



Conflicts of Interest Policy

At Odlum Brown Limited, we are proud to offer a wide array of investment services and products to our clients through our registered Portfolio Managers, Investment Advisors and Equity Analysts, as well as life insurance products, retirement, estate and financial planning through our wholly owned subsidiary, Odlum Brown Financial Services Limited.

As an independent, employee-owned, client-focused investment firm, Odlum Brown is singularly focused on servicing the needs of our individual clients. We do not engage in corporate finance or banking activities or institutional sales; sell proprietary products; or even trade for our own account. Our research is fiercely independent, and its purpose is to inform our clients and to assist our advisors in offering them personalized investment advice tailored to meet their specific needs and unique circumstances.

We recognize, however, that our client offering can sometimes make us susceptible to conflicts of interest. While our current policy requires us to avoid any conflict of interest required by law to be avoided, and any material conflict of interest we are unable to address in the best interests of our clients, we have updated our Conflicts of Interest Policy to reflect the goals of the Client Focused Reforms initiative recently approved by the Canadian Securities Administrators (CSA) and the Investment Industry Regulatory Organization of Canada (IIROC).

Depending on the specific conflict of interest, we use one or more of three mechanisms to address the conflict: avoidance, control and disclosure.

Conflicts that are prohibited by law, securities regulation or common industry practice, or that cannot otherwise be addressed in the best interest of our clients, we **avoid**.

For other conflicts or potential conflicts of interest, we employ one or more **control** mechanisms. Common examples of control mechanisms include the physical separation of our business functions; creating internal information barriers; conducting regular trading reviews of our employees; and restricting their ability to trade in priority to our clients or ahead of our research.

In addition to control mechanisms, we will make, when necessary, **disclosure** to our clients about a conflict of interest that may affect them. We do this by providing information about the conflict so that they are able to independently assess the conflict when evaluating our advice or considering any service we offer. In the case of a material conflict of interest, we will not rely on disclosure alone as our sole mechanism to address the conflict. When we disclose a material conflict of interest, we will describe the nature and extent of the conflict, its potential impact and risk, and how the conflict has been or will be addressed.

Below, we provide examples of possible conflicts of interest and describe how they are generally addressed. We hope this provides our clients with a better understanding about how our Conflicts of Interest Policy is applied. Our clients are encouraged to discuss any questions or concerns about our



Conflicts of Interest Policy or any aspect of their relationship with us by contacting their Odlum Brown Investment Advisor or Portfolio Manager.

In most circumstances, we deal with and manage conflicts of interest as follows:

- We avoid conflicts which are prohibited by law, as well as conflicts that we cannot effectively control in the best interest of our clients.
- On an ongoing basis, Odlum Brown's board of directors ensures that the principal risks for non-compliance with regulatory requirements have been identified, and that appropriate supervision and compliance procedures and systems to manage those risks have been implemented.
- Our advisors are obliged to comply with various policies and procedures designed to ensure that they maintain the highest standard of integrity, which is an integral part of the firm's commitment to act in the best interest of our clients.
- We control or manage acceptable conflicts by physically separating different business functions and restricting internal confidential information.
- Our internal compensation practices are designed to ensure that advisors are not motivated or influenced to make investments in client accounts in specific issuers or financial products. Odlum Brown does not sell proprietary products, nor do we engage in corporate finance, banking or institutional sales, and our research is prepared strictly for the benefit of our individual clients.
- We will address any material conflict in the best interest of our client, otherwise we will avoid it.
- When appropriate, we disclose manageable conflicts relevant to a client so that they can assess if these conflicts are significant to them.

Examples of possible conflicts and how they are addressed:

Odlum Brown may receive compensation by directing trades to specific destinations.

We have processes in place to ensure that we meet all industry regulations to obtain best price and best order execution for our clients.

Odlum Brown earns compensation by selling products and services to you for which you pay us.

We have processes in place to make industry required disclosure about our fees and commissions to ensure they are transparent and known before clients contract for a service or product we provide.

Odlum Brown may receive compensation from securities issuers and other third parties based on selling their products.

We are obligated by industry regulations and firm policy to make only suitable investment recommendations. Odlum Brown discloses the situations and type of third-party compensation we may receive including trailer fees on mutual funds and commissions on Guaranteed Investment Certificates.

We are compensated in other ways as a result of the business you may do with us.

Interest spreads on uninvested cash deposits and foreign exchange spreads may be earned by us only as provided in our Client Account Agreement and in accordance with industry standards.



Odlum Brown advisors may participate in outside business activities such as serving on a board of directors, participating in community events or pursuing personal outside business interests.

Odlum Brown has policies in place which require its advisors to disclose their outside business activities so we are able to assess the potential for conflicts of interest with our clients. All outside business activities must be approved by Odlum Brown and are subject to supervision, if necessary. The firm prohibits our advisors from being directors of any public company, in most cases.

Personal trading

All trading by the firm's employees is monitored to ensure that it is in accordance with all industry rules relating to client priority, research dissemination and other activities that may create a conflict of interest with our clients.

Gifts and inducements

Odlum Brown maintains a policy that requires our advisors to declare any gifts or inducements they receive or are offered in excess of \$100.

You may direct any conflict of interest question or concern to our Chief Compliance Officer:
Suite 1100 - 250 Howe Street, Vancouver, BC V6C 3S9, Telephone: 604 669 1600, Toll Free: 1 888 886 3586

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