

## Conflict of Interest Policy

Conflicts of interest	Who is concerned by this conflict?	How conflicts will be addressed	What potential impact could these conflicts of interest have if they are not addressed?
We earn compensation by selling products and services to you for which you pay us.	All our clients	<ul style="list-style-type: none"> <li>We will inform you of fees, commissions and other compensation in advance so that you know what you will be paying.</li> <li>Please consult our list of fees in the documentation we send you when opening an account or contact your Wealth Management advisor.</li> <li>We offer a variety of pricing options to choose from such as fees or commissions.</li> <li>A report on these fees will be sent to you periodically.</li> </ul>	Our recommendations could be influenced by the compensation received for the products.
Different products have differing levels of compensation for us.	All our clients	<ul style="list-style-type: none"> <li>Our compensation is disclosed to you and we offer alternatives intended to reduce the conflicts associated with commission-based pricing.</li> <li>We are required by industry regulations and firm policy only to make investment recommendations that are specifically suited for you and adapted to your situation.</li> <li>We may choose not to offer a complex product that carries a high commission.</li> </ul>	Our recommendations could be influenced by the compensation received for the products.
We would like you to use more of our services.	All our clients	<ul style="list-style-type: none"> <li>We do not engage in “tied selling”, where purchase of one service is conditional on buying another as well.</li> <li>We have policies and procedures prohibiting recommendations made solely for the purpose of generating revenue for us.</li> <li>Management has put in place compliance programs to help identify and address any departure from policies and procedures.</li> </ul>	Our recommendations could be influenced by additional compensation generated by extra services.
If you have an account managed by the Financial, we have discretion or control over transactions in your account.	Clients holding a managed account	<ul style="list-style-type: none"> <li>Regulations require that we disclose to you and obtain your specific approval to buy securities related to our company or to other related companies.</li> <li>We monitor the managed accounts to ensure that the service suits you.</li> </ul>	We could not carry out the management work and still receive compensation.
Our compensation, organizationally and individually, may involve commissions based on sales volume.	All our clients	<ul style="list-style-type: none"> <li>We offer fee-based and commission accounts and no-load mutual funds, which have pricing structures designed to reduce commission incentives.</li> <li>We have put in place policies to manage this type of compensation.</li> <li>The remuneration of our advisors is not linked to the products you choose or the sales volume.</li> </ul>	Our recommendations could be influenced by the compensation received for the products.
We would like you to use more of the products offered by our affiliate companies and our partners.	All our clients	<ul style="list-style-type: none"> <li>When we use referral arrangements, we disclose and manage them according to regulatory standards.</li> <li>We have policies and procedures, against which we monitor our advisors' activities, prohibiting recommendations solely for the purpose of generating revenue for us.</li> </ul>	Our recommendations could be influenced by our desire to encourage the business development of our affiliate companies and our partners.
We may receive compensation from third parties based on their products we sell to you, such as “trailer fees” on mutual funds.	All clients holding funds paying management fees (see Fund Fact sheet)	<ul style="list-style-type: none"> <li>All forms of compensation we may receive are disclosed to you.</li> <li>We have put in place policies to manage this type of compensation.</li> </ul>	Our recommendations could be influenced by the compensation received for the products.
We are compensated in other ways as a result of the business you may do with Professionals' Financial, including interest spreads on uninvested cash deposits with us and foreign exchange spreads when you convert currencies.	Clients using our currency or margin conversion services	<ul style="list-style-type: none"> <li>We have put in place policies to manage this type of compensation.</li> </ul>	Our recommendations could be influenced by the compensation received for currency conversion.
We may sell you securities of companies that are related or connected to us.	None of our clients	<ul style="list-style-type: none"> <li>Apart from the mutual funds from Professionals' Financial – Mutual Funds that are clearly our product, we do not sell any other security that could be related to our company or to one of our affiliate companies.</li> </ul>	This does not apply to Professionals' Financial.
We may need to select which clients will be offered certain securities if availability is limited.	Clients holding a managed account	<ul style="list-style-type: none"> <li>We have a “fair allocation” policy which allows us to treat all clients fairly.</li> </ul>	We could favour certain clients at the expense of others.
We may be paid by issuers to solicit your proxy or vote in their favour with respect to takeover bids, corporate reorganizations and other corporate actions.	All our clients	<ul style="list-style-type: none"> <li>Securities regulations require specific disclosure of such arrangements and the compensation in public documents such as information circulars. If you wish, you can receive these circulars or you can consult them on the website <a href="http://www.sedar.com">www.sedar.com</a>.</li> <li>We have put in place policies for exercising voting rights.</li> </ul>	Our recommendations could be influenced by the compensation received for acquiring your vote.
Your advisor may make permitted personal investments in private companies that manufacture investment products.	All our clients	<ul style="list-style-type: none"> <li>Your advisor or representative must declare and have approved by us any such private investments before they are made.</li> <li>If such personal investments have been approved for your advisor, we will disclose such an investment to you in writing.</li> </ul>	Our recommendations could be influenced by the personal financial involvement of one of our employees.

**Conflict of Interest Policy (Continued)**

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Individuals registered with us may also be registered with another registered firm related to Professionals' Financial and provide services to clients of that firm.	All our clients	<ul style="list-style-type: none"> <li>◆ These relationships are subject to legislative and industry regulatory requirements that impose restrictions on dealings between related registered firms and/or individuals that are dually registered with a related registered firm. Such restrictions are intended to minimize the potential for conflicts of interest resulting from these relationships.</li> </ul>	Our recommendations could be influenced by the personal involvement of one of our employees with another firm.
We may permit certain individuals who are registered with Professionals' Financial to be employed by, participate in, or accept compensation from other persons or firms.	All our clients	<ul style="list-style-type: none"> <li>◆ We have adopted internal policies and procedures that supplement the regulatory requirements, including policies on privacy and confidentiality of information.</li> </ul>	Your confidential information could be used by an employee to solicit you on behalf of a third party.
Certain individuals may serve on a board of directors of an external firm or take on outside personal activities.	All our clients	<ul style="list-style-type: none"> <li>◆ A registered individual who wishes to pursue an external personal activity must respect certain guidelines. We must be previously notified and give our consent.</li> </ul>	Your advisor may not have enough time to perform his or her work at the Financial.