **Walter Group**), a diversified investment holding company based in Westmount, Quebec.

For a summary of the Portfolio Partners and Related Issuers and Connected Issuers to Nalmont, please refer to Appendix A of the attached *Conflicts of Interest Disclosure*.

Information About Our Services

As a registered Adviser in the Jurisdictions, Nalmont provides discretionary investment management services to its Clients (as described below), pursuant to such Client's Investment Management Agreement (each **IMA**) and in accordance with each Client's investment policy statement (each an **IPS**) or Sub-Advisory Agreement. Furthermore, Nalmont has a regulatory obligation to assess whether the purchase or sale of a security is suitable for each Client prior to executing the transaction or at any other time. When conducting such an assessment, we must put your interest first.

Nalmont's directly managed and sub-advised products and solutions will be marketed and serviced by its investment management team. Prospective Clients will mainly consist of "Permitted Clients" which will include sophisticated institutional investors (i.e., pension funds, foundations, endowments etc.) or family and multi-family offices. This RDI is provided to Clients who (i) are qualified as "accredited investors" under National Instrument 45-106 - *Prospectus Exemptions*; (ii) establish a separately managed account for which Nalmont acts as investment adviser.



Investment Policy Statement

Each Managed Account for a Client or a group of Clients within the same household (each an **Account**) must have a separate IPS. The IPS defines the framework that will guide the investment decision process and establish the prudent and appropriate basis for the management of each Client's Account.

The IPS captures most of the information obtained by Nalmont during the know-your-Client (**KYC**) and suitability information gathering process. Using this information together with other relevant information provided by you, Nalmont will help you establish the IPS based on your:

- time horizon and personal wealth components;
- risk profile;
- asset allocation; and
- expectations in terms of the services to be provided to you.

Risks

Each investment that is made by Nalmont on your behalf, in accordance with your IPS, is subject to a variety of risks, including (but not limited to) market, economic, political, business and currency risks.

No Guaranteed Return

There is no guarantee that the investments in your investment portfolio (each a **Portfolio**) with us will earn any positive return in the short or long term. The value of your Portfolio may increase or decrease depending on market, economic, political, regulatory and other conditions affecting your portfolio. Your IPS with us will include but will not be limited to setting objectives, defining risk/return constraints and considering time horizons.

Achievement of Investment Objective

There is no assurance that your Portfolio will achieve a desired investment return. As a Client, your investment is not guaranteed. Therefore, the greatest risk to you as an investor is that you could lose all or part of your investment. Unlike bank accounts or guaranteed investment certificates, stocks, bonds, money market securities, funds or other exempt securities are not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer.

General Market Risk and Price Volatility

Your Portfolio may experience greater volatility in its value than other funds due to the general economic and financial conditions applicable to the investments it makes.

Generally, your investments may be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, and national and international political circumstances. In addition, unexpected and unpredictable events such as war, a



widespread health crisis or global pandemic, terrorism and related geopolitical risks may lead to increased market volatility in the short term and may have adverse more general long-term effects on world economies and markets, including U.S., Canadian and other economies and securities markets.

The effects of similarly unexpected disruptive events could impact world economies and securities markets in ways that cannot presently be anticipated, aggravate other existing risks, and may cause material adverse effects to the holdings in your Portfolio.

Portfolio Concentration Risk

If a Portfolio invests a large proportion of its assets in securities issued by one issuer, in a single asset class or in a single sector, it will have risks relating to concentration. When a Portfolio is not diversified, it could experience greater volatility and will be strongly affected by changes in the market value of these securities.

Equity Securities

More specifically, Portfolios that invest in or have exposure to equities, also called stocks or shares, are affected by stock market movements. When the economy is strong, the outlook for many companies will be favorable, and share prices will generally rise, as will the value of the portfolio that owns these shares. On the other hand, share prices usually decline in times of general economic or industry downturn. The price of equity securities of certain companies or companies within a particular industry sector may fluctuate differently than the value of the overall stock market because of changes in the outlook for those individual companies or industries.

Specific Issuer Risk

The value of all securities will vary positively or negatively with developments within the specific companies that issue the securities. Changes in the value of the business of the specific issuer may affect the value of your portfolio. The price of a security is influenced by larger economic conditions, the market and by the specific outlook for the issuer.

Regulatory Risk

Changing government regulations may significantly affect the value of your portfolio and the value of the Fund's securities. Restrictions on ownership, environmental laws, taxation, deregulation, monopoly grants, subsidies imposed or removed are just a few examples of regulatory risk.

Stock Market Risk

The value of most securities, in particular equity securities, are affected by general economic and market conditions.



Speculative Investment Risk

Nalmont proposes investment strategies that may be deemed speculative and are not intended as a complete investment program. Nalmont's proposed investment strategies should be considered only by persons financially able to maintain their investment and who can bear the risk of loss associated with an investment in these investment strategies. Investors should review closely the investment objectives and investment strategies to be utilized by Nalmont as outlined herein to familiarize themselves with the risks associated with an investment in the proposed investment strategies.

There is no assurance that the investment strategies will be able to achieve their investment objectives.

Risks relating to Foreign Investments

A Portfolio that invests in foreign countries may face increased risk because the standards of accounting, auditing and financial reporting in these countries may not be as stringent as in Canada and the U.S. These countries may be less regulated, and firms may receive less complete information on the securities they buy. A change of government or a change in the economy can affect foreign markets. Governments may impose exchange controls or devalue currencies. This would restrict the ability of a firm to withdraw investments. Some foreign stock markets are less liquid and more volatile than the North American markets. If a market has lower trading volumes, it can restrict the firm's ability to buy or sell securities. This increases the risk for a portfolio that only invests in foreign securities.

Commodities

To the extent Nalmont invests your assets in commodities within sub-sectors such as energies, metals, grains, soft commodities, your assets will be influenced by changes in the price of such commodities. Commodity prices can change significantly as a result of supply and demand, speculation, international monetary and political factors, government and central bank activity, and changes in interest rates and currency values.

Derivatives

A derivative is a contract between two parties. The value of the contract is "derived" from the market price or value of an underlying asset, like currency or stock, or an economic indicator such as interest rates or stock market indices.

Examples of derivatives include:

Options - which are securities that give the mutual fund the ability to buy or sell a security at a pre-set price until a future date, but the mutual fund need not elect to do so.

Forward Contracts - which are similar to options, but instead they require a mutual fund to purchase or sell a security or commodity at a pre-set price at a future date or exchange the equivalent value of the forward contract in cash. The counterparty (i.e., the person (normally an investment dealer or financial



institution) with whom a mutual fund enters into a derivative transaction) to the forward contract will be obliged to pay the mutual fund any increase in the value of the forward contract, or the mutual fund will be obliged to pay the counterparty any decrease in the value of the contract.

Futures Contracts - which are standardized forward contracts that trade on a futures exchange.

Swaps - which are arrangements under which a mutual fund agrees to exchange cash flows from different financial instruments with another party. Some examples include an interest rate swap in which a mutual fund agrees to exchange a fixed rate of interest on a bond for a floating rate of interest on another bond of the same amount, and a credit default swap in which a premium is paid by a mutual fund for a right to receive payment if a bond issuer commits certain specified defaults.

Nalmont may use derivatives to:

- offset or reduce the risk of changes in currency values, securities prices or interest rates (otherwise known as hedging);
- lower transaction costs, provide greater liquidity, and increase the speed with which a mutual fund can change its portfolio; and/or
- increase profits by entering into futures contracts based on stock market indices or by using derivatives to profit from declines in financial markets.

The use of derivatives does not guarantee that there won't be a loss or that there will be a gain or that hedging strategies will be effective. As well, there are risks to using derivatives, including that:

- there may not be a market when a fund wants to meet the terms of its derivative contract;
- the other party to the derivative may be unable to fulfill its obligations;
- a fund may have a derivative contract with a dealer who goes bankrupt;
- the derivative may be based on a stock market index where trading is halted on a substantial number of stocks in the index or there is a change in the composition of the index; and/or
- a fund may be unable to close out its positions because of daily trading limits on options and futures contracts imposed by stock exchanges.

Interest Rate Risk

Your Portfolio can be affected by interest rate fluctuations. A drop in interest rates may reduce the return of money market securities. An increase in interest rates may reduce the return of portfolios holding debt or fixed income securities.

Time Horizon

The time horizon of an account has a direct effect on the amount of risk you can withstand, and on the return your portfolio can generate. The holdings in your portfolio corresponding to the current IPS will generally be held long term. As a general rule, the longer the time horizon, the more risk can be taken in your Portfolio and therefore the higher the level of equity that can be included in the asset mix. As your



circumstances may change over time, so will our investment decisions and we may then recommend you change your IPS.

Liquidity and Market Characteristics

In some circumstances, investments may be relatively illiquid making it difficult to acquire or dispose of them at the prices quoted on the various exchanges. Accordingly, your Portfolio's ability to respond to market movements, especially on the OTC market, may be impaired and your Portfolio may experience adverse price movements upon liquidation of its investments. Settlement of transactions may be subject to delay and administrative uncertainties.

Trade execution and selection of brokers and dealers

Many of the trading techniques used by Nalmont require the rapid and efficient execution of transactions. Inefficient executions can result in Nalmont being unable to exploit the small pricing differentials that we may seek to exploit and impact, possibly materially, the profitability of a Portfolio's positions. Our regarding purchases and sales for its Portfolios is that primary consideration will be given to obtaining the most favorable execution of the transactions in seeking to implement the investment strategy of the relevant Portfolio. We will effect transactions with those brokers, dealers, banks and other counterparties (collectively, "**brokers and dealers**") which we believe provide the most favorable net prices and who are capable of providing efficient executions. Additional considerations include the ability of brokers and dealers to provide internal and external research services, special execution capabilities, clearance, settlement or other services including communications and data processing and other similar equipment and services and the furnishing of stock quotation and other similar information. We may cause a broker or dealer who provides certain services to be paid a commission or, in the case of a dealer, a dealer spread for executing a portfolio transaction, which is in excess of the amount of commission or spread another broker or dealer would have charged for effecting that transaction.

Short Positions

A Portfolio may generate a short exposure through cash settled contracts for difference or financial derivative instruments. Short exposure allows the investor to profit from declines in market prices. The extent to which a Portfolio has short exposure will depend upon our investment strategy and perception of market direction. The generation of short exposure typically involves trading on margin and can involve greater risk than investments based on a long exposure. A short exposure involves the risk of a theoretically unlimited increase in the market price of the underlying security.

Counterparty Risk

A Portfolio will be subject to the risk of the inability of any counterparty (including the clearing broker) to perform with respect to transactions, whether due to insolvency, bankruptcy or other causes.



Credit Risk

The ability, or perceived ability, of an issuer of a debt security to make timely payments of interest and principal on the security will affect the value of the security. It is possible that the ability of the issuer to meet its obligation will decline substantially during the period when a Portfolio owns securities of that issuer, or that the issuer will default on its obligations. An actual or perceived deterioration in the ability of an issuer to meet its obligations will likely have an adverse effect on the value of the issuer's securities.

If a security has been rated by more than one nationally recognised statistical rating organisation, we may consider the highest rating for the purposes of determining whether the security is investment grade. A Portfolio will not necessarily dispose of a security held by it if its rating falls below investment grade, although we will consider whether the security continues to be an appropriate investment for a Portfolio. Some of Portfolios may invest in securities which will not be rated by a nationally recognised statistical rating organisation, but the credit quality will be determined by us.

Credit risk is generally greater for investments issued at less than their face values and required to make interest payments only at maturity rather than at intervals during the life of the investment. Credit rating agencies base their ratings largely on the issuer's historical financial condition and the rating agencies' investment analysis at the time of rating. The rating assigned to any particular investment does not necessarily reflect the issuer's current financial condition, and does not reflect an assessment of an investment's volatility and liquidity. Although investment grade investments generally have lower credit risk than investments rated below investment grade, they may share some of the risks of lower-rated investments, including the possibility that the issuers may be unable to make timely payments of interest and principal and thus default.

Taxation

The after-tax return from an investment will depend in part on the composition for tax purposes of the distributions paid to a Client's account from the securities the Client has invested in (a portion of which may be fully or partially taxable or in exceptional circumstances may constitute non-taxable returns of capital). This composition may change over time, thus affecting the after-tax return to a Client's account, and the tax rates applicable to different types of income may change as a result of changes in government policies.

Changes in Tax Laws

There can be no assurance that Canadian federal income tax laws and the administrative policies and assessing practices of the Canada Revenue Agency will not be changed in a manner that may adversely affect your account.

Legal and/or Insider Issues

There are no legal or regulatory constraints governing your account.



Securities regulations require that any client deemed an insider of a publicly traded company must disclose this to us. It is required for you to inform us, during the KYC process, if you are an insider of any public company or issuer.

Lack of Diversification

Since your portfolio may not be widely diversified, it may be subject to more rapid change in value than would be the case if the Portfolio were required to maintain a wide diversification among companies or industry groups.

Foreign Currency Risk

Many of the investments in your portfolio, at any time, will consist of securities denominated in currencies other than the Canadian dollar (primarily the US dollar) and, accordingly, the net asset value will, when measured in Canadian dollars, be affected by fluctuations in the value of such currencies relative to the Canadian dollar.

Unique Preferences

There are no unique preferences or constraints that will affect ongoing investment decisions. If any changes in your situation should occur, please advise us as soon as possible so that we can take appropriate action.

Cybersecurity

As use of the internet and other technologies has become more prevalent in the course of business, organizations have become more susceptible to operational and financial risks associated with cybersecurity. Cybersecurity incidents can result from targeted attacks on systems and applications, malicious software, phishing attacks and theft of data, and may involve attempts to fraudulently induce employees or third-party service providers to disclose sensitive information to gain access to our data. While we have developed measures which are designed to reduce the risks associated with cybersecurity, there is no guarantee that those measures will be effective, particularly since the techniques that are employed tend to change frequently, and risk can originate from a variety of sources that have also become increasingly sophisticated. As such, cybersecurity failures or breaches of our systems or those of our service providers have the potential to cause operational disruptions, financial loss, misappropriation, or unauthorized release of confidential, financial or personal information, damage to computers and systems, violations of applicable privacy and other laws, regulatory penalties, additional compliance costs and reputational damage.

Nalmont will deploy best efforts to minimize the impact of these risks when investing your assets in accordance with your IPS.



Leveraging

Borrowing of cash by Nalmont on your behalf and using that cash to purchase additional securities or other portfolio assets could magnify the impact of any movement in the prices of your Portfolio's underlying investments and, therefore, the value of your investment. Consequently, these investments may produce more volatile gains or losses compared to investing in the same investments without the use of borrowing.

We do not recommend that you borrow money to invest in the strategies we propose. If you borrow money to purchase securities, it is your responsibility to repay the loan and pay interest as required by its terms remains the same even if the value of the securities purchased declines. Generally, you should only borrow to invest if:

- you are risk averse;
- you are comfortable taking on debt to buy investments that may fluctuate in value;
- you are investing for the long term; and
- you have a stable income.

Fees and Operating Charges payable

The management fees paid by each Client to Nalmont are set out in your IMA with us. In consideration of the services to be rendered by Nalmont acting as a discretionary adviser, the Client shall pay to Nalmont a monthly management fee (and applicable taxes) with respect to the assets managed by Nalmont.

Other fees and charges that you may incur in respect of the operation of your account(s) may include:

- Administrative fees – e.g., fees for automated services, registered account trustee and administrator fees;
- Brokerage fees – e.g. fees paid to dealers executing the trades following our instructions to buy or sell securities on your behalf;
- Service fees – e.g., account transfer fees, wire transfer fees; and
- Interest charges – e.g., if your account is on margin or in the event you do not make full payment when due in your cash account, we will charge interest on the overdue balance.

We will give you 60 days prior written notice of any changes to our management fee that relate to your account (such fees do not include interest charged to your account or commissions charged for executing trades).

Third party managers or other professionals (accountants, lawyers, tax experts, etc.) usually charge fees for their services. If you elect to use these services in addition to Nalmont services, these fees will be at your expense.



Referrals

We may enter in referral arrangements with certain third parties who refer Clients who may want to have an account at the Firm. A referral fee is any monetary or non-monetary benefits provided for the referral. If a potential Client is referred to the Firm, such Client will be provided with an appropriate referral notice, before the Firm acts for such Client, setting out, among other things, the parties involved and the referral to be paid (or how it is to be calculated) by the Firm to the third party.

Brokerage Expenses

When placing an order for and on behalf of an Account, Nalmont will use the brokers and dealers who, in our opinion, can provide best execution (after considering all transaction costs, research, and other benefits).

For more detailed information about how we select dealers to execute trades on your behalf, please refer to Nalmont's *Best Execution Policy*, attached to your IMA.

Custody of and Access to Your Assets

We do not hold physical custody of your investment assets. For your protection, your assets must be segregated and held by a custodian that is subject to regulatory oversight, minimum capital, and insurance requirements. Custodians may register securities in their name, but you are the beneficial owner of those securities.

If you invest in segregated securities (individual stocks and bonds) with us, a custodian is required to custody those assets. You must select your own custodian, as we will not provide any recommendation of a particular custodian. Nalmont does not have custody over your assets. You will receive investment statements concerning your portfolio from your custodian. We encourage you to carefully review the custodial statements and to compare them with those received from Nalmont.

The Portfolio Valuation Report in your quarterly account statement package shows where your assets are held.

Investment assets held by a custodian may potentially be at risk of loss: (i) if the custodian becomes bankrupt or insolvent; (ii) if there is a breakdown in the custodian's information technology systems; or (iii) due to fraud, willful or reckless misconduct, negligence, or error of the custodian or its personnel. When acting as PM on your behalf, Nalmont has trading authority over your assets held by the custodian you select which allows us to buy, sell and settle trades for securities on your behalf in accordance with your Investment Policy Statement. We may in limited circumstances also have access to your assets held by the custodian where you have granted Nalmont written authorization. Those circumstances may include:

- if you have granted Nalmont authority to transfer funds from your investment account to your bank account or third party (for pre-existing arrangements only);



- to withdrawal from your investment account to pay Nalmont’s quarterly investment management fees; and
- if you have granted Nalmont authority to transfer assets between your investment accounts held at Nalmont.

Nalmont is not authorized to transfer securities or funds into or out of your investment account in any other circumstances. Granting Nalmont access to your assets—even in the limited circumstances set out above—exposes you to a potential risk of loss: (i) if there is a breakdown in our information technology systems; or (ii) due to fraud, willful or reckless misconduct, negligence, or error of Nalmont or its personnel. To reduce the risk of loss, Nalmont has strict operational controls and is required under securities laws to insure against the risk of loss from any access it may have to your investment assets.

Know Your Client (KYC)

As a registrant under Canadian securities legislation, we are subject to “know-your-client” (KYC) obligations. These rules require us to collect certain information about each client and keep the information collected current. The information we collect during the KYC process includes information related to your personal and financial circumstances, investment needs and objectives, investment knowledge, risk profile, and investment time horizon. For clients that are not individuals, the information we collect during the KYC process includes information concerning the nature of the client’s business, control structure, and specified beneficial ownership.

The information we obtain during the KYC process allows us to:

- establish your identity, and if necessary, make reasonable inquiries as to your reputation;
- establish whether you are an insider of a reporting issuer or any other issuer whose securities are publicly traded; and
- ensure that we have sufficient information to satisfy our suitability assessment for your account.

Upon opening an account with us, we will require that you complete a New Account Application Form in order to collect the required KYC information. The personal information gathered through this process allows us to evaluate the suitability of the securities we may transact for your account.

On an annual basis, or on an ad hoc basis as circumstances require, we will update your KYC information to ensure that it contains current information which we require to make suitable investment decisions for you.

Your Responsibility

It is important for us to maintain current KYC information to ensure that we can accurately assess your Account’s suitability. It is therefore important that you notify us whenever there is a significant change in your circumstances so that we may update your KYC documentation. We are not responsible for any losses you may incur as the result of your failure to do so.



What is a significant change?

A significant change is a change that affects your personal or financial situation, your investment needs and objectives, your risk profile or your investment time horizon, as well as any change that can reasonably be expected to have a significant impact on your net worth or on your income since the last update of your file.

Suitability

To assess the suitability of proposed investments, we are required to ensure that all actions taken on behalf of your Account are not only suitable but are also placed in your best interests, and ahead of our own. As such, we have internal procedures to ensure that we place your interests first. In the event we are in the view that such a transaction or holding is not suitable or does not place your interests first, we will inform you accordingly.

Conflicts of Interest

For more information about Conflict of Interest relating to our activities, we refer you to Nalmont's *Conflicts of Interest Disclosure*, attached here.

Reporting

We will ensure that you receive regular reports about your accounts. The timing and frequency of the reports will vary depending on your activity and relationship. It is important that you carefully review each report that is sent to you and inform us promptly if you feel that there are any errors or discrepancies or if you have any questions or concerns.

Account Statements

In accordance with applicable securities laws, clients who are individuals and have Managed Accounts with us will receive an account statement, at least quarterly, an annual report on charges and other compensation as well as an annual investment performance report.

The account statement will include a record of each transaction which took place during the period. The statement will also outline the estimated net asset value of the applicable account. Other reports and statements may be obtained by each Client upon request.

In addition, your custodian(s) will also send you reports relating to your accounts. Clients having a Managed Account with us may or may not receive a trade confirmation from their custodians.

Annual Statements

On an annual basis, we will ensure that you receive a statement that provides the total amount of charges applicable to us providing services to you, including, but not limited to, any referral fees we received, plus



any payments we received from issuers or other parties when having provided services specific to your account.

Nalmont maintains Client information and documentation in the strictest confidence in accordance with Nalmont's Privacy Policy. A copy of the policy is available upon request.

Investment Performance Benchmark

A benchmark is an independent standard against which the performance of an investment portfolio can be evaluated. Benchmarks do not account for the impact of transaction charges or other expenses related to your investment account. Benchmarks are often a market index or combination of indices, which allow investors to compare the relative performance of their investment portfolios. An index tracks the performance of a broad asset class, such as all securities listed on a particular stock exchange, or narrower portion of the securities listed on an exchange (e.g. financial services company stocks).

You should refer to your account statement for further details on the benchmark used for your account or speak with your registered representative. Where requested by a client, Nalmont may provide customized performance reporting against a benchmark.

Allocation of Investment Opportunities and Standards of Fairness

For more information as to how we allocate investment opportunities amongst our clients, we refer you to Nalmont's *Fair Allocation Policy* attached to your investment management agreement or subscription agreement.

Proxy Voting

Nalmont generally has discretion as to how to vote the securities in an Account. In exercising such discretion, and to minimize potential for conflicts of interest, Nalmont has proxy voting policies and procedures which attempt to ensure that securities are only voted in the best interests of its Clients. Nalmont also does not invest in securities of issuers in order to exercise control over, or to participate in, the management of those issuers. A copy of Nalmont's *Proxy Voting Policies and Procedures* is available upon request.

Complaint Process and Dispute Resolution Service

We encourage you to direct any complaint (whether written or verbal) you have about Nalmont to our Chief Compliance Officer so we may have the opportunity to resolve your complaint, telling us what went wrong, when it happened, and what you expect to happen as a resolution the whole in accordance with our Complaints Policy, a copy of which is available upon request. As part of its Complaints Policy, Nalmont has a Client dispute resolution process in place should a Client have a dispute.

You may consider the free mediation service offered by the Autorité des marchés financiers (**AMF**) if you reside in Québec. If you are dissatisfied with our examination of your complaint or the outcome of this



examination, you may request that your complaint file be transferred to the AMF. To do so, you must wait for our final decision or the expiry of the time limit of 90 days, but this request must be submitted no later than one year after the date you have obtained our final response. Following the transfer of your complaint to the AMF, the latter will proceed with their investigation.

For more information on AMF mediation services, please refer to www.lautorite.qc.ca or contact the AMF at 1-877-525-0337.

We are also a member of the Ombudsman for Banking Services and Investment (**OBSI**) OBSI resolves complaints between participating firms and their clients (residing outside Québec) when they cannot come to a resolution on their own.

Last Update: November 7, 2024



Nalmont Capital Inc.
Conflicts of Interest Disclosure
Last Updated November 2024

A conflict of interest (“COI”) can occur where the interests of a client and those of Nalmont Capital Inc. (“Nalmont” or the “Firm”), or individuals acting on Nalmont’s behalf, are inconsistent or differ. Nalmont employees and individuals acting on its behalf must never allow themselves to be placed in a position where their personal interests are in conflict (or could be a potential conflict) with the interests or business of the client. In general, Nalmont manages conflicts in one or more of the following ways:

- *Avoid: avoid the COI;*
- *Control: controlling the COI by determining if intra-firm adjustments, policies and procedures and controls can be implemented; or*
- *Disclosure: disclosing the COI to all interested parties that may affect the service Nalmont provides prior to any decision being made that affects the interested party.*

Below is a list of potential materials COIs and the primary methods we use to manage them.

Potential Conflict of Interest	Details	How is the Conflict Managed	How We Address
Affiliated Firms and Related Registrants Providing Other Products or Services	<p>A related registrant means a securities registrant for which Nalmont’s principal shareholders, officers, partners or directors act as shareholders, officers, partners or directors (a Related Registrant). Entities registered with securities regulators or SROs in foreign jurisdictions will be included as Related Registrants for the purposes of the present Register.</p> <p>Nalmont is a wholly-owned subsidiary by LFIS Capital SAS (LFIS Capital), a Paris-based investment management firm which is duly registered as a portfolio manager with Autorité des marchés financiers (France). In December 2020, LFIS Capital established a partnership with Walter Global Asset Management Inc. (WGAM).</p> <p>WGAM is the manager for the WGAM Strategic Partnership Fund L.P. (WGAM Fund). The WGAM Fund is a private equity fund which has taken ownership positions in organizations related to the asset management industry (each a Portfolio Partner).</p>	Disclosure/ Control	<p>Nalmont discloses this material conflict of interest (COI) to each Client at the time of account opening via its <i>Conflicts of Interest Disclosure</i> contained within the <i>Relationship Disclosure Information (RDI)</i>.</p> <p>Nalmont may, as part of its business activities, use the services offered by a related registered entity. Should Nalmont decide to do so, it will be done in accordance with applicable securities legislation and in your best interests. When transacting with affiliates, the Firm will ensure that the terms and conditions governing these transactions are comparable to those offered by unrelated parties.</p> <p>Nalmont initially intends to use the proprietary portfolio management system (PMS) developed by LFIS Capital, its parent company, as well as other administrative services (i.e. back office etc.) offered by LFIS Capital. It is important to note that the use of the PMS as well as any other administrative services by Nalmont will be carried out in accordance with Nalmont’s obligations relating to the protection of personal information and its cyber security system.</p> <p>More specifically, if and when Nalmont utilizes the investment strategies of LFIS Capital for certain Clients, it will manage any potential conflicts of interest by:</p>

Potential Conflict of Interest	Details	How is the Conflict Managed	How We Address
	<p>WGAM is member of the Walter Group Inc. (the Walter Group), a diversified investment holding company based in Westmount, Quebec. The Walter group of companies consists of an ecosystem of businesses comprising a core portfolio of public investments managed by Walter Public Investments Inc. and private assets that are managed by three private equity teams: Walter Capital Partners Inc., Walter Global Asset Management Inc. and Walter Ventures S.L.</p> <p>As of the date hereof, please refer to Appendix A for a list of the Portfolio Partners - each are a Related Registrant of Nalmont as WGAM is the manager of the WGAM Fund.</p>		<ul style="list-style-type: none"> clearly disclosing to Clients, the fact that Nalmont is a subsidiary of LFIS Capital; only applying such investment strategies that align with a Client’s investment objectives (as stipulated in their respective investment policy statement) and if suitable for a Client; and continuously monitoring LFIS Capital’s investment strategies by performing reviews the same (i.e., performance, holdings, risks etc.). <p>Nalmont and each Related Registrant adhere to applicable securities legislation as well as their own internal policies and procedures (i.e., each Related Registrant has its own conflict of interest policies, codes of conduct and ethics governing their actions and compliance applicable securities legislation and internal policies and procedures).</p> <p>Compliance with both internal and external regulations, policies and procedures are monitored at all levels of Nalmont under the guidance of the Chief Compliance Officer (CCO). Nalmont has adopted certain policies to minimize the occurrence of such conflicts or to deal fairly where those conflicts cannot be avoided. In no case will Nalmont put its own interests ahead of those of its Clients.</p> <p>If a conflict of interest is sufficiently contrary to the interests of a Client and Nalmont controls such conflict by way of disclosure, Nalmont will avoid such conflict.</p> <p>Nalmont will periodically review the contents of the RDI and provide clients with notice of any material changes to the contents thereof as soon as reasonably practicable.</p>
<p>Related Issuer and Connected Issuer</p>	<p>An issuer may be considered a “Related Issuer” of Nalmont if the issuer owns 20% or more of the voting securities of Nalmont, or if Nalmont owns 20% or more of the voting securities of the issuer, or the same third party owns 20% or more of the voting securities of Nalmont and the issuer.</p> <p>An issuer may be considered to be a “Connected Issuer” of Nalmont, if it has a relationship with Nalmont or its affiliated parties, or the directors, officers or partners of such parties, that may lead a reasonable perspective purchaser to question if the issuer and such parties</p>	<p>Disclosure/ Control</p>	<p>Nalmont will disclose, via its <i>Conflicts of Interest Disclosure</i> and RDI, the nature and extent of its relationship with the issuer of the securities. The Firm has and will continue to take steps to ensure that it and its Registered Individuals always act in the best interests of their Clients. For example:</p> <ul style="list-style-type: none"> all investment decisions relating to buying, selling and/or holding securities for a Client will be made in the ordinary course in accordance with market conditions; decisions on behalf of a Client will be made in the best interests of Clients uninfluenced by any other considerations;

Potential Conflict of Interest	Details	How is the Conflict Managed	How We Address
	are independent.		<ul style="list-style-type: none"> any conflicts of interest that arise will be appropriately reported to the CCO as noted. <p>Please refer to Appendix A for a list of Issuers that are “Related Issuers” or “Connected Issuers” of Nalmont by virtue of the ownership of equity interests, directly or indirectly, by WGAM Fund.</p> <p>Nalmont’s CCO is responsible for proper documentation of its KYP obligations on an ongoing basis.</p>
Sub-advisory Engagements	Nalmont will enter into sub-advisory engagements wherein Nalmont will sub-advise and provide portfolio management services to third party investment funds. These sub-advisory engagements may create conflicts as between these engagements and as between these engagements and direct clients of Nalmont as it relates to allocation of investment opportunities.	Control/ Disclosure	Nalmont has enacted policies and procedures to ensure a fair allocation of investment opportunities across all of its mandates whether sub-advisory in nature or direct engagement mandates, which will provide for a pro rata allocation of investment opportunities.
Shared Resources	<p>In order to benefit from economies of scale and to generate benefits for our clients, Nalmont may share resources with LFIS Capital, Walter Group and its affiliates.</p> <p>For instance, Nalmont may use the same service providers performing accounting tasks.</p>	Disclosure/ Control	<p>As of the date hereto, Nalmont may from time to time rely on certain services provided by its parent company. As a result of using such services, Nalmont will disclose the same to its clients, as necessary. Nalmont will ensure that it respects its obligation to act in its Clients’ best interests when selecting all service providers.</p> <p>In addition, all client information will remain confidential and will not be shared with related entities even when resources are shared.</p>
Referral Arrangements	<p>Paid referral arrangements are inherent conflicts of interest which are almost always material, whereas registered firms must document their oversight of all such arrangements.</p> <p>Nalmont does not actively seek out referral arrangements. However, from time to time, Nalmont may enter into referral arrangements where another party refers clients to us or where we refer clients to a third party for a fee.</p>	Avoidance/ Disclosure	<p>Nalmont does not currently have any referral arrangements; however, Nalmont has developed policies and procedures for controlling this material conflict of interest if the Firm decides to engage in referral arrangements in the future, which is disclosed to Clients. In order to mitigate any actual or potential conflicts, Nalmont will bring the referral relationship and the terms of that referral relationship to its Clients’ attention in accordance with NI 31-103.</p> <p>The CCO, or their designate, will be responsible for monitoring and supervising Nalmont’s Referral Arrangements.</p>
Outside Activities (OA)	Conflicts can arise when Registered Individuals or Permitted Individuals of Nalmont are involved in OA, for example,	Disclosure/ Control	<p>Nalmont’s Registered Individuals, Permitted Individuals and employees must disclose all OAs.</p> <p>The OA performed by Nalmont’s Registered</p>

Potential Conflict of Interest	Details	How is the Conflict Managed	How We Address
	<p>because of the compensation they receive for these activities or because of the nature of the relationship between the individual and the outside entity (including Related Registrants).</p> <p>An individual’s involvement in an OA may be perceived as a potential conflict of interest as it relates to:</p> <ul style="list-style-type: none"> • compensation for the outside activity; • the nature of the relationship between the individual and the outside entity; • possible confusion arising from the Client’s view that the OA is part of Nalmont’s activities; • possible confusion of confidential information between the outside entity and Nalmont; • business competition between the outside company and Nalmont; • a position of influence; • familiarity of the employee of Nalmont with his/her duties for the outside company; and • excessive demand on time and attention of the employee of Nalmont. 		<p>Individuals, Permitted Individuals and employees must be pre-approved by the CCO and is monitored by the CCO on an ongoing basis.</p> <p>Before the CCO approves an OA, the CCO shall consider potential conflicts of interest arising from the Registered Individual’s, Permitted Individual’s and employee’s involvement in the outside activity.</p> <p>If Nalmont cannot properly control a potential conflict of interest in the best interest of its clients, such individual will be prohibited from engaging in the OA.</p>
Directorships	<p>A director position at another registered firm, at an unregistered firm or at a reporting issuer or an issuer held by a Registered Individual, Permitted Individual and/or an Employee, where the person has access to confidential or market sensitive information (“Access Person”) is an example of an outside activity that can be considered a material conflict of interest. In such a situation, the person will have a duty to keep such information confidential and to not use the information for his or her personal benefit or other parties.</p>	Disclosure/ Control	<p>Any individual acting on behalf of the Firm is not permitted to accept or engage in any outside directorships or serve on any board of directors of any companies or other organizations without the prior written consent of the CCO. This includes directorships in “for profit” organizations as well as “non-profit” organizations such as charities, political associations or societies. When considering an outside directorship role, individuals must ensure such directorship appointment is not, and cannot be, perceived as presenting a conflict of interest with their relationship with the Firm. All requests for approval must be done in writing which includes a brief description of what the company or organization does and whether those activities involve or impact the Firm, its business activities or its Clients in any way.</p>
Internal Compensation Arrangements and Incentive	<p>It is a material conflict of interest for the Firm to create incentives to sell or recommend certain products or services over others and for its Registered</p>	Control/ Disclosure	<p>In order to control such conflicts, the Firm:</p> <ul style="list-style-type: none"> • maintain internal compensation arrangements for Registered Individuals that

Potential Conflict of Interest	Details	How is the Conflict Managed	How We Address
Practices	Individuals to receive greater compensation from the Firm for the recommendation of certain securities or strategies over others.		<p>do not solely tie the Registered Individual's compensation, either directly or indirectly, to commission revenue that is based on Referral Fees</p> <ul style="list-style-type: none"> in the event the Firm recommends third-party products in which it receives compensation, the CCO will monitor recommendations to determine whether predominance is given to securities/derivatives that provide third-party compensation or higher third-party compensation, and to assist in evaluating whether the conflict is being addressed in the best interest of the Client prescribed that the major portion of the remuneration of the CCO is based on salary.
Dual Registration and Dual Employment	Registered Individuals, Permitted Individuals and/or Employees of the Firm may also be dually employed with other non-registered entities that are affiliated with the Firm.	Disclosure/ Avoidance	<p>The CCO is responsible for reviewing, assessing and approving such engagements and any individuals who engage in such activities will adhere to applicable securities laws and disclosures (i.e., reporting the same as an OA).</p> <p>Pursuant to section 4.1 of NI 31-103, the Firm must not permit an individual to act as a dealing, advising or associate advising representative of the registered firm if either of the following apply: (a) the individual acts as an officer, partner or director of another firm registered in any jurisdiction of Canada that is not an affiliate of the first-mentioned registered firm; (b) the individual is registered as a dealing, advising or associate advising representative of another firm registered in any jurisdiction of Canada.</p>
Marketing with Misleading or Inaccurate Performance	Nalmont has an interest in showing positive performance to attract more clients which could potentially conflict with Nalmont's fiduciary responsibility to its clients and prospective clients to provide accurate performance reporting.	Control/ Disclosure	Nalmont ensures that promotional and marketing materials are factually accurate and free from material omissions. In addition, Nalmont's CCO reviews any marketing material and signs off prior to any dissemination.
Valuation of Portfolios	As Nalmont's revenue is based on a percentage of the market value of each Client's account, Nalmont may have a conflict of interest in those instances where Nalmont is responsible for valuing portfolio securities. Valuation of the impact the fees earned by the Firm and the performance reported to Clients as well as marketed.	Avoidance/ Control	Individual securities held in client segregated accounts are valued on a daily basis using market prices, foreign exchange rates and forward exchange rates obtained from independent sources. In the case of both equities and bonds, prices are sourced from independent third-party sources and loaded directly into our portfolio management system (PMS).



Potential Conflict of Interest	Details	How is the Conflict Managed	How We Address
Fair Allocation of Investments	There can be competing interests among clients, and a registrant may have difficulty trying to address these conflicts in the best interest of all their clients simultaneously.	Disclosure/ Control	The Firm may manage various portfolios and may enter into various sub-advisory arrangements. All trades will be allocated on a fair and equitable basis among the Firm's Clients.
Gifts & Entertainment	The giving or receiving of gifts or covering entertainment costs to or from brokers and service providers could create a conflict of interest through the appearance of purchasing influence.	Control/ Disclosure	Individuals acting on behalf of the Firm and members of their immediate families are prohibited from directly or indirectly accepting or receiving bonuses, fees, commissions, excessive gifts or gratuities, excessive entertainment or any other similar form of consideration, from any person, business or association with which the Firm does or seeks to do business. The Firm maintains prescribed limits which are monitored by the CCO.
Full Control of Authority Over Financial Affairs of Clients	Having full control or authority over the financial affairs of a Client in an inherent conflict of interest.	Avoidance	Having full control or authority over the financial affairs of a client in an inherent conflict of interest, where the conflict should be avoided unless a firm can clearly demonstrate that the appointment is in the client's best interests. Nalmont prohibits the practice of having full control or authority over the financials affairs of any clients.
Employees/ Access Persons Could Benefit from Trading with Knowledge of Portfolio Transactions for Clients. (e.g. front running a trade)	Individuals may find themselves in situations where their personal interests are in conflict with those of a Client or account in which it acts as a Sub-Advisor. When individuals at Nalmont invest in the same securities or products as Clients of Nalmont or accounts in which it has trading authority, there is a perceived or potential conflict of interest that such individuals at Nalmont may benefit from opportunities at the expense of Nalmont's Clients or accounts in which it has trading authority as a Sub-Advisor.	Avoidance/ Control	Any individual working for or acting on behalf of Nalmont who has access to non-public information concerning portfolio holdings, trading activities, trading strategies, investment decisions or the ongoing investment programs at Nalmont are required to comply with an Access Persons & Personal Trading Code. The CCO or designate reviews employee personal trading on a regular basis. The Firm's policy is that employees do are not permitted to engage in personal trading in the same markets that the Firm does. The Firm has managed this conflict in the best interests of its clients by maintaining its policies and procedures.



Appendix A

List of Portfolio Partners of WGAM Fund

- LionGuard Capital Management Inc.
- Validus Risk Management Ltd.
- LFIS Capital
- Quadra Capital Partners LLP
- Auspice Capital Advisors Ltd.
- Kilgour Williams Capital Inc.
- Bonnefield Financial Inc.
- Samara Financial Group Inc.
- Innocap Investment Management
- Madryn Asset Management, LP
- Saranac Partners
- Brightspark Capital Inc.

List of Related Issuers or Connected Issuers

- Canoe Defensive Global Balanced Fund
- Canoe Defensive Global Equity Fund
- Canoe Defensive International Equity Fund
- Canoe Defensive U.S. Equity Portfolio Class
- WGAM Strategic Partnership Fund L.P.