

This document provides a summary of First Nations Financial Market's Conflict of Interest Policy and is intended for Institutional Clients. This policy is in place to fulfill our obligations to maintain and operate adequate organizational and administrative arrangements, with the aim of taking all reasonable steps to identify, monitor, and manage conflicts of interest. This document provides key information designed to enable you to understand the measures we are taking to safeguard your interests.

The most important value driving First Nations Financial Markets (“**FNFM**” or “**we**” or “**us**”) is “We put our clients first.” This commitment to clients is critical to our success as an independent investment dealer. It extends to our employees and agents who share a standard set of objectives which, once fulfilled, ultimately benefit our diverse clientele.

One essential objective is our commitment to uphold the highest ethical standards when delivering financial services and providing trading services. We believe the best way to reinforce this commitment is to disclose important information regarding the conflicts of interest between us and our valued clients.

Revised: August 2024

CONFLICTS OF INTEREST DEFINED

A conflict of interest is any circumstance where (i) the interest of our client (you or your) may be inconsistent with our interests, including those of our Investment Advisors, or (ii) you may perceive us to be influenced to put our interest ahead of yours, or (iii) monetary and non-monetary benefits available to us, or potential detriments to which your Institutional Sales Representative may be subject, may affect the trust you have in us.

As an integrated investment dealer providing a broad range of corporate finance, corporate advisory, institutional sales, trading, and research (together, First Nations Financial Markets), FNFM may be more susceptible to conflicts of interest than many other commercial activities as we often represent both sides of a single transaction.

Our clients must understand these conflicts and how FNFM will address them. The Conflicts of Interest Disclosure document outlines the key conflicts we have identified. It is essential that our clients read this disclosure document carefully.

FNFM'S COMMITMENT TO CLIENTS

Actual, potential, and perceived conflicts of interest exist in almost all human interactions, including our relationship with our clients. As part of our commitment to ensure fairness to our varied clientele, we promise to provide our clients with full transparency on most aspects of our business endeavors. To ensure fairness to all our clients and to maintain their continued confidence, we have implemented policies and procedures designed to identify and address a wide range of conflicts of interest.

POSSIBLE CONFLICTS AND HOW THEY ARE MANAGED

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

- Conflicts of interest between you and FNFM;
- Conflicts of interest between you and your Institutional Sales Representative; and
- Conflicts of interest between you and our other clients.

We have a regulatory obligation to identify and address all existing and potential conflicts of interest in a fair, equitable, and transparent manner consistent with our clients' best interests.

The following table highlights the most common conflicts we encounter; it is not intended to be an exhaustive list. However, it will assist clients in understanding and assessing the actual, potential, and perceived conflicts, as well as how they will be addressed.

If you have any questions or concerns regarding conflicts of interest, please contact your Institutional Sales Representative for further explanation or additional information.

OUTSIDE BUSINESS ACTIVITIES (OBA)	HOW WE ADDRESS THE CONFLICT
<p>Some FNFM employees may carry on an OBA, such as acting as a director, officer, or shareholder in another entity, participating on advisory boards, or engaging in volunteer positions. Participation in the OBA may create competing interests with their obligations to our clients.</p>	<ul style="list-style-type: none"> • FNFM employees are required to disclose all OBAs. • All OBAs must be approved by our Chief Compliance Officer or designate. • We have policies and procedures in place to review OBAs for potential conflicts. If any potential conflicts exist and cannot be resolved in your best interest, we prohibit our employees from engaging in the OBA. • Our Code of Business Conduct and Ethics sets out our standards for business conduct that apply to all employees of FNFM. • Our employees are prohibited from engaging in personal financial dealings with our clients.
PERSONAL TRADING	
<p>Employees may have personal trading accounts that they want to perform well in.</p> <p>Employees may have access to material non-public information that could be used to their advantage when conducting personal trading.</p>	<ul style="list-style-type: none"> • We have policies and procedures in place to supervise the personal trading of all employees. • Some of our employees are subject to having their trades pre-approved. • We have policies to restrict employee trading in their personal accounts. • We have procedures in place to ensure that clients are given priority allocations on financings. • We monitor trading by employees to detect the following: <ul style="list-style-type: none"> - Trading ahead of a client; and - Trading based on knowledge of material non-public information.

TRADING & BEST EXECUTION	HOW WE ADDRESS THE CONFLICT
We may receive compensation from 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.	<ul style="list-style-type: none"> We have policies and procedures to ensure compliance with applicable securities laws relating to the best execution of client trades. Most client orders are routed through a smart order router, which checks multiple markets for the best available prices.
FNFM may sell clients securities owned by the firm (known as principal trades) and may profit from doing so.	<ul style="list-style-type: none"> The trade confirmation we send to clients will disclose whether we acted as principal or agent on a transaction. For transactions in fixed income securities, we provide clients with a stated yield-to-maturity before purchase so they can assess the competitiveness of pricing. The yield-to-maturity is also stated on the trade confirmation sent to clients.
FNFM may engage in trading of securities for its own account (called proprietary trading). We do this to make a profit.	<ul style="list-style-type: none"> We maintain information barriers between proprietary trading activities and all other business units. We adhere to strict “best execution” rules obliging us to act reasonably and diligently in ensuring the best execution of client orders in terms of price and marketplace. Proprietary trades by FNFM or our employees (referred to as “pro trades”) are identified as such, and client trades are placed in priority to proprietary and pro trades in accordance with industry regulations. We are not permitted to withhold or trade ahead of any client order intentionally.

RELATED AND CONNECTED ISSUERS	HOW WE ADDRESS THE CONFLICT
<p>FNFM may facilitate investments in Related or Connected Issuers. We may be perceived as financially motivated to offer, buy, and recommend investments in related or connected issuers.</p>	<ul style="list-style-type: none"> • All related or connected issuers to FNFM are disclosed to you in our Statement of Policies ` at account opening. • Trade confirmations and account statements have disclosures to indicate when a security sold is that of a related or connected issuer to FNFM. • Industry regulations obligate us to ensure that investment recommendations are suitable for a client's account, including recommendations to purchase a related or connected issuer. Before any such recommendation, we will disclose this information to you. • We will notify you if there is a change in the FNFM relationship or connection to any public issuer.
ALLOCATION OF SECURITIES	
<p>We may need to select which clients will be offered certain securities if availability is limited.</p>	<ul style="list-style-type: none"> • We have policies and procedures to ensure all new issue prospectus distributions are offered to clients first. Client interest must be exhausted before participation by our employees or agents is permitted. • We have internal policies and new issue allocation systems to track and evidence this procedure. • We allocate securities purchased or sold on a pro rata basis based on order size; and when orders are entered as a combined order, and transactions are executed at varying prices, we endeavour to treat all clients on a basis that is fair and reasonable in the context of the nature of the transaction and associated costs.

**INVESTMENT BANKING (CORPORATE
ADVISORY AND M&A)**

Clients may hold securities of a public issuer involved in a takeover bid, reorganization, proxy solicitation, or any other significant corporate action for which we act in a corporate advisory capacity. We may receive compensation from the issuer, offeror, or others to solicit client proxies or votes in their favour with respect to these actions.

HOW WE ADDRESS THE CONFLICT

- Securities regulations require the disclosure of such arrangements by issuers. Compensation we receive may be found in issuer documents such as information circulars, takeover bid circulars, and issuer bid circulars.

**INVESTMENT BANKING (CORPORATE
FINANCE)**

We are paid by issuers of securities when we advise on or underwrite a new issue, which we may recommend to clients. When doing so, the issuer generally seeks to obtain the highest sale price, while our clients are typically interested in securing the lowest purchase price.

- Our Capital Markets division values new issues using proven and industry-standard metrics and analysis. This valuation process is executed independently of the considerations of Institutional Sales Representatives at FNFM.
- The offering documents clients receive provide full disclosure of the relationships we have with the issuer and the underwriting and/or advisory fees we are paid.

MATERIAL NON-PUBLIC INFORMATION

As a result of business relationships with public issuers, employees and agents of FNFM may have material, non-public, or otherwise highly confidential information. We are not permitted to disclose this information to clients or other employees, even if knowing said information would influence their decision to buy or sell

- Our internal information barriers are designed to ensure compliance with securities regulations and, in so doing, prevent the flow of non-public information to other divisions of the firm.
- Personal trading by employees who have material non-public information is monitored for compliance with all regulatory requirements

EMPLOYEE COMPENSATION**HOW WE ADDRESS THE CONFLICT**

Employees of FNFM may qualify for bonuses based on their performance.

- We prohibit Sales Representatives from making recommendations solely for the purpose of generating revenue without any benefit to the client.
- We have a supervision program in place to monitor Sales Representatives and ensure that any recommendation they make is suited to the client's investment objectives, time horizon, risk profile, investment knowledge, and overall financial situation.

GIFTS AND ENTERTAINMENT

Our employees may receive offers of gifts and/or entertainment, which could be perceived as motivating them to prioritize their own interests over those of the clients.

- We have a strict internal policy and controls regarding the giving, accepting, and soliciting of gifts, entertainment, and other business courtesies.
- Gifts are prohibited from being either excessive or recurrent so as not to cause the perception of a conflict of interest.
- All employees are required to abide by our Code of Business Conduct and Ethics.

MORE INFORMATION

Supporting our commitment to providing clients with trusted investment advice is Canada's comprehensive securities regulations, the majority of which focus on investor protection, including the prevention of conflicts of interest. We encourage clients to access the websites and publications of the provincial securities commissions and the Canadian Investment Regulatory Organization for more information on how these regulations tackle conflicts of interest, thereby safeguarding the investing public.

- Canadian Securities Administrators: <https://www.securities-administrators.ca/>
- Canadian Investment Regulatory Organization: <https://www.ciro.ca/>

Any questions about this disclosure document can be directed to your Institutional Sales Representative.