

## REFERRAL DISCLOSURE STATEMENT

The purpose of this document is to give you notice that a referral arrangement exists between WealthBar Financial Services, Inc., operating as CI Direct Investing (**CI Direct Investing, we, us**) and McElvaine Investment Management Ltd., operating as 3P Financial (**3P Financial**), and to describe the arrangement, the related referral benefits for both parties and any conflicts of interest that exist between the parties and how those conflicts of interest are addressed in your best interests.

All activity resulting from the referral arrangement that requires registration under Canadian securities laws related to giving of investment advice and collecting know-your-client information sufficient to allow a discretionary managed account to be opened for you and suitable investments made, will be provided by CI Direct Investing.

### **Nature of the Digital Platform**

McElvaine Investment Management Ltd., operating as 3P Financial, and CI Direct Investing have jointly developed a digital platform (the “**Digital Platform**”) to provide members of 3P Pension Plans with an opportunity to access the discretionary investment management services of CI Direct Investing, together with the investment sub-advisory services of 3P Financial and its approach to value investing in the 3P Financial family of private pools and prospectus-qualified investment funds (the “**3P Funds**”).

You may open discretionary managed accounts on the Digital Platform within your 3P Pension Plan, as well as tax-free savings accounts, registered education savings accounts and other registered and taxable accounts. All of your accounts opened on the Digital Platform are subject to this Referral Disclosure Statement.

Your contractual relationship with CI Direct Investing is independent of your membership in your 3P Pension Plan and any contractual relationship that you may have with 3P Financial or the administrator of your 3P Pension Plan.

### **Role of 3P Financial**

3P Financial is an investment consultancy service assisting physicians and other professionals in setting up pension plans and has partnered with INTEGRIS Pension Management Corporation, which is a pension administrator of your 3P Pension Plan.

3P Financial acts as the investment sub-advisor to CI Direct Investing in constructing and managing the portfolios of investments funds available for investment within your CI Direct Investing accounts (the “**3P Portfolios**”, and each a “**3P Portfolio**”). The 3P Portfolios include 3P Funds and low-cost ETFs. The 3P Portfolios provide you with exposure to 3P Financial’s value investing approach.

3P Financial is not authorized to provide services to you on behalf of CI Direct Investing or to act for or bind it. For greater certainty, 3P Financial does not have the authority to direct CI Direct Investing to make investments on your behalf or provide any investment advice directly to you.

You acknowledge that even though 3P Financial is registered under Canadian securities laws, 3P Financial’s role under this arrangement is limited to making the referral and monitoring the referral

activities of its employees or agents. 3P Financial has not assumed the obligation to ensure that opening an account with CI Direct Investing is suitable for you. 3P Financial and its representatives are not agents of CI Direct Investing and have no authority to provide investment advice to you on behalf of CI Direct Investing, to assess your suitability, to make representations about the services of CI Direct Investing, or to agree to any special terms in connection therewith.

### **Role of CI Direct Investing**

As a registered portfolio manager, CI Direct Investing is authorized to act as an adviser in respect of any security. CI Direct Investing provides discretionary investment management services to you as a Platform Client, and not to 3P Financial, your 3P Pension Plan administrator, the 3P Pension Plan nor their respective representatives. CI Direct Investing is not authorized to provide services to you on behalf of 3P Financial or to act for or bind it. CI Direct Investing will make investment decisions for you as described in your Managed Account Agreement with CI Direct Investing and all activities requiring adviser registration under the Digital Platform will be provided by CI Direct Investing. A full description of our relationship with you once you open an account is set out in our [Relationship Disclosure Information](#) (RDI), which will be a schedule to the managed account agreement that you will agree to if you decide to open an account with us.

CI Direct Investing is not responsible for providing services to your 3P Pension Plan, the sponsor of your 3P Pension Plan or the administrator of your 3P Pension Plan. The administrator of your 3P Pension Plan is responsible for all aspects of the administration of your 3P Pension Plan, including but not limited to, complying with plan documents and applicable legal requirements (including but not limited to the *Pension Benefits Standards Act* (Canada) and/or equivalent pension legislation in force in each province and territory of Canada ("**Applicable Pension Laws**")), and establishing, maintaining and investing your 3P Pension Plan in accordance with the plan terms. The administrator is subject to fiduciary duties under common law and minimum standards prescribed by the Applicable Pension Laws.

### **Fees**

For services rendered by CI Direct Investing, including management, trading and performance reporting, CI Direct Investing charges an annual total management fee calculated as a percentage of the fair value of your assets under management ("**AUM**") and as set out in CI Direct Investing's [pricing page](#).

3P Financial will not collect any referral fees or other compensation from CI Direct Investing in connection with your CI Direct Investing account. However, 3P Financial will collect the following compensation from the 3P Funds held in your account: (i) management fees calculated as a percentage of your AUM invested in each 3P Fund; and (ii) performance fees calculated as a percentage of the total return of your AUM invested in each 3P Fund.

This means that the relationship between CI Direct Investing and 3P Financial is of mutual benefit and is considered to be a referral arrangement under applicable securities laws.

The table below sets out the 3P Portfolios, including the weighted management fee of each 3P Fund in your 3P Portfolio and a link to the description of the management fees and performance fees paid by each 3P Fund in your 3P Portfolio, as set out in the confidential offering memorandum of such fund.

		3P Safety	3P Protection	3P Income	3P Growth	3P Max
The Osler Fund weighting	%	0	5	40	65	100
	Management fee %	0	1.0	1.0	1.0	1.0
	Performance fee %	0	20% over 8%	20% over 8%	20% over 8%	20% over 8%
McElvaine Value Fund weighting	%	0	0	0	10	0
	Management fee	0	0	0	0.60	0
	Performance fee	0	0	0	20% over 6%	0
Weighted management fee – McElvaine Funds*		0	0.05	0.40	0.71	1.0

\*this is the weighted management fee of the McElvaine funds only. It does not include any performance fees that may be payable when the fund returns exceed the highwater mark (6% or 8%). It does not include the management fee of any ETFs held in the account or the management fee paid to CI Direct Investing which varies with the size of your account (0.35% to 0.60% of your assets under management).

### **Conflicts of Interest**

CI Direct Investing is not affiliated with 3P Financial or McElvaine Investment Management Ltd. Each of CI Direct Investing, 3P Financial and McElvaine Investment Management has its own policies and procedures which govern conflicts of interest.

The Digital Platform is a joint project of 3P Financial and CI Direct Investing and has been designed to provide members of 3P Pension Plans who hold CI Direct Investing accounts with exposure to the investment strategies of 3P Financial, as represented by the 3P Funds and the 3P Portfolios. By favouring 3P Funds, and by engaging 3P Financial as sub-advisor to the 3P Portfolios, CI Direct Investing has not considered other securities or portfolios that may have characteristics, such as cost structure or past performance, similar or superior to the 3P Funds when providing discretionary investment management services to your account.

3P Financial may pay CI Direct Investing an annual maintenance fee to compensate CI Direct Investing for servicing the Digital Platform.

There is an inherent conflict of interest between CI Direct Investing, as a manager of discretionary managed accounts for clients, and a person that has incentives or arrangements to refer those clients to us, as the persons making or receiving the referral will receive benefits whether or not the relationship is appropriate for the investor or if it is successful. These conflicts are addressed through compliance by CI Direct Investing and its portfolio managers with the know your client, suitability determination and fair dealing obligations under applicable securities laws, and the related policies and procedures established by us to ensure compliance with these obligations. In particular, before CI Direct Investing opens an account for you, purchases or sells a security or takes any other investment action for you, or makes a recommendation or exercises discretion to take any such action, CI Direct Investing and its portfolio managers are required to take reasonable steps to ensure that the action is suitable for you and puts your interest first in accordance with the requirements of applicable securities laws.

3P Financial conducts appropriate due diligence on the services provided by CI Direct Investing to determine if these services will be appropriate for you. CI Direct Investing will open an account for you only if CI Direct Investing considers such an account will be suitable for you. You do not need to invest in one of the model portfolios sub-advised by 3P Financial and containing the investment funds managed by 3P Financial and if CI Direct Investing does not consider any such portfolio to be suitable for you, it will choose another portfolio for you.

We are not aware of any other conflicts of interest between us and 3P Financial as of the date of this disclosure statement.

### **Acknowledgement and Agreement**

Please read this referral disclosure statement carefully. 3P Financial is referring you, as a potential client, to CI Direct Investing, pursuant to a referral arrangement between CI Direct Investing and 3P Financial.

In opening an account with CI Direct Investing, you will pay management fees to CI Direct Investing and will be placed into a model portfolio that was curated for prospective clients referred by 3P Financial, as sub-adviser to CI Direct Investing and that may contain investment funds managed by 3P Financial. Please review the Relationship Disclosure Information (RDI) of CI Direct Investing.

- ☐ **By selecting “Agree and Continue” below, you acknowledge and agree to the information contained in this Referral Disclosure and the RDI of CI Direct Investing and wish to proceed to opening an account with CI Direct Investing.**

If you do not want to proceed you can still open an account with [CI Direct Investing](#); however, by choosing to do so you will not be able to invest in the portfolios sub-advised by 3P Financial<sup>1</sup>.