RELATIONSHIP DISCLOSURE ("RD")

Acumen Capital Finance Partners Limited ("Acumen", "we" or "us") believes the best way to help you meet your financial goals, and for us to keep serving you as a valued client, is to provide you with the account type(s) and access to investments in a way that best suits your needs. We want to help you save and invest in the way you are most comfortable with in the changing environment in which we live. We think we can do this most successfully if we both know what to expect from each other. For this reason, we would like you to have a good understanding of the products and services we offer; the features of your account(s) and how it/they operate(s); and our responsibilities to you.

We also want you to understand how your input through the "Know Your Client" (KYC) form you complete is critical to our meeting your expectations. Securities regulators have recommended that we promote active client participation for a mutually successful relationship. Regulatory guidance (*National Instrument 31-103: Registration Requirements, Exemptions and Ongoing Registrant Obligations*) encourages us to ask you to:

- ☐ ***Keep us up to date.*** *"Clients should provide full and accurate information to the firm and the registered individuals acting for the firm. Clients should promptly inform the firm of any change to information that could reasonably result in a change to the types of investments appropriate for them, such as a change to their income, investment objectives, risk tolerance, time horizon or net worth."*
- ☐ ***Remain informed.*** *"Clients should understand the potential risks and returns on investments. They should carefully review sales literature provided by the firm. Where appropriate, clients should consult professionals, such as a lawyer or an accountant, for legal or tax advice."*
- ☐ ***Ask us questions.*** *"Clients should ask questions and request information from the firm to resolve questions about their account, transactions or investments, or their relationship with the firm or a registered individual acting for the firm."*
- ☐ ***Stay on top of your investments.*** ***"****Clients should pay for securities purchases by the settlement date. They should review all account documentation provided by the firm and regularly review portfolio holdings and performance."*

We will update the RD when there are material changes to it by referring you to our website or in hardcopy if you request. **If you later have any questions related to the contents of this document, or need to change your KYC information, please contact your advisor.** You will be provided with a copy of the KYC information that we get from you at the time of account-opening and when there are material changes to the information.

A. The services and products we offer

Here is a brief summary of the services and products we offer you:

Services:

Acumen provides advisory accounts and managed accounts.

Products:

We offer the following investment products:

- Cash and cash equivalents
- Fixed income or debt securities
- Equities including warrants
- Investment funds
- Alternative investments such as options, income trusts, etc.

Your advisor can explain these investment products to you, as well as how they work, their risks and possible returns, and whether they are appropriate for you.

New services and products:
We will offer additional services and products as they are developed. You can find out about new offerings and whether they are appropriate for you by visiting our website, speaking with your advisor or reading information included with your statements or in other communications.

B. The account(s) you have and how they operate

Managed accounts: These are also referred to as "non-advisory" or "discretionary accounts" where a portfolio manager independently exercises his or her authority (uses his or her discretion) to make investment decisions within the framework of your overall directions. He or she makes no recommendations to you and you make no decisions, as he or she invests on your behalf.

C. The fees you will be paying and how they are calculated

All fees are disclosed as required by regulation and vary depending on the accounts and services you use.
Some charges are fixed – a list of these is provided when you open your account.

The fees you will pay for services we provide encompass:

- ***Managed account fees:***
  - We charge a fee that will be applied monthly and charged against your account. It is calculated as a percentage of assets.
  - We also charge other account operation fees, which can include account transfer fees, registered plan administration fees, wire transfer fees, etc.
  - We also charge interest on debit balances in your accounts with us which will fluctuate with the prime lending rate in Canada.

- ***Other fees and charges:***
  - You may be subject to other costs relating to services that you use that are not our service offerings. For example, there may be charges levied by third parties for services that help you save more quickly and securely such as for pre-authorized transfers. Knowing about and planning for these costs are your responsibility.

Notice of price changes: We will provide you with at least 60 days' written notice of any new or changed fee or service charge.

Reminder: For a full list of products and services, and the relevant commissions and fees, please ask your advisor.

D. How we will assess the suitability of an investment when making recommendations to you

Discussion with you about the suitability for you of individual investments is not required as your account will be managed according to your KYC. Ongoing suitability is provided as part of the managed account services according generally to the process discussed below.

The suitability factors that guide us in our decision as to an investment's suitability include what we understand to be your current:

1. ***Financial situation:*** What financial assets (deposits, investments) and liabilities (debt, mortgage) you have and the sources and amount of your income – we will consider the size of any transaction compared to the overall value of your net financial assets (assets minus liabilities).
2. ***Investment knowledge:*** Whether you consider yourself, or we understand you, to be a novice at investing, have some knowledge or feel you understand some of the new more complex financial products.

3. ***Investment objectives:*** What you tell us are your specific financial goals; this will help us determine how to balance the desire to keep your money safe (not lose principal), earn income, and increase your capital through growth in the market value of your holdings/account.
4. ***Time horizon:*** When you expect to need your financial assets, for example, to buy a house, pay for education or enter retirement – in retirement, this may also include consideration of tax requirements to withdraw minimum amounts.
5. ***Risk tolerance:*** Whether, even if you have many years to earn and save, you feel comfortable with the possibility of losing money in some years.
6. ***Investment portfolio composition and risk level:*** How the purchase or sale of particular securities affects holdings in your overall account(s) in terms of allocation of holdings between debt, equity and other classes, and the riskiness of the assets held.

Our understanding of your profile is critical. Some of the above factors are relatively easily answered with a "yes" or "no" or a number, however, some are more complex, particularly your risk tolerance

The combination of these factors that make up your profile will help us suggest the allocation of your holdings between, for example:

- registered (tax-advantaged) and non-registered accounts;
- debt, equity, mutual fund and other instruments;
- Canadian and foreign investments;
- whether to borrow to invest rather than paying in cash only;
- terms of specific instruments; and
- the riskiness of both individual securities and the combination of securities in your portfolio.

Below we provide a summary of the procedures we use to help you understand how we bring all the information you provide to us into decisions as to what investments to recommend to you.

Suitability process:

We use a three-step approach to determine if an investment is suitable for you.

1. Based on discussion with you and your answers on the KYC form, we determine whether you are a risk-averse client, somewhat risk-tolerant or can accept higher losses in the search for higher gains.

2. We rate investments as low, medium or high risk. For example, a GIC is low risk whereas investing in stock from companies in developing countries is very high risk.

3. We consider other relevant factors, for example:
   - If you want predominantly socially responsible investments or at least to avoid investment in firms whose products are alcohol, tobacco, pornography, gambling, guns, and chemical, biological or nuclear weapons.

Suitability review timing

Ongoing suitability is provided as part of the managed account services. We will review each recommendation, order or strategy in the context of the six KYC suitability factors described above.

We will also conduct a suitability determination when:

1. Securities are deposited or transferred to your account/(s); and/or
2. The advisor responsible for the account changes; and/or
3. Acumen or your investment advisor becomes aware that here has been a material change in your personal or financial circumstances or objectives.

***If during the suitability determination we identify any concerns, we will discuss them with you and may be required by our regulators or good business practice to document our discussions and, if we are strongly concerned, may have to refuse to execute a transaction or to terminate an account relationship*.**

E. The ways we will avoid, manage or disclose conflicts of interest that may arise as we serve your and others' interests

It is important for you to be informed about how we identify and respond to conflicts of interest in order to minimize their impact. We consider a conflict of interest to be any circumstance where the interests of different parties, such as the interests of a client and those of Acumen are inconsistent or divergent.

Acumen takes reasonable steps to identify all existing material conflicts of interest, and those we would reasonably expect to arise. Acumen then assesses the level of risk associated with each conflict. We avoid any situation that would entail a serious conflict of interest or represent too high a risk for clients or market integrity. In situations that we do not or cannot avoid, where our interests may compete with yours, your interest is always given priority by our acting in one of two ways:

- We **control or manage** acceptable conflicts. Examples of this include: physically separating different business functions, restricting the internal exchange of information in person or through systems, reducing the possibility of one part of our organization unsuitably influencing another, removing the financial incentive of an employee to favour a particular product or service over another that may be more suitable, and setting up and testing our operational review and approval processes.

- We **disclose** information about any remaining conflicts to you so that, when you evaluate our recommendations and actions, you can assess independently if conflicts are significant for you.

The situations in which Acumen or its employees could be in a conflict of interest, and the way in which Acumen intends to respond to such conflicts are described herein below.

The securities laws of the Canadian Provinces require securities dealers and advisers, when they trade in or advise with respect to their own securities or securities of certain other issuers to which they, or certain other parties related to them, are related or connected, to do so only in accordance with particular disclosure and other rules. These rules require dealers, and advisers, prior to trading with or advising their customers or clients, to inform them of the relevant relationships and connections with the issuer of the securities. Clients and customers should refer to the applicable provisions of these securities laws for the particulars of these rules and their rights or consult with a legal adviser. As of March 26, 2012, Acumen Capital Finance Partners Limited is not related or connected to any such issuer of securities.

In the ordinary course of performing their duties, our directors, officers, employees, representatives and agents may find themselves in situations where their personal interests may be in conflict with those of a client.

Acumen has equipped itself with a Policies and Procedures Manual and internal policies dealing with the situations related to its activities. Among other things, they reiterate that Acumen employees must never favour their own interests to the detriment of their responsibilities toward Acumens' clientele and Acumen itself. Those documents set forth the basic principles by which its employees' conduct is guided, particularly including the following:

1. Confidential information: It is prohibited to use confidential information acquired in the course of one's duties, or exploit a situation for the purpose of obtaining an advantage of any kind.
2. Gifts, entertainment and compensation: It is prohibited to accept gifts, entertainment or compensation that could influence decisions to be taken in the course of performing one's duties.

3. Other business activities: It is prohibited for Acumen employees to engage in activities that could interfere with or enter into conflict with their duties. Acumen has a policy respecting its employees' other business activities. The policy is intended to detect and, where applicable, supervise, disclose or prohibit any conflicts of interest. Employees wishing to act as directors or officers of a public or private company must declare their intentions and be duly authorized by Acumen.

4. Client priority rule: The interests of clients must always be given priority over those of Acumen and its employees. For this reason, and to avoid conflicts of interest between two orders for the same security at the same price (or a better price), the order coming from a client is always executed prior to the one from Acumen or one of its employees.

5. Principal trading: Acumen may sell you securities which Acumen owns (called principal trades) and profit by doing so. Acumen discloses whether we acted as principal or agent for each transaction on the trade confirmation.

6. Referrals: On occasion, clients may be referred by third parties to Acumen for the purpose of obtaining the products and services offered by Acumen. Acumen may also refer clients to third parties. When such referrals involve a referral commission, they must comply with the existing regulations and be subject to the required disclosures to clients so referred. Such disclosures allow the clients concerned to make an informed decision with respect to the referral and to assess any potential conflicts of interest.

7. Corporate finance and advisory activities: For a fee, Acumen offers corporate financing and advisory services. To avoid certain conflicts of interest and protect the confidentiality of privileged information, procedures and policies are established and the Acumen corporate finance department involved in such functions is physically separated. Policies are also in place to ensure the corporate finance department does not inappropriately influence other areas in the firm, such as research.

8. Policy respecting the allocation of securities: Acumen's advisors make a determination of the allocation of securities among clients in the event there is an insufficient quantity of such securities to meet the demand based on individual client relationships. For managed accounts, the portfolio manager provides their Fair Allocation Policy with respect to allocations of securities.

9. Personal investments: Acumen employees' personal investments are also subject to Acumen policies and supervision.

10. Compensation: Acumen and its employees earn compensation by selling products and services to our clients. Different products and services have differing levels of compensation. 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. Securities regulations require issuers to provide specific disclosure in the offering document (ex. prospectus) of such arrangements and the compensation we will receive. We will inform you of fees, commissions and other compensation in advance so that you know what you will be paying. We may choose not to offer a complex product/service that carries a high commission. Depending on the product or account type you choose, we also offer pricing alternatives to our clients.

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. Various forms of other compensation we may receive are disclosed to you.

We would like you to use more of our services and buy more of our products. We are required by regulation and firm policy to make suitable investment recommendations. We have policies and procedures prohibiting recommendations of services solely for the purpose of generating revenue for us without any benefit to you. We do not engage in "tied selling" where the purchase of one service is conditional on buying another as well, a practice that is prohibited by regulation in any event.

11. Research- Acumen provides investment research on securities of companies that may have other business relationships with us. Acumen provides full disclosure of any conflicts of interest in all research reports disseminated. Our research and recommendations are subject to extensive and detailed regulatory requirements and internal standards.

Other Conflicts of Interest

From time to time, other potential or actual conflicts of interest may arise. Acumen undertakes to continue taking the necessary steps to identify and respond to such situations fairly and reasonably, in keeping with the standard of care to which it is subject in its relationships with its clients. This section will be updated should there be an evolution with respect to material conflicts of interest.

If you ever have any questions or concerns, whether they involve conflicts of interest or anything else, please ask your advisor for an explanation and more information.

F. The reports we will provide to help you monitor your financial assets and their performance, as well as the fees and charges you pay us or to third parties through us

Account statements: You will receive account statements on a monthly or quarterly basis. Your account statement confirms all account activity, including purchases and sales of securities, contributions and withdrawals, dividends, interest earned and paid, transfers, and any other transactions that occurred in your account over the previous period. These statements also include account percentage return information and fees that you pay.
These statements also list your current holdings and the net value of your portfolio as if you had closed all positions as of the date on the statement Market values for the securities held in your various accounts are provided in your account statement. For publicly traded stocks, these values are obtained from sources we consider to be reliable, but we cannot guarantee their accuracy. Whenever possible, market values for fixed income securities include accrued interest. In the case of securities not listed on an exchange or traded infrequently, the value given is an estimate which does not necessarily reflect the actual market value. Whenever possible, an asterisk is printed beside each price which is questionable. For certain securities where we are unable to provide a market value, none is given. ***Note:*** We do our utmost to avoid errors, however, misunderstandings and mistakes can happen. Please let us know within 45 days if you identify any errors.

Confirmations: To the fullest extent permitted by law, you waive your right to receive trade confirmations on any purchases or sales of securities in the managed account(s).

Future reporting enhancements: We regularly look at ways to improve the reporting and documents we provide to you to make them more informative, clearer and useful for you and other clients. As part of our service commitment, we will keep you posted on the timing of changes and how to understand new report formats. For updated information at any time, please contact your advisor.

G. Investment Performance Benchmarks

Comparing your portfolio's performance to that of an appropriate benchmark can be a useful exercise for monitoring purposes. Benchmark comparisons can help you determine if your investment approach is delivering the desired results, or whether changes might be called for. Investment benchmarks are also helpful for developing realistic expectations about returns your portfolio can generate over the long term.

Investment benchmarks usually provide a broad measure of the return generated by specific assets classes over a given period. They are often referred to as reference indices since the most common form of investment benchmark is an index – such as a stock or bond index. A benchmark must replicate the security or portfolio as closely as possible for the comparison to be meaningful. Examples of benchmarks would include the S&P/TSX for Canadian stocks, the DEX Universe for Canadian bonds and the S&P 500 for U.S. stocks. For a portfolio composed of securities from several different asset classes, the appropriate benchmark would be a blend of indices weighted to the portfolio's asset mix.
We do not provide benchmarks in our account reporting. Please contact your advisor for more information about comparing your portfolio`s return to an investment benchmark.

H. Other helpful information

We think that open communication is the best way to achieve this, however, misunderstandings can arise and mistakes can occur. If you have complaints (or compliments), please let us know.

Complaint-handling procedures:

If you have a complaint about the handling of your account by an Acumen employee, we request that you submit the details of your complaint, preferably in writing, to the Chief Compliance Officer, Suite 700 404 6th Ave SW Calgary, AB T2P 0R9 Phone 403-571-0300. The Chief Compliance Officer is the designated complaints officer for Acumen.

Generally, a complaint is defined as: allegations of breach of confidentiality, theft, fraud, misappropriation or misuse of funds or securities, forgery, unsuitable investments, misrepresentation, unauthorized trading relating to the client's account(s), other inappropriate financial dealings with clients and engaging in securities related activities outside of Acumen.

Within five business days of receiving your complaint, Acumen will acknowledge in writing that we have received and have begun to investigate your complaint. We will also enclose a brochure outlining the options available to you should the resolution of your complaint be unsatisfactory. You would also have received this brochure at the time you opened your account with Acumen.

When Acumen begins investigating your complaint, we may need to contact you to clarify the nature of the complaint and obtain as much information as we can to help us make an informed decision on the merits of your complaint. As a member of the Investment Industry Regulatory Organization of Canada (IIROC), Acumen is obliged to conduct a thorough investigation and provide you with a final response within 90 days of the receipt of your complaint. On rare occasion, this may take longer. For example, if you are away on vacation and we are unable to contact you to get more information from you, the complaint investigation process may be delayed. If we are unable to complete our investigation within the required 90 day time frame, we will advise you of that fact in writing and will provide an explanation for the delay.

When we have completed our investigation, we will send you a detailed response letter summarizing our understanding of your complaint and the conclusion we have reached. We will also provide a thorough explanation of why we have come to that conclusion. We will outline any compensation we will offer you as a result of the complaint and will also provide you with a list of your options should you find our conclusion unsatisfactory.

Checklist of documents to be provided to you at account-opening*:*

New Client Application Form which includes:

- ☐ Leverage Risk Disclosure Statement detailing the risks associated with borrowing money to finance the purchase of securities
- ☐ Acumen's introducing broker relationship with a carrying broker
- ☐ Statement of Policies Respecting Conflicts of Interest disclosure

In addition, you will receive the following documents:

- ☐ Acumen Managed Account Program Client Agreement
- ☐ Investment Policy Statement
- ☐ Portfolio manager's Fair Allocation Policy and Privacy Policy
- ☐ IIROC's "An Investor's Guide to Making a Complaint" brochure
- ☐ Strip Bond Information Statement detailing the risks associated with trading in strip bonds
- ☐ Service charges & fees schedule

If your investment advisor engages in certain activities, you may also receive additional documents that disclose:

- ☐ Whether there are any referral fees
- ☐ The risks associated with trading futures or options

We hope to enjoy a long successful relationship with you and look forward to serving you, your family and any people you may refer to us.