

Conflict of Interest Policy

The obligation to identify and to appropriately respond to conflicts of interest is one of the most fundamental obligations of a registered firm and registered individuals under Canadian securities legislation. The Canadian Securities Administrators (the “CSA”) take a broad view as to situations that may be considered to give rise to a conflict of interest. The following policy applies to Manitou and its associates, including registered individuals under applicable securities law.

The standard required by the CSA is that all “material” conflicts of interest be handled in the best interest of the client.

National Instrument 31-103 addresses conflict of interest obligations. The CSA provides that a conflict of interest includes any circumstance where:

- the interests of different parties, such as the interests of a client and those of a registrant, are inconsistent or divergent.
- a registrant may be influenced to put their interests ahead of their client’s interests, or
- monetary or non-monetary benefits available to a registrant, or potential detriments to which a registrant may be subject, may compromise the trust that a reasonable client has in their registrant.

The “materiality” of a conflict will depend on the circumstances. When determining whether a conflict is material, Manitou should consider whether the conflict may be reasonably expected to affect either of the following or both:

- the decisions of the client in the circumstances
- the recommendations or decisions of Manitou in the circumstances

Pursuant to sections 13.4 and 13.4.1 of NI 31-103, Manitou and its associates must take reasonable steps to identify existing and reasonably foreseeable material conflicts of interest. Reasonable steps to identify such conflicts could include:

- taking proactive measures to anticipate reasonably foreseeable conflicts
- implementing policies and procedures to identify existing conflicts, and
- assessing the materiality of those conflicts to distinguish between those conflicts that are material and those that are not.

The three mechanisms that Manitou will generally use to deal with conflicts of interest are:

- **Avoid** – Manitou will first determine if it should avoid the conflict of interest because it is sufficiently contrary to the interests of a client or the integrity of the capital markets, it is prohibited by law, or if there can be no other reasonable response to the conflict.
- **Control** – if Manitou does not avoid the conflict of interest, it will consider what internal structures or policies and procedures it should have to reasonably address the conflict. For example, Manitou may assign a different associate to provide a service to the particular client, create a group or committee to review, develop or approve a response to the conflict, monitor activity or use information barriers for certain internal communication.
- **Disclose** – if Manitou does not avoid the conflict of interest, Manitou must consider if it is required to disclose the conflict. Manitou will consider the appropriate timing and method of disclosing the conflict. The disclosure will be prominent, specific, clear and meaningful to the client and explain the conflict of interest and how it could affect the service that is being offered.

Section 13.4.1 of the Companion Policy to NI 31-103 indicates that when addressing material conflicts of interest in the best interest of clients, Manitou and its associates must put the interests of clients first, ahead of their own interests and any other competing considerations. Manitou must address material conflicts of interest by either avoiding those conflicts or by using controls to mitigate those conflicts sufficiently so that the conflict has been addressed in the client's best interest.

To comply with subsections 13.4(2) and 13.4.1(2) of NI 31-103, Manitou and its associates must avoid a material conflict of interest if:

- there are no appropriate controls available in the circumstances that would be sufficient to otherwise address the conflict in the best interest of the client;
- a particular conflict is capable of being addressed by using controls, but the specific controls being used by Manitou are not sufficiently mitigating the effect of the conflict, until such time as it has implemented controls sufficient to address the conflict in the best interest of the client; and
- avoiding the conflict is the only reasonable response in the circumstances that is consistent with the obligation to address conflicts in the best interest of clients.

Manitou must avoid such conflicts even if this means foregoing an otherwise attractive business opportunity or type of compensation for Manitou or its associates.

If a reasonable client would expect to be informed of a material conflict of interest, Manitou must disclose that conflict during the account opening process. If a conflict was not identified prior to account opening, that conflict must be disclosed, in a timely manner, after it has been identified. These timing requirements are designed to give clients a reasonable amount of time to assess the conflict before making an investment decision.

Compliance Training in Respect to Conflicts of Interest

Section 11.1 of NI 31-103 provides that registered firms such as Manitou are required to provide training to their registered individuals on compliance with securities legislation, including with respect to conflict-of-interest requirements.

The Companion Policy to NI 31-103 further provides that the CSA expects firms to provide examples of:

- how to identify existing and reasonably foreseeable material conflicts of interest between a registered individual and their client.
- how to address material conflicts of interest in the best interest of their client, and
- how to put the client's interest first when making suitability determinations for their client.

Objective

To identify, on an ongoing basis, any material conflicts of interest (including potential and perceived conflicts of interest) that may be relevant to the Firm, its associates and its clients and address such conflicts always in the best interest of the clients.

Policy & Procedure

Manitou has formalized a written list of “Specified Conflicts of Interest” with the assistance of external legal counsel in a “Conflicts of Interest Review” document, maintained separately, which contains descriptions of the conflicts affecting Manitou that have been identified as well as the controls that Manitou has in place to address such conflicts. On an ongoing basis, but at least semi-annually, the executive officers of Manitou, including the CCO, will meet to discuss these identified conflicts and any new conflicts of interest. If required, the list of Specified Conflicts of Interest will be revised and updated accordingly. In the event an associate of Manitou becomes aware of an existing or reasonably foreseeable conflict of interest, the individual is required to promptly report the conflict to the CCO. If an associate believes conflict of interest exists in an action to be taken by the associate, then the associate may not proceed with the activity in question without obtaining consent from the CCO. In case of non-compliance with the foregoing, the CCO will consider whether the associate should be sanctioned by the firm, which could, in serious cases, include dismissal with cause.

Manitou will provide the required training to its registered individuals in respect of conflicts of interest.

Certain of the firm’s specific conflicts of interest and the applicable policies and procedures are also detailed elsewhere in this manual.

All associates of Manitou must ensure that they:

- Act with integrity, competence, dignity, and in an ethical manner when dealing with the public, clients, prospects, employers, associates, and fellow members.
- Observe high standards of honesty, integrity and fairness.

Investment Professionals of Manitou shall:

- Act with integrity, competence, dignity, and in an ethical manner when dealing with the public, clients, prospects, employers, associates, and fellow members.
- Practice and encourage others to practice in a professional and ethical manner that will reflect credit on members and their profession.
- Strive to maintain and improve their competence and the competence of others in the profession.
- Use reasonable care and exercise independent professional judgment.

Code of Ethics

Investment Professionals shall:

- observe high standards of honesty, integrity and fairness.
- act in an ethical manner, with reasonable care and diligence, and with respect for the individual in dealings with the public, clients, prospective clients, employers, associates and fellow investment professionals.
- continually strive to maintain and improve their professional competence.
- be vigilant in identifying any relevant material conflicts of interest that arise, or may arise, in the course of their business and professional activities; and
- address any such conflicts of interest always in the best interest of the client, which shall include avoiding such conflict in appropriate circumstances.

Required Knowledge and Compliance

Investment Professionals shall:

- Maintain knowledge of and comply with all applicable laws, rules and regulations of any government, governmental agency, regulatory organization, licensing agency, or professional association governing their professional activities, including this Code and the similar code of ethics and standards of conduct, if any, of their national or regional society.
- Not knowingly participate in or assist any violation of such laws, rules, or regulations.

Fair Dealing with Clients and Prospective Clients

Investment Professionals shall act in a manner consistent with their obligation to deal fairly with all clients and prospective clients when:

- (a) disseminating investment recommendations.
- (b) disseminating material changes in prior investment advice; and
- (c) taking investment action.

Independence and Objectivity

Investment Professionals shall use reasonable care and judgment to achieve and maintain independence and objectivity in making investment recommendation or taking investment actions.

Fiduciary Duties

In relationships with clients, Investment Professionals shall use reasonable care in determining their applicable fiduciary duty and shall comply with such duty as those persons and interests to whom the duty is owed.

Reasonable Basis and Representations

Investment Professionals shall:

- Exercise diligence and thoroughness in making investment recommendations or in taking investment actions.
- Have a reasonable basis for such recommendations or action, supported by appropriate research and investigation.
- Maintain appropriate records to support the reasonableness of such recommendations or actions.
- Make reasonable efforts to avoid any material misrepresentation in disseminating investment information.
- Use reasonable judgment regarding the inclusion or exclusion of relevant factors when disseminating investment information.
- Distinguish between facts and opinions when disseminating investment recommendations.

Disclosure

Investment Professionals shall disclose to clients and prospective clients:

- The basic format and general principles of the investment processes by which securities are selected and portfolios are constructed and shall promptly disclose to clients any changes that might significantly affect those processes.
- The basic characteristics of investments and their associated risks when making an investment recommendation.

Preservation of Client Confidentiality, Funds, and Securities

- Preserve the confidentiality of information communicated by clients within the scope of the professional relationship.
- Safeguard client funds and securities held in the investment professional's custody.

Prohibition against Misrepresentation

Investment Professionals shall not make any statements, orally or in writing, which misrepresent:

- (a) the services that they or their firms are capable of performing for clients.
- (b) their qualifications or those of their firm.
- (c) their academic or professional credentials.
- (d) the investment performance that they or their firm have accomplished or can reasonably be expected to achieve.

Although Investment Professionals may discuss with clients or prospective clients the expected performances of any investment, they shall not make, orally or in writing, explicitly or implicitly, any assurances or guarantees regarding the return of any investment except to communicate accurate information regarding the terms of the investment and the issuer's obligations under the instrument.

If Investment Professionals communicate directly or indirectly individual or firm performance information to clients or prospective clients, or in a manner intended to be received by clients or prospective clients, they shall make every reasonable effort to assure that such performance information is a fair, accurate and complete presentation of such performance.

Disclosure of Conflicts

Investment Professionals shall disclose to their clients and prospective clients all matters, including beneficial ownership of securities or other investments, that reasonably could be expected to impair their ability to make unbiased and objective recommendations.

Priority of Transactions

- Transactions for clients and employers shall have priority over transactions in securities or other investments of which Investment Professionals are the beneficial owners so that such personal transactions do not operate adversely to their clients' or employer's interest.
- If Investment Professionals make a recommendation regarding the purchase or sale of a security or other investment, they shall give their clients and employer adequate opportunity to act on their recommendation before acting on their own behalf.
- Investment Professionals shall adopt and consistently apply policies and procedures for allocating securities and investment recommendations among clients in a fair and equitable manner.

Self-Dealing

Investment Professionals shall not engage in any transaction with a client when acting as a principal or an agent for an associate without the knowledge and consent of the client.

Gifts & Entertainment

Please refer to the Gifts & Entertainment Policy.

Outside Business Activities Policy

Employees may, under certain circumstances, be granted permission to engage in outside business activities with public or private corporations, partnerships, not-for-profit institutions, and other entities. Employees may also be granted permission to participate in investment clubs. However, such activities can expose the participant to potentially Material Non-public Information and can create conflicts of interest. Approval will be granted on a case-by-case basis, subject to careful consideration of potential conflicts of interest, disclosure obligations, and any other relevant regulatory issues.

An Employee who is granted approval to engage in an outside business activity must not transmit Material Non-public Information between Manitou and the outside entity. If participation in the outside business activity results in the Employee's receipt of Material Non-public Information, the Employee must discuss the scope and nature of the information flow with the CCO. Similarly, if an Employee receives approval to engage in an outside business activity and subsequently becomes aware of any conflict of interest that was not disclosed when the approval was granted, the conflict must be promptly brought to the attention of the CCO.

Personal Trading

Please refer to the Personal Trading Policy.

Prohibition against Use of Material Nonpublic Information

Section 204A of the Advisers Act requires every investment adviser to establish, maintain, and enforce written policies and procedures reasonably designed, taking into consideration the nature of such investment adviser's business, to

prevent the misuse of Material Non-public Information by such investment adviser or any associated person. In the past, the Federal Securities Laws have been interpreted to prohibit the following activities:

- Trading by an insider while in possession of Material Non-public Information
- Trading by a non-insider while in possession of Material Non-public Information, where the information was disclosed to the non-insider in violation of an insider's duty to keep it confidential
- Trading by a non-insider who obtained Material Non-public Information through unlawful means such as computer hacking, and
- Communicating Material Non-public Information to others in breach of a fiduciary duty.

What Information is Material?

Many types of information may be considered material, including, without limitation, advance knowledge of:

- Dividend or earnings announcements
- Asset write-downs or write-offs
- Additions to reserves for bad debts or contingent liabilities
- Expansion or curtailment of company or major division operations
- Merger, joint venture announcements
- New product/service announcements
- Discovery or research developments
- Criminal, civil and government investigations, and indictments
- Pending labor disputes
- Debt service or liquidity problems
- Bankruptcy or insolvency
- Tender offers and stock repurchase plans
- Recapitalization plans; and
- Major developments in litigation or events that could lead to litigation (e.g., a cyber breach or a data leak).

Information provided by a company could be material because of its expected effect on a particular class of securities, all of a company's securities, the securities of another company, or the securities of several companies. The prohibition against misusing Material Non-public Information applies to a wide range of financial instruments including, but not limited to, equities, bonds, warrants, options, futures, forwards, swaps, commercial paper, government-issued securities, and Digital Securities. Material information need not relate to a company's business. For example, information about the contents of an upcoming newspaper column may affect the price of a security, and therefore be considered material. Advance notice of forthcoming secondary market transactions could also be material.

Employees should consult with the CCO if there is any question as to whether non-public information is material.

What Information is Non-public?

Once information has been effectively distributed to the investing public, it is no longer non-public. However, the distribution of Material Non-public Information must occur through commonly recognized channels for the classification to change. In addition, there must be adequate time for the public to receive and digest the information. Non-public information does not change to public information solely by selective dissemination. The confirmation by an insider of unconfirmed rumors, even if the information in question was reported as rumors in a public form, may be non-public information. Examples of the ways in which non-public information might be transmitted include, but are not limited to:

- In person
- In writing
- By telephone
- During a presentation
- By email, instant messaging, or Bloomberg messaging
- By text message or through Twitter, or
- On a social networking site such as Facebook or LinkedIn.

Employees must be aware that even where there is no expectation of confidentiality, a person may become an insider upon receiving Material Non-public Information. Employees should consult with the CCO if there is any question as to whether material information is non-public.

Employees are strictly forbidden from engaging in Insider Trading, either personally or on behalf of Manitou's Clients. Manitou's *Insider Trading* policies and procedures apply to all Employees, as well as any transactions in any securities by family members, trusts, or corporations, directly or indirectly controlled by such persons. The policy also applies to transactions by corporations in which the Employee is an officer, director, or 10% or greater stockholder, as well as transactions by partnerships of which the Employee is a partner unless the Employee has no direct or indirect control over the partnership.

Procedures for Recipients of Material Non-public Information

If an Employee has questions as to whether they are in possession of Material Non-public Information, they should inform the CCO as soon as possible. The CCO will conduct research to determine if the information is likely to be considered material, and whether the information has been publicly disseminated.

Given the severe penalties imposed on individuals and firms engaging in Insider Trading, an Employee:

- Must immediately report the potential receipt of Material Non-public Information to the CCO
- Must not trade the securities of any company about which they may possess Material Non-public Information, or derivatives related to the issuer in question
- Must not discuss any potentially Material Non-public Information with colleagues, except as specifically required by their position, and
- Must not conduct research, trading, or other investment activities regarding a security for which they may have Material Non-public Information until the CCO dictates an appropriate course of action.

If the CCO determines that the information is material and non-public, the CCO will prepare a written memorandum describing the information, its source, and the date that the information was received. The CCO may also maintain a list of these restricted securities (the "Restricted List").

Prohibition against Plagiarism

Investment Professionals shall not copy or use, in substantially the same form as the original, material that has been prepared by another without acknowledging and identifying the name of the author, publisher, or source of such material. Investment Professionals may use, without acknowledgment, factual information published by recognized financial and statistical reporting services or similar services.

Responsibilities of Supervisors

Investment Professionals with supervisory responsibility, authority, or the ability to influence the conduct of others shall exercise reasonable supervision over those subject to their supervision or authority, to prevent any violation of applicable statutes, laws, rules, regulations, or provisions of the Code. In so doing, they are entitled to rely upon reasonable procedures established to detect and prevent violations as long as they have no reasonable basis for believing that these procedures are not being followed.

Employee Acknowledgement

On an annual basis all Manitou Investment Professionals are required to sign off on the Annual Associate Sign off Package, which shall include their confirmation of compliance with the Code and the CFA Code.