

Conflicts of Interest Disclosure

1. DESCRIPTION OF MEMBER FIRM

Echelon Wealth Partners is what is referred to as an “integrated” investment firm since we provide a broad range of corporate finance, institutional trading, wealth management client services and products. We recognize that by definition we are more susceptible to conflicts of interest than many other corporations since we may regularly represent both sides of a transaction, namely, the buyer and the seller. You can learn more about our firm at www.echelonpartners.com.

Echelon Wealth Partners defines a conflict of interest to include any circumstance where:

- the interests of different parties, such as the interests of a client and those of a registrant, are inconsistent or divergent
- a registrant may be influenced to put their interests ahead of their client’s interests, or
- monetary or non-monetary benefits available to a registrant, or potential detriments to which a registrant may be subject, may compromise the trust that a reasonable client has in their registrant

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

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

As an investment dealer, we are a financial intermediary. We facilitate transactions 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 still other cases, we advise an issuer of securities on how to best raise funds by selling securities, while collectively recommending that our clients buy those same securities.

2. MANAGEMENT OF CONFLICTS OF INTEREST

When identifying, addressing, and disclosing material conflicts of interests, Echelon Wealth Partners takes into consideration the following:

- identify existing and reasonably foreseeable material conflicts of interest between a client and the firm or any individual acting on the firm’s behalf,
- address all material conflicts of interest in the best interest of the client,
- avoid material conflicts of interest that cannot be otherwise addressed in the best interest of the client, and
- provide affected clients with disclosure of material conflicts of interest at account opening or in a timely manner if they are identified later.

In general, we deal with and manage relevant conflicts as follows:

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

Existing and potential material conflicts of interest situations, where not avoided, will be disclosed to the client as they arise.

3. 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 Investment Industry Regulatory Organization of Canada (IIROC) 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. You should also refer to the Statement of Policies. You can obtain a copy from your advisor on request, or from our website at: www.echelonpartners.com.

4. POSSIBLE MATERIAL CONFLICTS AND HOW THEY ARE MANAGED

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. If you ever have any questions or concerns, whether they involve conflicts of interest or anything else, you should never hesitate to ask your advisor for an explanation and more information.

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. Please see our service fee brochure in our Important Client Information Booklet. We offer a variety of pricing options to choose from.
Suitability of Account Type	Control	<ul style="list-style-type: none"> At the time of account opening, all new accounts require the completion of the Client Account Assessment Form.
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.
	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"> We have policies and procedures prohibiting recommendations solely for the purpose of generating revenue for us without any benefit to you.
	Control	<ul style="list-style-type: none"> Management has put in place compliance programs to monitor investment advisors to help identify and address concerns.
Conflicts related to referral arrangements	Disclose	<ul style="list-style-type: none"> We are required by industry regulations and firm policy to provide a written disclosure to you at the time of referral.
	Control	<ul style="list-style-type: none"> We have policies and procedures prohibiting recommendations solely for the purpose of the referral fee. Registrants must determine that making the referral is in the client's best interest.
Conflict of Interest May Occur		
Our compensation, organizationally and individually, may involve commissions based on sales volume.	Disclose Control	<ul style="list-style-type: none"> We offer fee-based accounts as well as similar products such as no-load mutual funds, which have pricing structures designed to reduce commission incentives.
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, segregated funds, and insurance policies. In addition, we may receive a selling commission.	Disclose	<ul style="list-style-type: none"> We disclose to you the situations and type of third-party compensation we may receive. Please refer to other sections of this Important Client Information booklet. Securities regulations require issuers to provide specific disclosure in the offering document (e.g., prospectus) of such arrangements and the compensation we will receive.
We are compensated in other ways as a result of the business you may do with us, including uninvested cash deposits with us and foreign exchange spreads when you convert currencies.	Disclose	<ul style="list-style-type: none"> Various forms of other compensation we may receive are disclosed to you. Please refer to other sections of this Important Client Information and our other disclosures to you in that regard.
We may need to select which clients will be offered certain securities if availability is limited	Control	<ul style="list-style-type: none"> Individual advisors make the determination based on individual client relationships, suitability and general availability restrictions for certain clients (e.g. Accredited Investors only)

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Allocating securities from an undersubscribed IPO to the firm's discretionary retail accounts	Control	<ul style="list-style-type: none"> EWP has policies and procedures that must be adhered to by all employees. Supervisors conduct ongoing account monitoring to ensure no such activity occurs.
We are paid by issuers of securities when we advise on or underwrite a new issue which we may recommend to you.	Control	<ul style="list-style-type: none"> We have structurally segregated our institutional, corporate finance and wealth management advisory businesses, which prevents the sharing of non-public information by our institutional and corporate finance business (with the relationship with the issuer) with our wealth management 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.
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.	Control	<ul style="list-style-type: none"> We operate our corporate finance and wealth management advisory businesses separately and all relationships and other material facts about our relationship with the issuer are described in the offering documents
When employee accepts a gift from a customer which could compromise or give the impression of compromising his/her independence.	Control/Avoid	<ul style="list-style-type: none"> EWP has an internal gifts and entertainment policy which must be adhered to by all employees.
We operate our corporate finance and wealth management advisory businesses separately and all relationships and other material facts about our relationship with the issuer are described in the offering documents.	Disclose	<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
As a result of business relationships with issuers of securities, we may know confidential information that we cannot disclose to you when we recommend the securities to you, even if that information might lead us not to recommend buying the securities.	Control	<ul style="list-style-type: none"> We operate our corporate finance and wealth management advisory business separately so that such information is tightly controlled and not shared by corporate finance with our wealth management advisory businesses. Our internal information barriers are designed to ensure regulatory requirements are complied with and wealth management advisory employees do not have access to any non-public information that may be available to our corporate finance businesses
We may have access to commercially sensitive or inside information	Control	<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
We distribute investment research that is produced by third parties. We provide investment research on securities of companies that may have other business relationships with us	Disclose Control	<ul style="list-style-type: none"> We have and follow written procedures under IIROC regulations that govern the distribution of third-party research. Our research and recommendations are subject to extensive and detailed regulatory requirements, internal standards, and mandatory disclosures.
Your advisor or representative may make permitted personal investments in private companies that manufacture investment products	Control	<ul style="list-style-type: none"> Your advisor or representative must have approved by us any such private investments when they are made. If such personal investments have been approved, your advisor or representative will disclose such an investment to you in writing
	Disclosure	<ul style="list-style-type: none"> Industry regulations dictate our best price and best execution obligations to you.
Employee uses personal account to deal ahead of large customer order	Avoid Control	<ul style="list-style-type: none"> EWP has strict policies and procedures that are distributed and adhered to by all the firm's personnel with regards to frontrunning and client priority.

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Individuals registered with us may also be registered with another registered firm	Disclose Control Avoid	<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 disclose to you certain outside business activities as required by our regulator.
We may permit certain individuals who are registered with us (including your investment advisor or account representative) to be employed by, participate in, or accept compensation from other persons or firms, outside the scope of his/her relationship with us.	Disclose Control Avoid	<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 disclose to you certain outside business activities as required by our regulator.
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
We have discretion or control over transactions in your account if it is a managed account or pooled investment fund	Disclose Avoid Control	<ul style="list-style-type: none"> Regulations require that we disclose and obtain your specific approval to purchase related and connected securities when we have discretionary power to do so. We are required by securities legislation to prohibit transactions where the individual advisor may have an interest or have influence or control. When we have discretionary power to manage your account for you, regulations require that we disclose to you and obtain specific approval to buy securities of either related and connected companies or issuers for whom we are offering securities as syndicate agent.
We may sell you securities which we own (called principal trades) and profit by doing so.	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 we are required to provide you with a stated yield to maturity so you can assess the competitiveness of our pricing.
We engage in trading of securities for our own account (called proprietary trading)	Control	<ul style="list-style-type: none"> We maintain information barriers between our corporate trading activities and wealth management advisory business. Firm and employee trades are identified as such and client trades are given priority to firm and employee trades in accordance with industry "client priority" regulations.
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.	Control	<ul style="list-style-type: none"> Industry regulations dictate our best price and best execution obligations to you.