

Canso Investment Counsel Ltd.

Conflicts of Interest Disclosure Brochure

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1. INTRODUCTION

This Conflict of Interest Disclosure Brochure (“COI Brochure”) describes conflicts of interest that arise or may arise between Canso Investment Counsel Ltd. (we, our, Canso) and its Clients (you, your). Canadian securities laws require us to take reasonable steps to identify and address material conflicts of interest in your best interest and tell you about them.

What are conflicts on interest?

Conflicts of interest are inherent to the investment counselling profession. A conflict of interest is any circumstance where the interests of different parties, such as the interests of a Client and those of Canso or its registered individuals, are inconsistent or divergent. A conflict could also exist between you and our other clients. We seek to ensure that similar clients are treated fairly in the management of their account and in the execution of trades. A conflict of interest is considered material if, depending on the circumstances, it is likely to affect the decision-making process of either party.

How we address conflicts of interests?

We seek to address all conflicts of interest in your best interest. Where this is not possible, we simply avoid that activity.

We have developed and implemented a policy and related procedures and provide ongoing training to our employees to assist them in identifying existing and reasonably foreseeable material conflicts of interest in a timely manner and addressing them in your best interest.

Why is this important to you?

It is important for you to know that if there is a material conflict of interest that Canso will act in your best interest (over self-interest) or if that is not possible, then Canso will avoid the conflict entirely. It is important for you to read this brochure so that you can assess independently if conflicts are significant to you and if you feel we have managed them in your best interest.

2. DELIVERY OF DISCLOSURE

This COI Brochure will be provided to each client at the time the client's account is opened. We will update the COI Brochure annually, or sooner if we identify new material conflicts of interest as part of our ongoing conflicts of interest management. The updated version will be provided to each client in a timely manner with the delivery of your client account statement (by either prepaid mail or email as per your instructions to Canso). It will also be available on our website at www.cansofunds.com.

If you wish to receive Canso communications electronically (ie., your account statements and this brochure), please contact Canso Client Service at clientservice@cansofunds.com.

3. THE CANSO GROUP OF COMPANIES

Canso is a registered portfolio manager and exempt market dealer in all provinces of Canada. As at January 1st, 2021, Canso has five related registrants, each with a separate and distinct regulated line of business and client segment: Canso Fund Management Ltd. (CFM), Lysander Funds Limited (Lysander), PBY Capital Ltd. (PBY), Portfolio HiWay Inc. (PHW) and Jesselton Capital Management Inc. (Jesselton). CFM is the institutional pooled fund arm within the Canso group as the fund manager of the Canso funds and is a wholly-owned subsidiary of Canso. Lysander is the retail fund management arm within the Canso group as the fund manager of the Lysander-Canso funds and is an affiliate of Canso under common control. Lysander and CFM are each investment fund managers in Ontario, Quebec and Newfoundland & Labrador. Lysander is also registered as a portfolio manager and exempt market dealer in Ontario. PBY is registered as an exempt market dealer in all the provinces of Canada and is an affiliate of Canso under common control. PBY distributes CFM and Lysander products to clients of family offices and multi-family offices as well as institutional clients. PHW is a newly formed IIROC dealer in each province and territory in Canada and provides a full digital dealer platform to its clients and is a specified affiliate of Canso. Jesselton is registered as an investment fund manager and exempt market dealer in Ontario. Jesselton establishes bespoke investment funds for high net- worth families and uses its EMD registration to distribute securities of these funds to the families and their members.

Conflicts exist when Canso advises you, or exercises its discretion, to invest in investment funds or uses the services of its related registrants in managing your account. For example, Canso may invest client accounts in investment funds managed by its affiliates CFM or Lysander for which they earn management fees. In addition, PBY and PHW may act as dealers to distribute the funds advised by Canso and Lysander has been retained by CFM, an affiliate of Canso, to promote the sale of the Canso funds by third party dealers and these entities may receive compensation for such services. Some of the related entities may also share common management and back office and oversight functions. Staff of Canso and its related registrants may also execute personal trades through their accounts at PHW. The situations described above raise perceptions that Canso will favour the business interests of its related registrants, rather than your interests. Given that there is an affiliation between Canso and its related registrants, a reasonable person may consider that Canso may not be able to objectively select a product or service from a related registrant and be objective in monitoring the performance of the related registrant.

Canso manages related party conflicts to ensure that it acts in your best interests. Canso has implemented the following measures to control these conflicts: (i) the business of Canso is separate from its related parties; (ii) Canso provides clear disclosure where Canso advises you, or exercises discretion to invest your account in securities of a related issuer in your accounts statements; (iii) Canso does not double dip (for example, if we invest your portfolio in a related fund, there is no duplication of fees paid to Canso. We only ever receive one fee for managing your portfolio. In addition, all business conducted by Canso with its related registrants is on market terms and conditions and Canso conducts ongoing due diligence of suppliers and service providers.

4. DUAL HATTING OF REGISTERED REPRESENTATIVES

Two of Canso's registered advising and dealing representatives are also advising and dealing representatives of Lysander. Canso and Lysander have obtained an exemption to have up to ten representatives at any one time be dually registered with both Canso and Lysander. Any perceived conflicts of interest that may arise as a result of the dual registration if not managed and controlled properly can create conflicts. One way that Canso avoids this conflict is through its anti-competitive compensation practices. For more details, please see section 18 on *Compensation and Incentive Practices* below.

Canso's chief compliance officer (CCO) is also a registered advising and dealing representative of Canso. The compliance role is paramount to Canso staff, the tone of which is set by the UDP and President. The CCO owes a fiduciary duty to clients to maintain objectivity and independence of the compliance role from that of the advisory role. Compliance personnel are required to put the interests of the compliance role ahead of the business and advisory role.

5. OUTSIDE ACTIVITIES

Canso staff are prohibited from engaging in any outside activity, including acting as a director or officer for a public company or other business and non-business ventures, which could interfere with the proper discharge of the individual's duties to Canso. In certain cases, some of the directors of Canso may also be a director of a related registrant of Canso. In each case, the individual must request approval from the CCO to engage in the outside activity and the CCO considers any conflicts of interest arising due to the nature of the relationship, compensation and time commitment. No registered individual acts as a director of another registered firm or of a non-registered firm that is not part of the Canso Group of Companies.

Certain registered/permitted individuals at Canso have also been granted approval to act as a director, officer and/or investment committee member of an affiliated public company, Canso Select Opportunities Corporation (CSOC). Any potential conflicts between an individual's portfolio management duties at Canso and CSOC responsibilities would be reported per Canso's compliance procedures.

6. PROPRIETARY PRODUCTS

In carrying on business as a portfolio manager or exempt market dealer, Canso's focus is on large institutional clients and high net worth clients looking for a speciality bond and credit manager. As part of its business model, for clients where a mandate to invest directly in stocks or bonds is not suitable or desirable to the client, Canso may recommend, or use its discretion to invest in, securities of funds managed by its affiliates, CFM and Lysander (collectively, "Proprietary Funds") (see Schedule "A" for a full list of Proprietary Funds). Based on the strength of our research capability, Canso recommends Proprietary Funds exclusively. As an exempt market dealer, Canso only distributes the Proprietary Funds. This means that when considering and recommending products that are suitable for you, Canso will not consider other non-proprietary products or whether those products would be better in meeting your investment needs and objectives.

Canso manages the conflicts inherent in recommending and investing client accounts in Proprietary Funds by providing clients with disclosure about the relationship it has with its affiliated fund managers and, in the case of discretionary managed accounts, Canso obtains written client consent to buy or sell Proprietary Funds for its clients. Canso investment research team conducts thorough due diligence on its Proprietary Funds to ensure that its products are suitable for the range of clients it services. The size and depth of our investment research team and the quality of our proprietary research, which informs our proprietary product development, separates us from comparable sized competitors and ensures that our proprietary products are competitive with alternatives in the market. As well, since our registered individuals only offer Proprietary Funds, they do not have the conflicts that would exist if they had the ability to also offer third-party products and receive compensation in respect of those products.

CFM and Lysander have identified conflicts of interest in connection with their management of the Proprietary Funds, including our portfolio management of those funds. You can find more details of those conflicts of interest in the offering documents or reports of the Independent Review Committees of those funds, which are available from your adviser.

7. FAIR ALLOCATION OF INVESTMENT OPPORTUNITIES

To ensure fair allocation of investment opportunities among our clients, Canso has developed and implemented the Fair Allocation of Investment Opportunities policy. The policy addresses the potential conflict of interest between client accounts by allocating trades and distributing securities equitably, taking into account a number of relevant factors. When allocating securities that have been aggregated for the purposes of trading or settlement efficiencies (bulk, block or bunched trades), care is taken to equitably share trading opportunities and expenses between client accounts. If pro-

rata distribution is not practical due to security availability or costs, allocation is done based on an established methodology.

If trade orders are filled at different times, these partial fills are allocated to client accounts as equitably as possible, taking into account trading costs, commissions and account size. If a pro-rata distribution would result in such a small allocation being made to an account such that it would not affect account performance, such accounts may be excluded from the allocation so that other accounts can benefit from a reasonable allocation. If a trading program continues over a longer period, Canso reviews the trading program to ensure that the allocations are fair and not biased towards large or small accounts. Partial fills are allocated to ensure that all account sizes have reasonably uniform positions over time. New Issues are allocated to avoid preference to any account over time.

8. FAIR VALUATION

Because Canso's fees are based on the value of the assets in our clients' accounts, there is a potential conflict of interest in valuation because a higher value of the assets results in higher fees paid to us. Overstating the value of the assets can also create improved performance. To ensure fair valuation of portfolio securities, Canso has developed and implemented a Pricing Policy and Procedure setting our pricing for bonds and equities as well as securities traded in foreign currencies and provides guidelines for pricing illiquid securities. Canso has established a pricing committee which meets monthly to review and approve security pricing based on an approved valuation methodology to ensure fair valuation for portfolio securities.

9. ERROR CORRECTION

Correcting an error in a client account or group of accounts can create a potential conflict of interest if the firm has a choice in correcting the error in a manner that is advantageous to the firm. Canso avoids this conflict by bearing all costs associated with trading errors. In addition to costs, if a trade error results in a loss to a client, the client is always made whole by Canso and in cases where the error favours the Client, the Client retains the benefit and Canso bears the loss. All errors are documented in an error log as a control measure and as a measure to improve business processes. Annually, a brief account of trade errors is included in the Chief Compliance Officer's report to the Board of Directors. Please also see *NAV Error Correction* below for information on how CFM addresses NAV Errors.

10. BEST EXECUTION

Canso has developed and implemented procedures for Best Execution to ensure that client trades are directed to brokers based on their execution quality and not for any collateral benefits received by Canso or its staff. Canso continuously monitors trade execution offered at different trading venues and maintains a list of approved brokers who are selected for their trade execution quality. We categorize brokers as Tier 1 and Tier 2 brokers and we conduct ongoing due diligence on Tier 2 brokers. Portfolio returns are reviewed by the portfolio managers and the Chief Investment Officer and any outliers are discussed and reviewed.

11. USE OF CLIENT BROKERAGE COMMISSION

Canso does not direct any brokerage transactions involving client brokerage commissions to a dealer in return for the provision of goods or services by the dealer or a third party.

12. TRADES BETWEEN CLIENT ACCOUNTS (CROSS-TRADES)

Cross trades may give rise to conflicts of interest as Canso is responsible for determining the terms of the trade, and in particular the price, for both accounts and the terms of the trade may benefit one account to the detriment of the other account. In addition, there are significant regulatory restrictions surrounding cross trades.

Canso has always been of the view that cross trades are in the client's best interest and has received an exemption permitting Canso to engage in cross trades between Canso and Lysander funds and Canso managed accounts. This conflict is addressed by Canso by requiring cross trades to be executed at mid market price through a third-party dealer, deemed in the best interests of all parties to the trade, and allocated in accordance with the policy on Fair Allocation of Investment Opportunities. Clients provide prior written consent to engage in cross trades. The process is overseen by Compliance and approved by an Independent Review Committee (IRC) for the Canso and Lysander Funds, as applicable. The Canso Funds' IRC was established by CFM for the sole purpose of overseeing this potential conflict.

13. FULL CONTROL OVER CLIENTS' FINANCIAL AFFAIRS

Full control or authority over the financial affairs of a client who is not related to a registered individual is prohibited due to conflict of interest. For close family members of registered individuals, we address conflicts of interest by having a registered individual that is a non-family member be involved in the trading for these accounts.

14. REFERRAL ARRANGEMENTS & THIRD-PARTY BENEFITS

Canso does not currently have any solicitation or referral arrangements and does not pay cash and/or other payments for client referrals, directly or indirectly; nor does it receive any monetary or non-monetary benefit from third parties for referring or recommending business.

15. FEE-BASED ACCOUNTS

Canso only earns a single fee from each client for its portfolio management services and does not receive any embedded commissions or additional fees within fee-based accounts. Fee based accounts are appropriate for the client given the (1) the size of the investment and (2) the investment objective of the client. If a fee-based account is not appropriate for the client, the client has the option to invest in Proprietary Funds. In either case, Canso avoids conflicts by only earning a single fee for managing the client's portfolio. We do not permit any products with an embedded commission to be held within a fee-based account. Canso clients may hold Proprietary Funds within a Canso managed account that is fee-based, and in these cases, the Client will either pay the management fee as part of the fee-based account fee or, if the management fee is paid indirectly by the Client through its holdings in a Fund, that amount is not included in the fee-based account fee and in either case there is no duplication of fees.

16. EMPLOYEE PERSONAL TRADING ACTIVITIES

Employee personal trading can create a conflict of interest because employees with knowledge of our trading decisions could use that information for their own benefit. To manage this conflict, Canso has an Employee Personal Trading Policy that prohibits employees of Canso from buying or selling individual securities. All employees limit their personal investment purchases strictly to participation in the Canso Pooled Funds, or third-party pooled or mutual funds, or exchange-traded funds. Similarly, in order to avoid any conflict of interest, the purchase of assets from a client outside the normal course of business is prohibited.

17. GIFTS AND ENTERTAINMENT

Canso has a Gift and Entertainment Policy prohibiting any employee to offer, solicit or accept any gift, benefit, compensation or consideration that could reasonably be expected to compromise their independence or objectivity. Compliance pre-approval is required for attendance at business events hosted by investment dealers and any gifts received by employees are to be notified to the CCO and recorded by Compliance.

18. COMPENSATION AND INCENTIVE PRACTICES

Sales incentives for certain products or services, and internal sales and revenue targets, are an inherent conflict of interest because they can influence the individual registrant to put their own interests ahead of their clients. Registered individuals, including the CCO, are compensated based on their individual contribution to Canso. Canso prohibits commission-based compensation models to avoid competitive behaviours and selling practices that are not in the best interest of a client. Furthermore, a compensation committee comprising of members of senior management reviews compensation and bonus awards for all staff, including dually hatted registered staff.

19. COMPLAINT HANDLING

Addressing a client complaint can create a potential conflict of interest if Canso has a choice in addressing the complaint in a manner that is advantageous to Canso versus addressing the complaint in the best interest of the client. To avoid this conflict, Canso complies with the procedures set out by the Ombudsman of Banking Services and Investments (OBSI) in addressing complaints. In addition, Canso has implemented procedures to establish reporting accountability and an escalation process to the Chief Compliance Officer.

OFFERING MEMORANDUM SUPPLEMENT CONFLICT OF INTEREST DISCLOSURE

In addition to the above conflicts, if you hold Canso Funds in your portfolio, as your dealer of a Canso Fund, we are also providing you with supplemental conflicts of interest disclosure for conflicts that may arise between CFM and the Canso Fund(s) that you hold. More information on Conflicts of Interests relating to Canso Funds can be found in the Offering Memorandum of the applicable Canso Fund(s).

1. NAV ERROR CORRECTION

Correcting a net asset value (NAV) error in a Fund account can create a potential conflict of interest if the firm has a choice in correcting the error in a manner that is advantageous to the firm. CFM avoids this conflict by strictly following the IFIC guidelines on NAV Errors. This means that if a NAV error results in a loss to a Fund, the Fund is always made whole by Canso and in cases where the error favours the Fund, the Fund retains the benefit and CFM bears the loss. All errors are documented in an error log as a control measure and as a measure to improve business processes. Annually, a brief account of NAV errors is included in the Chief Compliance Officer's report to the Board of Directors. Please also see *Error Correction* above for information on how CIC addresses trade errors.

2. ALLOCATION OF FUND EXPENSES

Allocating expenses between a fund or group of funds and CFM can create a potential conflict of interest as CFM, as fund manager, could allocate expenses in a manner that favours its interest over that of the fund or group of funds. To avoid this conflict, CFM prohibits certain shared expenses which are difficult to allocate, such as rent or salaries, to be allocated to the Canso Funds. CFM also reviews the fees charged to an investor and the Canso Fund(s) to ensure that there is no duplication of fees charged to a fund and an investor for the same service. CFM's finance staff reviews and approves all expenses for proper allocation between CFM and the Canso Fund(s).

3. PERFORMANCE FEES

A performance fee, which is a payment made to a fund manager by a fund for generating positive returns, can create an incentive for the fund manager to allocate investments to the fund (instead of its other funds) that it thinks will result in positive returns and thus generate more fees. In this way, a performance fee can cause the manager to favour one fund over others. Any Canso Pooled Fund that earns a performance fee has detailed disclosure on the calculation of the fee in the Offering Memorandum of the fund so that the investor can make an informed decision prior to making their initial investment. CFM controls the conflicts of interest of its performance fee through the fair allocation of investment opportunities across the family of funds. Please see *Fair Allocation Of Investment Opportunities* above for more details.

4. SEED CAPITAL INVESTMENTS AND WITHDRAWALS

A fund manger is often the entity that provides the initial investment in a new fund launch, which is called the seed capital. Such capital can be substantial, such that its withdrawal at a later date can be detrimental to the remaining unitholders of the Fund. CFM avoids this conflict by prohibiting the redemption of any seed capital in a Fund. Furthermore, as part of its firm culture, management actively invests in the Canso Funds alongside its clients and encourages all employees to do so as well.

Schedule A
Proprietary Products of Canso

- Any investment fund that starts with the word “Canso” (for example, Canso Corporate Value Fund and Canso Broad Corporate Bond Fund)
- Any investment fund that starts with the word “Lysander-Canso” (for example, Lysander-Canso Corporate Value Bond Fund)
- Dakota Fund, Hawk Fund and Wellington Fund
- Canso Select Opportunities Corporation (CSOC), a publicly-held investment corporation listed on the TSX-V, is the successor to Canso Select Opportunities Fund (the “Fund”). The Fund was a closed-end investment fund established on September 25, 2013. Lysander Funds Limited was the trustee and manager of the Fund and Canso was the portfolio manager of the Fund. Effective September 4, 2018, CSOC acquired all of the issued and outstanding units of the Fund through a plan of arrangement. CSOC is a related issuer of Canso through the ownership, direction and control over voting securities, of both Canso and CSOC, by John Carswell.