



ROCKLINC

Worth. Investing.

Conflicts of Interest Disclosure Statement

Rocklinc Investment Partners Inc. (“**Rocklinc**”) is an independent investment management company incorporated under the laws of Ontario. The firm is registered under the category of Portfolio Manager (“**PM**”), Exempt Market Dealer (“**EMD**”) and Investment Funds Manager (“**IFM**”), with the Ontario Securities Commission as principal regulator. Rocklinc is in the business of providing investment advisory services to its clients (“**Clients**”). Rocklinc manages the Rocklinc Partners Fund (“the **Fund**”) and may use the Fund to manage some of Clients’ assets under fully discretionary investment management agreements. Additionally, a Client may subscribe on their own to purchase units of the Fund directly, through execution of a subscription agreement.

In the course of providing services to Clients, there may be situations where a conflict of interest arises between Rocklinc’s interests and Clients’ interests. Canadian securities law requires us to take reasonable steps to identify and respond to existing and potential material conflicts of interest, and in certain circumstances, to provide information regarding the nature and extent of conflicts of interest that might be expected to arise between Rocklinc and its Clients.

We must avoid any situation in which our personal interests conflict with our duties as an employee, officer or director of Rocklinc. When faced with a real or possible conflict of interest, we are required to exercise the business judgement of responsible persons, uninfluenced by considerations other than the best interests of Clients.

A ‘*conflict of interest*’ occurs whenever the personal interests of Rocklinc, or an individual acting on its behalf, may potentially conflict with those of a Client, or in a situation where Rocklinc, or an individual acting on its behalf, has an obligation to more than one party whose interests are different. A conflict of interest can also exist where monetary or non-monetary benefits are made available to Rocklinc, or an individual acting on its behalf, as incentives.

Conflicts of interest may be large enough to be material (in which case they are addressed herein) or small enough to be immaterial (in which case no further action is taken to address them). In determining the materiality of a conflict of interest, Rocklinc will consider whether the conflict may be reasonably expected to affect the decisions of its Clients in a particular situation or the recommendations and/or decisions Rocklinc makes on behalf of its Clients. Rocklinc addresses material conflicts of interest in the best interest of its Clients. This is done by placing the interests of the Clients first, ahead of the personal interest of Rocklinc and any other competing considerations.

From time to time, other material conflicts of interest may arise. Rocklinc will continue to take appropriate measures to identify and respond to such situations fairly, reasonably and in the best interests of its Clients. The purpose of this Conflicts of Interest Disclosure Statement is to provide Clients with a description of such conflicts as a registrant firm with roles as advisor, dealer and investment funds manager might encounter and the measure in which Rocklinc has taken to prevent, avoid and mitigate such conflicts.

Fees and Valuation

Rocklinc charges its Clients a fee for its advisory services, calculated as a percentage of the market value of the Client's Account and Rocklinc does not charge additional fees to open, operate or maintain an Account. A Client Account may be charged certain fees or expenses by third parties (ie. the custodian) who provide services in relation to an Account.

If we invest some or all of the assets of a Client Account in the Rocklinc Partners Fund, the Client will bear a portion of the fees and other expenses paid by the Fund. However, if Client assets are invested in the Fund, we will ensure that the management fees paid to us by the Client in relation to the Account do not duplicate any similar fees received by us from the Fund.

Rocklinc may have a potential conflict of interest when determining when, and how, to deal with a pricing error or other type of unitholder account error, due to the time, processing cost and reimbursement of investors involved. Rocklinc uses third party service providers to calculate net asset values of the Fund and to record unitholder transactions. Rocklinc's Error Policy establishes standards for the correction of discrepancies in the calculation of net asset value in a consistent manner for the Fund and in accordance with industry guidelines.

Related & Connected Issuers and Proprietary Products

Rocklinc provides discretionary portfolio management and investment counseling services to its Clients. Rocklinc may invest a portion or all of a Client's assets into the Rocklinc Partners Fund. Rocklinc is the investment manager for the Rocklinc Partners Fund. "Related" may be said to involve positions permitting, through ownership or otherwise, a controlling influence, and would include all companies under a common controlling influence. "Connected" may be said to involve a state of indebtedness to, or other relationship with, the registrant or those "related" to the registrant that, in connection with a distribution of securities, would be material to a purchaser of the securities.

Currently, the only related and connected issuers of Rocklinc is the Rocklinc Partners Fund, which is an open-ended investment trust established under the laws of Ontario whose securities are offered by way of private placement in Canada. While recommending the Rocklinc Partners Fund to a client, we ensure the fund is suitable for that client. Rocklinc maintains an up-to-date list of all "related" and "connected" issuers. In the event that a relationship is established with another issuer in the future, we will notify all clients by way of written communication in either hard copy or we will direct you to a link on the Rocklinc website.

Allocation of Investment Opportunities

1. Standard of Fairness

There may be instances where, for a number of reasons, Rocklinc is unable to facilitate the investment requests of two or more Managed Accounts or Funds, at the same time. Such a situation might occur, for instance, where two or more Managed Accounts or Funds each wish to subscribe for an issue which is insufficient in amount to accommodate all of the Managed Accounts or Funds. In order to fairly allocate investment opportunities among the Managed Accounts and Funds, Rocklinc will, insofar as it is possible, allocate such purchases or sales on a pro rata basis in proportion to the proposed transactions, taking into consideration a minimum security transaction size necessary to justify the efforts and costs of the allocation. Where it is impossible to ensure complete fairness, every effort will be made to ensure that those Managed Accounts or Funds that were unable to participate will be given first consideration at the next opportunity. It is the policy and objective of Rocklinc to ensure that, over time, every account, regardless of size, receives equitable treatment in the filing of orders.

2. Minimum Fill

In allocating a partial execution of equity securities, each participating Managed Account or Fund will receive a “Minimum Fill”, which has been entered by the trader. The Minimum Fill shall be the number of units of that type of security, which industry practices have established as a round or board lot. If no such practices exist as to a security, a “round lot” shall be an integral multiple of the smallest number of units of that security which, in the opinion of Rocklinc, can be purchased or sold without incurring a mark-up, discount or commission in excess of those generally available to institutional investors as a result of the small size of the order. Due to the impact of the Minimum Fill, every effort shall be made to establish the smallest Minimum Fill possible when considering all relevant factors, including the price of the security and the cost of execution.

If there has been a partial execution, Managed Accounts and Funds are allocated their Minimum Fill on the initial allocation. Thereafter, Rocklinc will allocate each participating account an amount proportional to its total requested order. If units remain at the end of the allocation process, they will be allocated to the least percentage filled account.

3. New Issue Allocations

Each Managed Account or Fund participating in an IPO will receive an initial allocation of a Minimum Fill, generally 100 shares. Thereafter, shares will be allocated to the Managed Account or Funds in an amount proportional to their total requested order.

4. Price and Commission Allocations

Trades are generally allocated prior to executing the trade with the broker. Once the order has been executed, the price and commission is pro-rated across all accounts. When a block trade is filled in different lots and/or different prices, the lots are aggregated and the prices are averaged for the purpose of allocating the trade.

5. Block Trade Allocations on Partial Fills

Block trades are typically held until an order is completed. In the event of a partial fill where the trade is required to be processed prior to the entire order being filled, the partial fill will be allocated on a pro-rata basis to the accounts participating in the block trade.

6. “Hot Issues” and Initial Public Offerings (“IPOs”)

“Hot issues” or IPOs are allocated to the accounts based on the accounts relative size and mandate.

7. Best Execution

National Bank Independent Network Inc. is the primary brokerage that Rocklinc uses to conduct trades on behalf its clients. According to IIROC Rule 3300, NBIN Inc. is required to annually attest to its commitment to employ all reasonable efforts to achieve Best Execution for their client orders in all securities, as a broker-dealer. While Rocklinc does not solely rely on another party’s attestations, the probability of achieving a materially improved “Best Execution” with another broker is believed to be virtually impossible.

The reasons for this include the following: First, Rocklinc uses a disciplined long-term investment strategy of buy and hold. This leads to a very low turnover in our portfolios and trading costs that are very small as a percentage of the overall value of the account. Second, all of Rocklinc’s client portfolios are unique which means that we seldom use block trades to purchase securities. Securities are purchased directly in each Client’s account which means we can avoid ‘trade-away’ expenses and maintain a high degree of customization. Third, Rocklinc has negotiated a very

low overall custody and trade execution cost structure. Fourth, Rocklinc does not accept any soft dollars or any other benefits from NBCN as a result of its trading of securities. The focus is on driving the lowest execution costs Rocklinc can obtain for its clients. Lastly, in 2017, NBIN adjusted Rocklinc's fee schedule by including custody fees for the first time. Rocklinc subsequently lowered its management fees to mitigate this change and hence absorbed the majority of the fee increase, while obtaining a significant decrease in stock trading execution costs.

Notwithstanding, Rocklinc's Chief Compliance Officer will remain vigilant and focused on achieving Best Execution with regards to all of Rocklinc's Client accounts.

Referral Arrangements

We may enter into referral arrangements from time to time with third parties pursuant. The details of these referral arrangements, including the parties to the referral arrangements, the manner in which the referral fee for referral services is calculated and the party to whom it is paid, will be provided to you in a separate document.

Personal Trading

Rocklinc has adopted a policy intended to restrict and monitor all personal trading by the employees of the firm in order to ensure that there is no conflict between such personal trading and the interests of Clients and/or the unitholders of the Rocklinc Partners Fund. Transactions for clients shall have priority over personal transactions so that Rocklinc and its employees' personal transactions do not act adversely to Clients' interests.

Proxy Voting

Rocklinc will make every reasonable effort to exercise all voting rights with respect to securities held in the Managed Accounts or the Fund. Rocklinc may refrain from voting where administrative or other procedures result in the costs of voting outweighing the benefits. The advising representatives will meet once a week or as necessary to discuss outstanding proxies and related issues. The advising representatives shall review and analyze each proxy on a case-by-case basis and make the decision to vote or not to vote. Corporate governance issues are studied and voted upon on a case-by-case basis. If Rocklinc decides to vote a proxy, it will do so in the best interests of the Managed Accounts or the Rocklinc Fund and in a timely manner.

Rocklinc, to the best of its abilities, will ensure that all proxies and notices are received from all issuers promptly, and will maintain for all Client and Rocklinc Fund accounts:

- a record of all proxies received;
- a record of votes cast; and
- a copy of the reasons for voting against management

Other Conflicts of Interest

From time to time, other material conflicts of interest may arise. Rocklinc will continue to take appropriate measures to identify and respond to such situations fairly, reasonably and in the best interest of its Clients.