

## CONFLICT OF INTEREST DISCLOSURE

There is a possibility that a conflict of interest may arise in connection with the business that HUB Capital Inc. (“HCI”) conducts for you. Securities laws of Canada require investment dealers and other advisers to take reasonable steps to identify, disclose and address existing and potential material conflicts that might reasonably arise between you and your advisor. If a conflict arises, HCI will advise you of the conflict in writing in a timely manner and will ensure that the conflict is addressed in a way that is in your best interest.

Conflicts of interest exist in all lines of business and this conflict of interest disclosure sets out important information regarding our material conflicts of interest along with the potential impact or risk that the conflict could pose to you. It also sets out how we address the conflict to minimize its impact and risk to you and other clients. In the investment industry, conflicts of interest or potential conflicts of interest, arise when the interests of a client differ from those of a financial advisor or firm. Conflicts of interest represent potential risks to clients because conflicts may influence the firm or advisor to put their own interests ahead of clients’ interests.

Core to HCI values is that our “client interests come first”. We have policies and procedures to assist in identifying, addressing, and minimizing any material conflict of interest that the firm, its employees or advisors may face when providing investment products and solutions to you. We will exercise reasonable professional judgement to address all conflicts of interest, influenced only by the best interest of the client. Where we cannot address a conflict in the best interest of the client, or where prohibited by law, we will avoid the conflict entirely.

For financial advisors and firms some of the most common potential conflicts of interest stem from compensation and incentive programs, personal financial dealings, outside activities and referral arrangements.

In general, we deal with and manage these relevant conflicts as follows:

CONFLICT OF INTEREST	HOW CONFLICTS WILL BE ADDRESSED
<b>COMPENSATION AND INCENTIVE PROGRAMS</b>	
Potential risk to clients is that a recommended action such as purchasing a mutual fund is motivated by compensation.	<ul style="list-style-type: none"> <li>We make it a priority to understand our client’s goals, objectives, needs, and investment profiles.</li> <li>Our advisors are required by regulation and by corporate policies and procedures to ensure that any recommendation or action is in the client’s interests.</li> <li>We impose restrictions and limits on gifts and entertainment that advisors can accept from product manufacturers or service providers.</li> </ul>
Different products and services have differing levels of compensation.	<ul style="list-style-type: none"> <li>Our internal compensation practices do not incentivize any one product or service over another.</li> <li>We do not manufacture proprietary products.</li> </ul>
Our compensation may involve commissions.	<ul style="list-style-type: none"> <li>We will inform you of fees, commissions, and other third-party compensation, such as trailing commissions we may receive in advance so that you will know what you will be paying for products or services.</li> <li>We also offer fee-based accounts, as well as similar products such as no-load mutual funds with pricing structures designed to reduce commission incentives.</li> </ul>



<p>Fee-based accounts may include funds with trailer fees embedded in their management expense ratio (MER).</p>	<ul style="list-style-type: none"> <li>We have policies, procedures, and monitoring in place to limit the products made available for fee-based accounts to ensure they do not have embedded trailer fees and therefore not subject to double charging.</li> </ul>
<p><b>REFERRAL ARRANGEMENTS</b></p>	
<p>Potential risk is that a referral is given or received solely for monetary gain, and not because of any benefit to the client.</p>	<ul style="list-style-type: none"> <li>All referral arrangements are reviewed and approved by us and managed to regulatory standards to ensure the clients' interests are the primary reason for the arrangement.</li> <li>The details of any referral arrangement must be disclosed to the client.</li> </ul>
<p><b>OUTSIDE ACTIVITIES</b></p>	
<p>Potential risk to clients is an outside activity could negatively impact the advisor's ability to service clients or motivate the advisor to recommend certain products over others.</p>	<ul style="list-style-type: none"> <li>Outside activities, such as being dually licensed for the sale of life insurance products, require approval by us and disclosure.</li> <li>Approved outside activities are subject to regulatory requirements and internal policies and procedures, including policies on privacy and confidentiality of information.</li> </ul>
<p>We may permit advisors to be employed by, participate in, or accept compensation from other persons or firms, outside of his/her relationship with HUB.</p>	<ul style="list-style-type: none"> <li>These relationships are subject to industry regulatory requirements and must be reviewed and approved by us to ensure all potential conflicts are either avoided or disclosed and managed.</li> </ul>
<p>Individuals may serve on a board of directors of a charity or take on other community activities that could take time or attention away from your account.</p>	<ul style="list-style-type: none"> <li>When advisors serve on a board of directors of a charity or undertakes other community activities in any substantive way, they are subject to regulatory guidance on the disclosure and approval of the outside activity.</li> </ul>
<p><b>PERSONAL FINANCIAL DEALINGS</b></p>	
<p>Potential risk to clients is that an advisor puts their own interest over the interest of the client.</p>	<ul style="list-style-type: none"> <li>Personal financial dealings between advisors and clients are strictly prohibited except between the advisor and immediate family members with our approval. Examples of personal financial dealings include borrowing from a client, lending to a client, participating in business ventures and/or investments with clients.</li> <li>Advisors are prohibited from being a power of attorney, executor, trustee, beneficiary or from having trading authority over a client account.</li> </ul>

