



Description of Firm

Vered Wealth Management (Canada) Company Limited (“VWMC”) is what is referred to as a retail wealth management firm since we are focused on providing investment services to retail clients.

You can learn more about our firm at www.canvered.ca

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.

Management of Conflicts of Interest

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 be effectively addressed in the client’s best interest.
- **Control:** We manage actual and potential 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.

Compensation

We are transparent in disclosing fees, commissions and other compensation to fully inform you in advance so that you know what you will be paying and we offer a variety of pricing options to choose from. Our advisors are compensated by charging a fee as a percentage of the total value of the account, which does not incentivize them to have you invested in any particular securities. These fees are also disclosed to you when your account is opened. Alternatively, our advisors can be compensated in commission on a transaction basis. These commission fees will be disclosed to you before the trade is executed. In any case, we will not charge both commission fee and account percentage fee simultaneously in an account.

Possible Conflicts and How They Are Managed

Examples of material conflicts of interest situations may include the following:

Conflict of Interest	Address By	Management of Conflicts
Ongoing Conflict of Interest		
We earn compensation by selling products and services to you for which you pay us.	Disclose	We make efforts to be transparent in disclosing fees, commissions and other

		<p>compensation to fully inform you in advance so that you know what you will be paying.</p> <p>For accounts opened for a full calendar year, we disclose the aggregate amounts of fees and charges that you have paid in the annual Charges and Compensation Report sent to clients after each calendar year-end.</p>
Different products and services have differing levels of compensation.	Disclose	Our compensation is disclosed to you and we offer pricing alternatives intended to reduce the conflicts associated with commission-based pricing.
	Avoid	<p>We are required by industry regulations and firm policy to make only “suitable” investment recommendations.</p> <p>We may choose not to offer a complex product that carries a high commission.</p>
If you have a managed account, we have discretion or control over the transactions in your account.	Control	Regulations require that we disclose and obtain your specific approval to purchase securities of related and connected entities when we have discretionary power to do so. Transactions in managed accounts are reviewed on a daily basis to ensure your interests are put first.
Conflict of Interest May Occur		
Our compensation, organizationally and individually, may involve commissions based on sales volume which poses the potential risk of churning.	Control	<p>We offer fee-based and managed accounts, as well as similar products such as no-load mutual funds, which have pricing structures designed to reduce commission incentives.</p> <p>Commissions on trades are reviewed on a daily basis and also disclosed to you pre-trade.</p>
Commissions and fees for similar services may vary within the established fee schedule depending upon the amount you	Disclose	Commissions and some of our fees may be negotiable and may vary based on independent discussions between you and

have negotiated with your advisor.		your advisor. The commission amount will be disclosed to you before each trade and fees will be charged as per the agreements signed to avoid any unreasonable charges.
Commissions and fees earned on some products that we distribute do not appear in your client statements. VWMC may earn new issue revenue as commission on the spread between the price paid to the issuer of securities and the issue price paid by the purchaser of securities.	Disclose	As per regulatory requirement, fees received for investment products are explained to you by your advisor pre-trade. This includes sales charges and trailer fees.
		Fees received for new issues are explained in the prospectus to avoid ambiguity.
Our advisors may refer you to another person outside of the firm in order for you to gain access to products and services which we do not offer.	Disclose	The advisor will not receive compensation through such referrals.
We may need to select which clients will be offered certain securities if availability is limited. Potential risk of client preferential treatment.	Control	We have a “fair allocation” policy for managed accounts.
		For non-discretionary accounts, trade allocation will be determined by us in accordance with internal procedures.
Advisors and other individuals within the firm may periodically be offered gifts for business promotion reasons from individuals representing an issuer such as a mutual fund. Likewise, representatives from VWMC may provide promotional gifts to issuers or other parties that have either engaged in business with us or we are in the process of prospecting for business purposes. There is a potential risk of advisor having bias during product selection for their clients towards issuers who have provided them higher valued gifts or promotional items.	Avoid	Extensive and/or frequent gifts and business promotions, either received or provided, are prohibited by firm policy and industry regulations so as to avoid real or perceived conflict of interest. Reasonable gifts and business promotions may be provided by the firm and its reps subject to preapproval by Compliance.
We distribute investment research that is produced by	Control	We have and follow written procedures under CIRO

third parties.		regulations that govern the distribution of third party research.
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. Potential risk of advisor actioning investment decisions based on compensation rather than client’s best interest.	Disclose	We disclose to you the situations and type of third party compensation we may receive. Please refer to the prospectuses of the applicable products.
		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 interest spreads on uninvested cash deposits with us and foreign exchange spreads when you convert currencies.	Disclose	Various forms of other compensation we may receive are disclosed to you in other sections of this booklet and out fee schedule.
We may permit certain individuals who are registered with us (including your 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.	Avoid	Securities legislation prohibits an individual from serving as a director of another registered firm that is not an affiliate of our firm.
	Control	Industry regulations require individuals to disclose their outside business activities for approval.
	Disclose	We prohibit participation in activity that competes with the firm’s business and discourage anyone from knowingly soliciting unrelated business with clients holding accounts at VWMC. In the event that an advisor, associate or agent does solicit outside business they will advise you that the business is not related to VWMC and that we are not liable for that business. If you have any questions or concerns, contact our firm’s Compliance department directly.

<p>Registered individuals at the firm may trade the same securities as you on the same day. Potential risk of front-running and client not receiving best execution.</p>	<p>Control</p>	<p>Employee trades are identified as such and client trades are given priority to employee trades in accordance with industry “client priority” regulations and to avoid “front-running”.</p>
<p>Our major shareholder is China Vered Financial Holdings Company Limited (“China Vered”) is a public issuer listed on the HKSE (Symbol: 0245.HK). Potential risk of advisor promoting China Vered stock or products and services for personal gain.</p>	<p>Avoid</p>	<p>We do not allow soliciting of China Vered’s stock. Employees do not own any shares of China Vered or any products or services. This relationship is also disclosed to you.</p>
<p>An advisor may be involved in financial personal dealings with clients such as personal loans, business relationships, acting as an executor to client’s estate, power of attorney, trading authority of client’s account, etc. Potential risk of advisor losing independence and making bias decisions in regards to client’s investment accounts.</p>	<p>Avoid</p>	<p>To avoid loss of independence, we do not allow personal dealings with clients.</p>
<p>Under the managed account services, we currently only provide internally managed products. Potential risk of lack of selection when it comes to managed product offerings.</p>	<p>Disclose</p>	<p>This is disclosed to you. You will have access to other types of accounts such as fee-based or commission-based advisory accounts. Advisors and Portfolio Manager do not receive additional compensation based on your participation in managed accounts over advisory accounts.</p>
<p>We may share the cost of marketing activities with fund companies. Potential risk of bias when selecting investment products.</p>	<p>Control</p>	<p>We require co-op marketing to be pre-approved by Compliance and abide by securities law.</p>