

Stifel Nicolaus Canada Inc. Conflicts of Interest Disclosure

Actual, potential, and perceived conflicts of interest exist in everyday life. As a firm we are responsible to adhere to the highest ethical standards in our dealings with our clients. We are also responsible to maximize economic benefit for our shareholders and other stakeholders. Our objective is to provide you with trusted advice and personalized financial solutions that help you achieve your financial goals. This is our best way to retain your continued business and in turn encourage you to recommend our services.

Stifel GMP and Stifel FirstEnergy, known collectively as Stifel Nicolaus Canada Inc., is an integrated firm that provides a broad range of products and services including corporate finance, research, institutional trading and retail client services. Our focus is on the Canadian capital markets in the areas of Consumer & Retail, Diversified Industries, Energy, Financial Services & Financial Sponsors, Life Sciences & Healthcare, Metals & Mining and Technology. In addition as part of Stifel Global companies, we offer clients access to US, Global Markets, and a wide range of Products and services

You can learn more about us at WWW.STIFELCANADA.COM

Conflicts of interest that can arise:

- Conflicts of interest between you and us.
- Conflicts of interest between you and our other clients.
- Conflicts of interest between us and our related and associated companies.

As an investment dealer, we are a financial intermediary, which means we act as a middleman between two or more parties in order to facilitate transactions. It is common practice to:

- Be the party on the other side of the transaction (referred to as a "principal" trade) where we own the security we sell to you.
- Facilitate a transaction between you as our client and a third party on the other side of the transaction through an "agency" trade where we have no ownership interest in the security traded.
- In other cases, we advise an issuer of securities on how best to raise funds by selling securities, while also recommending that our clients buy those same securities.

How We Management of Conflicts of Interest

We deal with and manage conflicts as follows:

- **Avoidance:** This includes avoiding conflicts that are prohibited by law as well as conflicts that cannot or are extremely difficult to effectively manage.
- **Control:** We manage acceptable conflicts through a number of ways which may include:
 - Physically separating different business functions and restricting the internal exchange of information.
 - Internal Audit to ensure disclosure, where necessary, is provided to clients as well as identify new conflicts that may arise.
 - Provide clients with alternative solutions to best manage the conflict.
- **Disclosure:** We will provide you with information about conflicts, you can then make your own independent assessment of significance when evaluating our recommendations and any actions we take.

Our Goal

Our Goal is to address conflicts in a fair, equitable and transparent manner, consistent with the best interest of our clients. Where all possible we will try to avoid conflicts, however when they do arise we will disclose the conflict and manage it through internal controls and review. Where conflicts are too significant to deal with by controls or review, we will avoid the conflict. We will strive to disclose conflicts in a timely, meaningful, and prominent manner.

The table below will assist you in understanding and assessing material potential and actual conflicts of interest, including how we address them. If you have any questions or concerns, whether they involve conflicts of interest or anything else, please contact your advisor for an explanation and more information.

Related and Connected Issuers

Stifel, Nicolaus & Company (US) is the parent company of Stifel Nicolaus Canada Inc. It is publicly traded on the New York Stock Exchange (NYSE - SF). As corporate policy, we do not recommend or solicit investment in our parent company and therefore do not perceive any conflict of interest.

This Conflicts of Interest Disclosure document will be updated in that event, as well, to reflect the additional procedures adopted to address the resulting potential conflicts.

Conflicts and How We Manage Them

Potential Conflict of Interest	How Conflicts Will Be Addressed
<p>We earn compensation by selling products and services to you for which you pay us.</p>	<p>Disclose/Control</p> <p>We will inform you of fees, commissions and other compensation in advance so that you know what you will be paying.</p> <p>We earn brokerage commissions on trades executed for you, and these commissions are negotiated between you and your investment advisor.</p> <p>All commissions are disclosed on each trade confirmation.</p> <p>Fees for other services is documented in a fee schedule provided to you at the time of account opening, as well as anytime there is a change in the fees related to any services.</p> <p>We are required to make "suitable" investment recommendations, in line with your investment objections and risk tolerances, as well as the information available to your advisor about the recommended investment.</p> <p>We have policies and procedures prohibiting recommendations solely for the purpose of generating revenues for us without any benefit to you.</p>
<p>We may receive compensation from securities issuers and other third parties based on their products we sell to you, such as "trailer fees" on mutual funds and underwriting or agency commissions on securities offerings.</p>	<p>Disclose</p> <p>We disclose to you the situations and type of third party compensation we may receive. These disclosures are generally found in the prospectus or other offering documents provided.</p>
<p>We are compensated in other ways as a result of the business you may do with us, including interest spreads on un-invested cash deposits with us and foreign exchange spreads when you convert currencies.</p>	<p>Disclose</p> <p>Various forms of other compensation we may receive are disclosed to you at account opening or at the time of the related transaction.</p>
<p>We may sell you securities which we own (called principal trades) and profit by doing so.</p>	<p>Disclose</p> <p>We will tell you whether we acted as principal or agent for each transaction on the trade confirmation.</p> <p>In the case of fixed-income securities (which we usually sell as principal) we provide you with a stated yield to maturity so you can assess the competitiveness of our pricing.</p> <p>Where a recommendation is being made by an advisor, on a security in which they have an investment, this fact will be disclosed at the time of the recommendation.</p>

<p>We may need to select which clients will be offered certain securities if availability is limited.</p>	<p>Control</p> <p>Individual advisors make the determination based on individual client relationships, suitability of the investment, as well as client priority.</p> <p>These allocations may not be influenced by client guarantees of future business.</p>
<p>We are paid by issuers of securities when we advise on or underwrite a new issue which we may recommend to you. In these instances, we are acting for the issuer that wants to obtain the highest price while recommending the investment to purchasers who are interested in obtaining the lowest price.</p>	<p>Control / Disclose</p> <p>We have structurally segregated our corporate finance and retail advisory businesses. This prevents the sharing of non-public information by our corporate finance business (having the relationship with the issuer) with our retail advisory businesses (having the relationship with clients like you).</p> <p>Pricing must consider current market conditions, market value and the specific securities being offered.</p> <p>In all instances, the investments must be suitable for you and in line with your stated investment objectives and risk tolerances.</p> <p>The offering documents provide full disclosure of all relationships we may have with the issuer, including the compensation arrangements related to the transaction.</p>
<p>We may be paid by issuers or others to solicit your proxy or vote in their favour with respect to takeover bids, corporate reorganizations, solicitation of proxies and other corporate actions.</p>	<p>Disclose</p> <p>Securities regulations require specific disclosure of such arrangements and the compensation we will receive in documents such as information circulars, takeover bid circulars and issuer bid circulars.</p>
<p>Due to business relationships with issuers of securities, certain employees may know confidential information that we cannot disclose to you when we recommend the securities to you, even if the information might lead us not to recommend buying the securities.</p>	<p>Control</p> <p>We operate our corporate finance and retail advisory and other business separately so that such information is tightly controlled and not shared by corporate finance with our retail advisory and other businesses.</p> <p>Our internal information barriers are designed to ensure retail advisory and other employees do not have access to any non-public information that may be available to our corporate finance businesses. Further our corporate finance business is obligated to maintain confidential any such non-public information obtained from issuers outside of the firm.</p>
<p>We may have access to commercially sensitive or inside information.</p>	<p>Avoid / Control</p> <p>We may decline to provide a service to avoid insider trading provisions in securities legislation.</p> <p>We have specific procedures for responding to conflicts of interest that involve inside information and for complying with insider trading provisions.</p> <p>Confidential information that cannot be publicly disclosed is protected through internal information barriers so that it is not shared and does not influence any retail advisory activities.</p>

<p>We provide investment research on securities of companies that recommend to you that may also have other business relationships with us including corporate finance activity.</p>	<p>Control / Disclose</p> <p>Our Research is subject to extensive and detailed regulatory requirements and internal standards. This includes the controls over communications between</p> <ul style="list-style-type: none"> • The corporate finance Department and the research department issuers and the research department <p>We are also required to disclose in our research reports conflicts that you should review in assessing whether these conflicts are important to you. These include:</p> <ul style="list-style-type: none"> • Compensation received related to both investment banking and non-investment banking services. • Ownership by the firm or the analyst, • Compensation of analysts, • Rating systems and distributions, including where corporate finance services have been provided. <p>You can review all the standards our research analysts are required to comply with at www.iiroc.ca and search the Dealer Member Rules for Rule 3400.</p>
<p>We trade securities for our own account (proprietary trading).</p>	<p>Control</p> <p>We maintain information barriers between our corporate trading activities and retail advisory and other business.</p> <p>Firm and employee trades are identified as such and client trades are given priority over firm and employee trades in accordance with industry "client priority" regulations.</p> <p>We have extensive policies and procedures to control and review proprietary and employee trading.</p>
<p>We may receive compensation by trading destinations, including electronic communication networks, market makers and exchanges in connection with trades on markets we direct to such destinations.</p>	<p>Control / Avoid</p> <p>Industry regulations dictate our best price and best execution obligations to you. We are not owners in any marketplaces, nor do we act as market maker in any securities for which we provide research coverage.</p>
<p>We may permit certain individuals who are registered with us, including your Investment Advisor to be employed by, participate in, or accept compensation from other persons or businesses, outside of their relationship with Stifel Nicolaus Canada Inc.</p>	<p>Avoid</p> <p>Any business activities outside the business of Stifel Nicolaus Canada Inc. are not permitted for any employee where a direct or potential conflict may exist which risks:</p> <ul style="list-style-type: none"> • Disruption to client service. • Conflicts with the business of the firm. • Confusion as to any client as to who is providing a client service. • Being viewed as disreputable or inappropriate.
<p>Individuals may serve on a board of directors or take on other activities that could take time or attention away from your account.</p>	<p>Avoid / Control</p> <p>Securities legislation prohibits an individual from serving as a director of another registered firm that is not an affiliate of our firm.</p> <p>Employees are prohibited from engaging in outside business activities that would interfere or create conflict with their duties. We have policies in place to detect and, where applicable, supervise, disclose or prohibit any conflicts of interest.</p>

	<p>Employees are generally prohibited from acting as directors or officers of public companies. In the rare situation where an exemption may be sought, approval of the President of Stifel Nicolaus Canada Inc. would be required.</p> <p>Employees may act as directors or officers of Private Companies only when obtaining prior approval of the firm.</p> <p>We have adopted internal policies and procedures that supplement the regulatory requirements. These outside business activities are closely monitored.</p>
<p>Employees may receive or give gifts, gratuities or entertainment opportunities due to their relationships with clients</p>	<p>Avoid / Control</p> <p>We have strict Policy and Procedures to limit what are acceptable gift and entertainment practices. All gifts are to be reviewed and approved.</p>

More Information

Canada has strong regulatory system with comprehensive and extensive securities rules and regulations, many of which are directed at protecting client and investor interests, including dealing with conflicts of interest. We suggest that you refer to the websites and publications of the provincial securities commissions through the Canadian Securities Administrators (CSA) and Investment Industry Regulatory Organization of Canada (IIROC) for more information on how Canadian securities regulations address conflicts of interest in order to safeguard the investing public.