

CONFLICTS OF INTEREST STATEMENT

June 2021

Please review and retain this document.

Conflicts of Interest

Actual, potential and perceived conflicts of interest exist in almost all human interactions. Our relationship with you is no different. We have a legal responsibility to maximize economic returns for our shareholders and other stakeholders. We believe the best way to achieve our goal is to provide you with trusted advice and personalized financial solutions that help you achieve your financial goals in order to retain your continued patronage and encourage you to recommend our services and products to others.

The general types of conflicts of interest which can arise are:

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

Description of Role of an Investment Dealer

As an investment dealer, we are a financial intermediary. As is the common practice in the brokerage industry, sometimes we may 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. On other occasions, we simply 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 to best raise funds by selling securities, while contemporaneously recommending that our clients buy those same securities.

In general, we deal with and manage relevant conflicts in one of the following manners:

- **Avoidance:** This includes avoiding conflicts that are prohibited by law as well as conflicts that cannot effectively be addressed.
- **Control:** We manage acceptable conflicts through means such as physically separating different business functions and restricting the internal exchange of information.
- **Disclosure:** By providing you with information about conflicts, you are able to assess independently their significance when evaluating our recommendations and any actions we take.

The following information is intended to assist you in understanding and assessing material potential and actual conflicts of interest, including how we address them. This is an overview of a complex subject. Despite that, we believe the simplest control is the most effective – your continued satisfaction and patronage. If you ever have any questions or concerns, whether they involve conflicts of interest or anything else, you should never hesitate to say so and ask your advisor for an explanation and more information.



Canada has comprehensive and extensive securities regulatory 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 Canadian Investment Regulatory Organization (CIRO) for more information on how Canadian securities regulations address conflicts of interest in order to safeguard the investing public.

We document our core values and standards, including general standards for how we deal with conflicts of interest. This is summarized in the table below.

Possible Conflicts and How They Are Managed

Conflict of Interest	Address By	How Conflicts Will Be Addressed
Ongoing Conflict of Interest		
We earn compensation by selling products and services to you for which you pay us.	Disclose / Control	<ul style="list-style-type: none"> We will inform you of fees, commissions and other compensation in advance so that you know what you will be paying.
Different products and services have differing levels of compensation.	Disclose	<ul style="list-style-type: none"> Our compensation is disclosed to you and we offer pricing alternatives intended to reduce the conflicts associated with commission-based pricing. We are required by industry regulations and firm policy only to make “suitable” investment recommendations.
	Control	<ul style="list-style-type: none"> We have policies and procedures prohibiting recommendations solely for the purpose of generating revenue for us without any benefit to you.
	Avoid	<ul style="list-style-type: none"> We may choose not to offer a complex product that carries a high commission.
We would like you to use more of our services and buy more of our products.	Avoid	<ul style="list-style-type: none"> We do not engage in “tied selling”, where purchase of one service is conditional on buying another as well, a practice that is prohibited by regulation in any event.
	Control	<ul style="list-style-type: none"> Management has put in place compliance programs to monitor investment advisors to help identify and address concerns.



Conflict of Interest	Address By	How Conflicts Will Be Addressed
Conflict of Interest May Occur		
<p>We are compensated in other ways as a result of the business you may do with us, including interest spreads on uninvested cash deposits with us and foreign exchange spreads when you convert currencies.</p>	Disclose	<ul style="list-style-type: none"> • Various forms of other compensation we may receive are disclosed to you. • Please refer to our other disclosures to you in that regard.
<p>We may sell you securities which we own (called principal trades) and profit by doing so.</p>	Disclose	<ul style="list-style-type: none"> • We will tell you whether we acted as principal or agent for each transaction on the trade confirmation. • 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>We may sell you securities of companies that are related or connected to us.</p>	Disclose	<ul style="list-style-type: none"> • We are required by regulation to disclose this when we make a recommendation to you. • We inform you whether a transaction involved a related or connected security on the trade confirmation.
	Control	<ul style="list-style-type: none"> • Our advisors receive the same commission compensation regardless of the product originator.
<p>We may need to select which clients will be offered certain securities if availability is limited.</p>	Control	<ul style="list-style-type: none"> • Individual advisors make the determination based on individual client relationships. Suitability is a key determinant. Allocations cannot be influenced by guarantees of future business.
<p>We are paid by issuers of securities when we advise on or underwrite a new issue which we may recommend to you.</p> <p>When we advise on or underwrite a new issue, 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>	Control	<ul style="list-style-type: none"> • We have structurally segregated our institutional corporate finance and retail advisory businesses, which prevents the sharing of non-public information by our institutional corporate finance business (with the relationship with the issuer) with our retail advisory businesses (with the relationship with clients like you).
	Disclose	<ul style="list-style-type: none"> • The offering documents provide full disclosure of all relationships we may have with the issuer.



Conflict of Interest	Address By	How Conflicts Will Be Addressed
Conflict of Interest May Occur		
<p>If you hold an applicable security, we may be paid by issuers, offerors 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>	<ul style="list-style-type: none"> • 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>As a result of business relationships with issuers of securities, we may be exposed to non-public information that we cannot disclose.</p>	<p>Control</p>	<ul style="list-style-type: none"> • We operate our corporate finance and retail advisory business separately so that such information is tightly controlled and not shared by corporate finance with our retail advisory businesses. • Our internal information barriers are designed to ensure regulatory requirements are complied with and retail advisory employees do not have access to any non-public information that may be available to our corporate finance businesses.
<p>We may have access to commercially sensitive or inside information.</p>	<p>Avoid / Control</p>	<ul style="list-style-type: none"> • We may decline to provide a service to avoid insider trading provision in securities legislation. • We have specific procedures for responding to conflicts of interests that involve inside information and for complying with insider trading provisions.
<p>We provide investment research on securities of companies that may have other business relationships with us.</p>	<p>Control</p>	<ul style="list-style-type: none"> • We have and follow written procedures under CIRO regulations that govern the distribution of third-party research. • Our research and recommendations are subject to extensive and detailed regulatory requirements and internal standards. • You can review the standards our research analysts are required to comply with at www.atbcapitalmarkets.com
<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 through affiliates or directly.</p>	<p>Avoid / Disclose</p>	<ul style="list-style-type: none"> • Industry regulations dictate our best price and best execution obligations to you. • We disclose to you our ownership interests in marketplaces and policies and procedures for order routing.



Conflict of Interest	Address By	How Conflicts Will Be Addressed
Conflict of Interest May Occur		
Individuals registered with us may also be registered with another registered firm related to ATB Securities Inc. and provide services to clients of that firm.	Control	<ul style="list-style-type: none"> • 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. • We have adopted internal policies and procedures that supplement the regulatory requirements, including policies on privacy and confidentiality of information.
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 firms, outside the scope of his/her relationship with us.	Control	<ul style="list-style-type: none"> • Your advisor or representative must declare and have approved by us any such private investments before they are made. • Your advisor must declare any outside business activities to the firm. These activities, in particular those activities involving publicly traded companies, are reviewed for real or potential conflicts and approved by the firm.
Individuals may serve on a board of directors or take on other activities that could take time or attention away from your account.	Avoid	<ul style="list-style-type: none"> • Securities legislation prohibits an individual from serving as a director of another registered firm that is not an affiliate of our firm.
	Control	<ul style="list-style-type: none"> • When an advisor or representative sits 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 outside business activities.
Individuals may give or receive gifts, entertainment options etc. as a result of their relationships with clients.	Control	<ul style="list-style-type: none"> • Securities legislation along with our policies and procedures provide guidelines and set limits with respect to gifts to avoid any conflicts, potential conflicts, or perceived conflicts.

Updates

If there are material changes to this Conflict of Interest Statement, we will post them on our website at www.atbcapitalmarkets.com. You can also obtain a current version of this document at any time from your advisor.

