

Conflict of Interest Disclosure

GFI Investment Counsel Ltd. (“**GFI**”) is registered as a Portfolio Manager, Exempt Market Dealer and Investment Fund Manager in Ontario and Quebec, and as a Portfolio Manager and Exempt Market Dealer in Alberta and British Columbia. GFI provides discretionary investment advisory services to its clients. GFI also manages its proprietary pooled investment fund, the Good Opportunities Fund (the “**Fund**”) and distributes securities of the Fund. In the course of providing its services and interacting with clients, conflicts of interest will arise from time to time.

A conflict of interest can include any circumstance where:

- (a) the interests of different parties, such as the interests of GFI and those of a client, are inconsistent or divergent,
- (b) GFI or one of its registered representatives may be influenced to put their interests ahead of a client’s interests, or
- (c) monetary or non-monetary benefits available to GFI or a registered representative, or potential detriments to which they may be subject, may compromise the trust that a reasonable client has in GFI or the individual.

Pursuant to applicable securities legislation, GFI and its registered individuals must address material conflicts of interest in the best interest of a client. If we cannot address a material conflict of interest in the best interest of a client, we must avoid that material conflict of interest. Subject to the foregoing, we also have practices to manage, avoid and/or control conflicts of interest in general, depending upon the nature of the conflict.

GFI has policies and procedures in place to identify and respond to conflicts of interest that may arise in our business and that we believe are sufficient to protect the interests of, and fulfill our obligations to you, our clients. Part of managing conflicts includes providing clients with disclosure explaining those conflicts. The following are some conflicts of interest that may affect the products or services we provide to you.

Investments in Related or Connected Issuers

Under applicable securities legislation, GFI is required to provide clients with certain conflicts of interest disclosure regarding issuers that are “**related**” and/or “**connected**” to GFI.

An issuer of securities is “related” to GFI if, through ownership or direction or control over voting securities, GFI exercise a controlling influence over the issuer or the issuer exercises a controlling influence over GFI or the same third party exercises control over both GFI and the issuer. An issuer is “connected” to GFI if due to indebtedness or other relationships, a reasonable prospective purchaser might question if that issuer and GFI are independent of one another.

Under applicable securities legislation, where an issuer is related and/or connected to GFI, it will also be considered a “**proprietary product**”, as that term is defined under applicable securities legislation. The Canadian Securities Administrators have stated that if a registrant is trading in, or recommending proprietary products, it is an inherent conflict of interest that is almost always a material conflict.

The Fund is a related and connected issuer of GFI and is therefore also a proprietary product of GFI.

GFI is the trustee, manager and sole distributor of the Fund and may be said to be its promoter. The Fund may be used as all or part of an investment strategy by GFI for managed account clients. Clients may also directly purchase units of the Fund by executing a subscription agreement. Prior to GFI recommending that a client invest in the Fund, it will disclose its relationship to the client and where applicable, obtain written consent to the investment.

GFI will generally exclusively offer the Fund to its clients, to the exclusion of offering other investment funds, including clients that subscribe using a subscription agreement or clients that invest in the Fund through a managed account.

Investments in Other Issuers

If any of the partners, directors, officers, employees or agents of GFI are also partners, directors or officers of an issuer, GFI will not cause an account advised by it, to invest in securities of such issuers without the prior written consent of the client after disclosure of the fact has been made to the client or unless otherwise permitted under applicable securities legislation.

Principal Transactions and Cross Trading Securities

Under applicable securities legislation, GFI is subject to certain restrictions from engaging in principal transactions with or on behalf of its clients and from cross trading securities between client accounts. In particular, without exemptive relief from regulatory authorities, GFI will not knowingly cause any client account advised by it to purchase or sell securities directly from or to (i) GFI, (ii) any directors, officers or associates of GFI, or (iii) any other client accounts advised by GFI.

Referral Arrangements

GFI may enter into referral arrangements from time to time pursuant to which another party may refer clients to us for whom we pay a referral fee, or we may refer clients to another party and receive a referral fee. We will provide clients with the details of any such arrangement where applicable, including the parties to the arrangement, the manner in which the referral fee is calculated and the party to whom it is paid. The Canadian Securities Administrators have stated that paid referral arrangements are almost always material conflicts of interest.

Related Service Providers

Certain directors, officers and shareholders of GFI may become shareholders of a service provider utilized by the firm. GFI monitors the services provided and ensures that services are suitable and do not create any material conflicts. GFI will provide clients with certain conflict of interest disclosures regarding service providers that are related.

Best Execution and Soft Dollars

In executing trades for client accounts, GFI will select broker dealers who will provide “best execution”, taking into consideration the quality and reliability of brokerage services, as well as research and investment information and certain other services provided by broker dealers. While one broker dealer may give GFI a better overall price (price plus commissions) than another, GFI is allowed to take into consideration the relative value of research and investment information and other services to determine the brokers with which to place the trade. In making reasonable efforts to achieve best execution, GFI considers a number of factors, including assessing a particular client’s requirements or portfolio objectives, selecting appropriate dealers and marketplaces and monitoring the results on a regular basis.

GFI does not currently receive soft dollars in connection with trades in securities on behalf of client accounts.

Fairness Allocation

At times, GFI may make the same investment for one or more of its clients or amongst its clients. This may create a conflict of interest if there is only a limited amount of the investment or if the investment is purchased at different prices. To handle related potential conflicts of interest, GFI has adopted trading policies which are designed to ensure fair allocation of securities amongst client accounts. In general, GFI uses a best efforts trade execution and allocation process, attempting to allocate trades in as fair and unbiased manner as possible in its best judgement. GFI may or may not aggregate orders for a number of client accounts for the purchase or sale of a particular security. A copy of the fair allocation policy of GFI will be provided upon request by a client.

Fees

The Fund charges a management fee and a performance fee, each of which are set out in its offering memorandum.

Managed account clients are charged a management fee as a percentage of the value of the assets held in their managed accounts. To the extent a managed account client invests in the Fund, GFI will ensure that there is no double charging of management fees at both the Fund and managed account level by excluding the Fund's value from the account value when applying the account-based management fee. Managed account clients will therefore effectively pay management and performance fees at the Fund level in respect of that holding since GFI charges those fees at the Fund level.

GFI does not charge fees in respect of its activities as a dealer when it distributes units of the Fund.

Allocating Expenses Amongst Funds and Within a Fund

The Fund pays for all expenses related to its day-to-day operations. The management fees charged to the Fund are set out in its offering memorandum.

Pricing and Account Errors

GFI may have a potential conflict of interest when determining when and how to deal with a pricing error or other type of client account error. GFI uses third party service providers to calculate net asset values of and to record client transactions. GFI has a written policy that establishes standards for the correction of discrepancies in the calculation of net asset value in a consistent manner across clients and is in accordance with industry guidelines. GFI looks to the service providers to process corrections and monitors the service providers in the performance of their duties.

Proxy Voting and Other Corporate Actions

GFI's portfolio managers have the ability to cast votes in respect of the issuers of securities held in client accounts, including the Fund. A conflict of interest can arise because of the opportunity for GFI to vote securities or to agree to certain corporate actions in its own interest. A conflict may also exist if a GFI portfolio manager has a personal or business interest in the outcome of a particular matter before shareholders, or where GFI has a business or financial relationship with the company soliciting proxies. GFI will vote proxies in the best interest of clients and treat all clients equally when voting.

Employee Personal Trading

If GFI employees invest in the same securities as clients such as managed account clients or the Fund, there is a perceived or potential conflict of interest that the employee may benefit from opportunities at the expense of GFI's clients or the Fund. GFI has a Personal Trading Policy to monitor the personal trades of its employees, officers and directors who have access to information about client portfolios and the Fund.

Outside Activities

When employees engage in certain activities, interests or associations outside of GFI, a conflict of interest may arise between the employee's personal interests and those of GFI and its clients. GFI has developed policies and procedures that govern employees' outside activities and to which all employees must adhere. In limited circumstances, an employee of GFI may serve on the board of directors or other governing body of a publicly traded company. Further, GFI has implemented a notification and pre-approval process to restrict any outside activity that would

interfere or give the appearance of interfering with an employee's ability to act in the best interests of, or perform work for, GFI and its clients.

Other Conflicts of Interest

From time to time, other conflicts of interest may arise. GFI will continue to take appropriate measures to identify and respond to conflicts in a client's best interest.